

**OFFICE OF THE COMPTROLLER  
OF THE CURRENCY  
Washington, D.C. 20219**

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

Date of Report (date of earliest event reported) **May 19, 2010**

**BANK OF NAPA, N.A.**  
(Exact name of registrant as specified in its charter)

<b>United States of America</b>	<b>N/A</b>	<b>20-2314309</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**2007 Redwood Road Suite #101  
Napa, California, 94558**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **707-257-7777**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Bank of Napa, N.A. (the “Bank”) held its annual meeting of shareholders on May 19, 2010. The Bank’s shareholders voted on and approved the proposals listed below, each of which was described in the Bank’s proxy statement for the meeting.

*Proposal 1 — Election of Directors*

The following individuals were elected as directors to serve as Class I directors until the 2013 annual meeting of stockholders or until their successors are elected and qualified. There were no nominees other than those listed below. The voting results are as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Stephen A. Orndorf	870,887	81,350	440,072
Anthony R. Torres	876,387	75,850	440,072

*Proposal 2 — Ratification of Appointment of Independent Accountants.*

The shareholders voted to ratify the appointment of Moss Adams, LLP as independent accountants for the Bank’s 2010 fiscal year. The results of voting were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
1,342,981	3,770	45,558

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 24, 2010

**Bank of Napa, N.A.**  
(Registrant)

By: /s/ Michael L. Lundstrom  
Michael L. Lundstrom  
VP/Chief Financial Officer  
(Duly authorized officer)