

EAST WEST BANCORP INC
Form 10-K/A
March 15, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 10-K/A
(Amendment No. 1)**

Mark One

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number 000-24939

EAST WEST BANCORP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

**135 North Los Robles Ave., 7th Floor, Pasadena,
California**

(Address of principal executive offices)

95-4703316

(I.R.S. Employer Identification No.)

91101

(Zip Code)

Registrant's telephone number, including area code:

(626) 768-6000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

NONE

Name of each exchange on which registered

NONE

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 Par Value

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was

required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 or Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

The aggregate market value of the registrant's common stock held by non-affiliates is approximately \$1,745,341,271 (based on the June 30, 2005 closing price of Common Stock of \$33.59 per share).

As of February 28, 2006, 56,674,229 shares of East West Bancorp, Inc. Common Stock were outstanding.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

DOCUMENT INCORPORATED BY REFERENCE

Definitive Proxy Statement for the Annual Meeting of Stockholders - Part III

EXPLANATORY NOTE

East West Bancorp is filing this Amendment No. 1 on Form 10-K/A to amend its Form 10-K for the fiscal year ended December 31, 2005, filed with the Securities and Exchange Commission on March 14, 2006 (“Original Filing”) in order to file the Consent of Independent Registered Public Accounting Firm which was inadvertently not filed as an exhibit to the Original Filing.

This Amendment No. 1 on Form 10-K/A does not modify or update in any way the Original Filing other than as described above.

PART IV**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES***(a) (1) Financial Statements*

The following financial statements included in the registrant's 2005 Annual Report to Shareholders are included. Page number references are to the 2005 Annual Report to Shareholders.

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| East West Bancorp, Inc. and Subsidiaries: | Page |
| Report of Independent Registered Public Accounting Firm | 68 |
| Consolidated Balance Sheets at December 31, 2005 and 2004 | 69 |
| Consolidated Statements of Income for the Years Ended December 31, 2005, 2004 and 2003 | 70 |
| Consolidated Statements of Changes in Stockholders' Equity for the Years Ended December 31, 2005, 2004 and 2003 | 71 |
| Consolidated Statements of Cash Flows for the Years Ended December 31, 2005, 2004 and 2003 | 72 |
| Notes to Consolidated Financial Statements | 73 |

(a)(2) Financial statement schedules

Schedules have been omitted because they are not applicable, not material or because the information is included in the consolidated financial statements or the notes thereto.

*(a)(3) Exhibits***Exhibit No. Exhibit Description**

| | |
|--------|---|
| 2 | Plan of Reorganization and Merger Agreement between East West Bancorp, Inc., East West Bank and East West Merger Co., Inc.* |
| 3(i) | Certificate of Incorporation of the Registrant* |
| 3(i).1 | Certificate of Amendment to Certificate of Incorporation of the Registrant& |
| 3(ii) | Bylaws of the Registrant* |
| 4.1 | Specimen Certificate of Registrant* |
| 4.2 | Registration Rights Agreement* |
| 4.3 | Warrant Agreement with Friedman, Billings, Ramsey & Co., Inc.* |
| 4.4 | Registration Rights Agreement with Ho Yuan Chen and Chang-Hua Kang Chen@ |
| 4.5 | Warrant Agreement with Ho Yuan Chen and Chang-Hua Kang Chen@ |
| 10.1 | Employment Agreement with Dominic Ng*+ |
| 10.2 | Employment Agreement with Julia Gouw*+ |
| 10.5 | Employment Agreement with Douglas P. Krause!+ |
| 10.6 | East West Bancorp, Inc. 1998 Stock Incentive Plan and Forms of Agreements*+ |
| 10.6.1 | Amended East West Bancorp, Inc. 1998 Stock Incentive Plan^+ |
| 10.6.2 | 1998 Non-Qualified Stock Option Program for Employees and Independent Contractors^+ |
| 10.6.3 | Performance-Based Bonus Plan^+ |
| 10.6.4 | 1999 Spirit of Ownership Restricted Stock Program^+ |
| 10.6.5 | 2003 Directors' Restricted Stock Program^+ |

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| 10.7 | East West Bancorp, Inc. 1998 Employee Stock Purchase Plan*+ |
| 10.8 | Employment Agreement with William J. Lewis!+ |
| 10.10 | Employment Agreement with Donald Sang Chow#+ |
| 10.10.1 | Amendment to Employment Agreement with Donald Sang Chow#+ |
| 10.10.2 | Amendment to Employment Agreement with Donald Sang Chow!+ |
| 10.11 | Supplemental Executive Retirement Plans%+ |
| 10.12 | Director Compensation%+ |
| 10.13 | Named Executive Officer Compensation%+ |
| 10.14 | Employment Agreement with Wellington Chen!+ |
| 21.1 | Subsidiaries of the Registrant% |
| 23.1 | Consent of Independent Registered Public Accounting Firm% |
| 31.1 | Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002% |
| 31.2 | Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002% |
| 32.1 | Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002% |
| 32.2 | Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002% |

* Incorporated by reference from Registrant's Registration Statement on Form S-4 filed with the Commission on November 13, 1998 (File No. 333-63605).

Incorporated by reference from Registrant's Annual Report on Form 10-K for the year ended December 31, 1999 filed with the Commission on March 30, 2000 (File No. 000-24939).

@ Incorporated by reference from Registrant's Annual Report on Form 10-K for the year ended December 31, 2001 filed with the Commission on March 28, 2002 (File No. 000-24939).

& Incorporated by reference from Registrant's Annual Report on Form 10-K for the year ended December 31, 2002 filed with the Commission on March 28, 2003 (File No. 000-24939).

! Incorporated by reference from Registrant's Annual Report on Form 10-K for the year ended December 31, 2004 filed with the Commission on March 11, 2005 (File No. 000-24939).

^ Incorporated by reference from Registrant's Current Report on Form 8-K filed with the Commission on March 9, 2005 (File No. 000-24939).

+ Denotes management contract or compensatory plan or arrangement.

% A copy of this exhibit is being filed with this Annual Report on Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 15, 2006

EAST WEST BANCORP INC.
(Registrant)

By/s/ DOMINIC NG
Dominic Ng
*Chairman of the Board, President
and Chief Executive Officer*

Exhibit Index

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