

UMPQUA HOLDINGS CORP  
 Form 3  
 April 28, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * THOMAS H. LEE ADVISORS, LLC  (Last) (First) (Middle)  C/O THOMAS H. LEE PARTNERS, L.P., 100 FEDERAL STREET, 35TH FLOOR  (Street)  BOSTON, MA 02110  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/18/2014	3. Issuer Name and Ticker or Trading Symbol UMPQUA HOLDINGS CORP [UMPQ]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21,647,448 (2) (3)	I	See footnotes (1) (3) (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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(Instr. 4)	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant	10/21/2010	08/26/2017	Common Stock	2,473,278 (4)	\$ 12.88 (5)	I	See Footnotes (4) (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS H. LEE ADVISORS, LLC C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	^	^ X	^	^
Thomas H. Lee Equity Fund VI, L.P. C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	^	^ X	^	^
Thomas H. Lee Parallel Fund VI, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	^ X	^ X	^	^
Thomas H. Lee Parallel (DT) Fund VI, L.P. 100 FEDERAL STREET C/O THOMAS H. LEE PARTNERS, L.P. BOSTON, MA 02110	^	^ X	^	^
THL Managers VI, LLC C/O THOMAS H. LEE PARNTERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	^	^ X	^	^
THL Sterling Equity Investors, L.P. C/O THOMAS H. LEE PARNTERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	^	^ X	^	^

## Signatures

THOMAS H. LEE ADVISORS, LLC, By: THL Holdco, LLC its Managing Member, /s/  
Charles P. Holden, Managing Director

04/28/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) See Exhibit 99.1 for text of footnote (1)
- (2) See Exhibit 99.1 for text of footnote (2)
- (3) See Exhibit 99.1 for text of footnote (3)
- (4) See Exhibit 99.1 for text of footnote (4)
- (5) See Exhibit 99.1 for text of footnote (5)
- (6) See Exhibit 99.1 for text of footnote (6)

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**Remarks:**

ExhibitÂ 99.1Â (Footnotes)Â andÂ ExhibitÂ 99.2Â (JointÂ FilerÂ Information)Â areÂ incorporatedÂ hereinÂ byÂ reference

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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