FORM 8-K

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NORTH BAY BANCORP/CA

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

F O R M 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) April 29, 2005

NORTH BAY BANCORP

(Exact name of registrant as specified in its charter)

California	0-31080	68-0434802
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1190 Airport Road, Suite 101, Napa, California	94558
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (707) 257-8585

N/A

(Former name or former address, if changed since last report)

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-4c))

Item 2.02. Results of Operations and Financial Condition

Earnings Release. On April 29, 2005, North Bay Bancorp issued a press release announcing its earnings for the quarter ended March 31, 2005. A copy of the press release is attached to this Current Report as Exhibit 99.1 and incorporated into this report by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press release announcing earnings for the quarter ended March 31, 2005.

SIGNATURES

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: April 29, 2005 NORTH BAY BANCORP

/s/ Lee-Ann Cimino

Lee-Ann Cimino, Senior Vice President and Chief Financial Officer (Principal Financial Officer)

Exhibit 99.1

[NB NORTH BAY BANCORP LOGO]

Contact: Terry L. Robinson, President & CEO
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[CG THE CEREGHINO GROUP LOGO]
THE CEREGHINO GROUP
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NORTH BAY BANCORP'S FIRST QUARTER PROFITS INCREASE 41%, WITH IMPROVING EFFICIENCIES, MARGIN EXPANSION, AND SOLID LOAN AND DEPOSIT GROWTH

Napa, CA -April 29, 2005 - North Bay Bancorp (Nasdaq: NBAN), parent of The Vintage Bank and its Solano Bank Division, today reported profits increased 41% in the first quarter ended March 31, 2005, compared to the first quarter a year ago. Strong loan demand and excellent deposit growth contributed to a higher net interest margin. Improving productivity further boosted profitability in the quarter. In the first quarter, loans grew 25%, core deposits increased 15%, net interest margin improved 5 basis points and the efficiency ratio improved 520 basis points from a year ago. First quarter net income increased to $1.5 million, or $0.36 per diluted share, compared to $1.0 million, or $0.26 per diluted share, in the first quarter of 2004. All per share results reflect the 3-for-2 stock split in December 2004 and the 5% dividend paid on March 31, 2005.

"First quarter profits, per our plan, strongly reflect the initiatives implemented in 2004 to streamline our operations and improve efficiencies," said Terry Robinson, President and CEO. "The investments we've made in our branch network are now beginning to produce solid results, and we expect to continue to move up in the peer rankings this year."

First Quarter 2005 Financial Review and Operating Highlights (ended 3/31/05 compared to 3/31/04)

- o Net income increased 41% to $1.5 million.
- o Pre-tax income rose 50% to $2.4 million.
- o Earnings per diluted share increased 38% to $0.36.
- o Revenues increased 19% to $7.6 million.
- o Productivity improved with the efficiency ratio dropping 520 basis points to 65.54%.
- o Deposits grew 13% to $490 million, of which 85% are low-cost core deposits.
- o Net loans grew 25% to $398 million.
- o Asset quality remained exemplary with six consecutive years of no nonperforming assets.

Operating Results

Total revenues, (net interest income before the provision for loan losses plus non-interest income, excluding securities gains) increased 19% to $7.6 million in the first quarter of 2005 from $6.4 million in the like quarter a year ago. The net interest margin expanded to 5.29%, up 5 basis points from the first quarter a year ago and up 26 basis points from the immediate prior quarter. "The recent increases in short-term interest rates provided a modest boost to loan yields, but has not yet impacted our cost of funds. We expect this anomaly will be short-lived, as we anticipate more substantial increases in deposit rates in the near future," noted Robinson.

First quarter net interest income increased 23% to $6.6 million, with interest income rising 27% and interest expense increasing 53%. "Strong loan demand in a broad range of business segments continues to spur growth in the loan portfolio. In addition, the conservative leverage strategy implemented in mid-2004 contributed approximately $80,000 to net interest income in the first quarter. When we put this strategy in place last year, we managed our risk with short-term fixed-rate securities, short-term fixed-rate liabilities, and limited principal commitment," said Lee-Ann Cimino, Chief Financial Officer.

The provision for loan losses at $185,000 in the first quarter 2005 was virtually even with the $186,000 provision in the first quarter a year ago. Net interest income after the provision for loan losses increased 24% to $6.4 million compared to $5.2 million in the first quarter of 2004.

Non-interest income dipped 3% with lower income from ancillary investment services during the first quarter. Non-interest income totaled $956,000, and accounted for 13% of total first quarter revenues, compared to $986,000 or 15% of total revenues in the first quarter of 2004.

The tax equivalent efficiency ratio improved to 65.54% in the first quarter compared to 70.74% in the first quarter a year ago as revenues grew faster than operating costs. The efficiency ratio, calculated by dividing non-interest expense by net interest income adjusted for tax-free interest and non-interest income, measures overhead costs as a percentage of total revenues. Operating (non-interest) expense in the first quarter of 2005 increased 10% to $5.0 million from $4.6 million in the first quarter of 2004, reflecting costs for a new branch opening in mid-2004 and higher legal, consulting and audit fees for compliance with the Sarbanes-Oxley Act. "We expect to see continuing high costs for consulting this year," Cimino noted. "In addition, we outsourced part of our networking technology to improve controls and enhance service with a firm that brings multiple levels of technical expertise. The costs associated with this change, other than the transition costs which were booked in the first quarter, are not expected to increase while service levels and our risk profile should improve."

Pre-tax income rose 50% in the first quarter to $2.4 million from $1.6 million in the first quarter of 2004. Income taxes increased in the first quarter of 2005 reflecting higher earnings and a higher accrual rate. The tax provision increased 65% to $898,000, or 38% of first quarter pre-tax income, compared to $544,000, or 34% of pre-tax income in 2003. The higher tax rate in the first quarter of 2005 was primarily due to a lower level of tax-free municipal bonds in the portfolio.

Profitability in the first quarter of 2005 continued to improve driven by strong growth in loans and deposits. Return on average equity improved to 12.85%, up 212 basis points from the year ago quarter. Return on average assets was 1.04% in the first quarter up 15 basis points compared to 0.89% in the first quarter of 2004. "With contributions growing from our newer branches, we anticipate further improvements in our profitability ratios in the coming years," commented Robinson.

Balance Sheet (at March 31, 2005 compared to March 31, 2004)

Total assets increased 16% to $568 million compared to $488 million a year ago. Loans, net of the allowance for loan losses, grew 25% to $398 million, up from $317 million a year ago. In addition to a 46% increase in commercial and industrial loans, commercial real estate loans grew 26% fueled by strength in sales of owner-occupied commercial and industrial buildings, particularly commercial condominiums. Construction loans were virtually flat at $31 million. Consumer loans grew 20% to $39 million reflecting new technology and products introduced last year to better serve individuals.

Deposits grew 13% during the year to $490 million, with growth in both average balances and the number of new checking accounts. Core deposits, which exclude time certificates, increased 15% to $417 million, or 85% of total deposits, compared to $363 million or 84% of total deposits a year ago. Book value per share increased 9% to $11.64 from to $10.71 a year ago.

Asset quality remains excellent with no nonperforming loans at quarter-end. The allowance for loan and lease losses was $4.3 million, or 1.07% of loans outstanding, compared to $3.7 million or 1.15% of loans outstanding a year ago. Strong loan growth and excellent credit quality contributed to the drop in the ratio of allowance for loan losses to total loans. Net charge-offs were $4,000 in the first quarter, consisting primarily of deposit account overdrafts, compared to $7,000 of net charge-offs in the first quarter of 2004.

About North Bay Bancorp

North Bay Bancorp is the holding company for The Vintage Bank in Napa County and Solano Bank, a Division of The Vintage Bank, in Solano County. This full-service commercial bank offers a wide selection of deposit, loan and investment services to local consumers and small business customers. The Vintage Bank opened in 1985 and now operates six banking offices in Napa County, Northern California's number one tourist destination and the nation's premier wine producing region. The main office and two branch offices are located in the City of Napa. Vintage also has branches in the City of St. Helena, American Canyon and the Southern industrial area of Napa County as well as an off-site ATM facility in Yountville. Solano Bank, now a Division of The Vintage Bank, launched in July 2000, has offices in the primary cities along the I-80 corridor of Solano County, including Vacaville, Fairfield, Vallejo and Benicia and an off-site ATM facility in downtown Fairfield. Solano County is projected to be the fastest growing county in Northern California through year 2020, and is attracting businesses and residents with a quality lifestyle, affordable housing and business-friendly attitudes.

This news release contains forward-looking statements with respect to the financial condition, results of operation and business of North Bay Bancorp and its subsidiaries. All financial results are unaudited and therefore subject to change. These include, but are not limited to, statements that relate to or are dependent on estimates or assumptions relating to the prospects of loan growth, credit quality and certain operating efficiencies resulting from the operations of The Vintage Bank and its Solano Bank Division. These forward-looking statements involve certain risks and uncertainties. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among others, the following possibilities: (1) competitive pressure among financial services companies increases significantly; (2) changes in the interest rate environment on interest margins; (3) general economic conditions, internationally, nationally or in the State of California are less favorable than expected; (4) legislation or regulatory requirements or changes adversely affect the business in which the combined organization will be engaged; (5) finalization of the year-end audit results and (6) other risks detailed in the North Bay Bancorp reports filed with the Securities and Exchange Commission.

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NORTH BAY BANCORP

CONSOLIDATED INCOME STATEMENT (in $000's, unaudited)	3-Month Period Ended: 3/31/2005	12/31/2004	3/31/2004	Annual % Change
<S>	<C>	<C>	<C>	<C>
Interest Income	$ 7,676	$ 7,405	$ 6,064	26.6%
Interest Expense	1,052	1,035	688	52.9%
Net Interest Income	6,624	6,370	5,376	23.2%
Provision for Loan & Lease Losses	185	80	186	-0.5%
Net Interest Income after Loan Loss Provision	6,439	6,290	5,190	24.1%
Service Charges	523	565	551	-5.1%
Loan Sale & Servicing Income	7	10	5	40.0%
Bank Owned Life Insurance Income	88	77	104	-15.4%
Other Non-Interest Income	338	317	326	3.7%
Gain on Investments	--	--	--	NM
Total Non-Interest Income	956	969	986	-3.0%
Salaries & Benefits	2,724	2,360	2,504	8.8%
Occupancy Expense	394	407	367	7.4%
Equipment Expense	547	509	492	11.2%
Other Non-Interest Expenses	1,370	1,425	1,234	11.0%
Total Non-Interest Expenses	5,035	4,701	4,597	9.5%
Income Before Taxes	2,360	2,558	1,579	49.5%
Provision for Income Taxes	898	986	544	65.1%
Net Income	$ 1,462	$ 1,572	$ 1,035	41.3%
TAX DATA				
Tax-Exempt Muni Income	$ 111	$ 113	$ 160	-30.6%
Tax-Exempt BOLI Income	$ 88	$ 77	$ 104	-15.4%
Interest Income - Fully Tax Equivalent	$ 7,711	$ 7,441	$ 6,122	26.0%
NET CHARGE-OFFS (RECOVERIES)	$ 4	$ (16)	$ 7	-42.9%

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PER SHARE DATA (unaudited)	3-Month Period Ended: 3/31/2005	12/31/2004	3/31/2004	% Change
<S>	<C>	<C>	<C>	<C>
Basic Earnings per Share	$ 0.38	$ 0.41	$ 0.27	40.7%
Diluted Earnings per Share	$ 0.36	$ 0.39	$ 0.26	38.5%
Common Dividends	$ 0.15	$ 0.00	$ 0.13	
Wtd. Avg. Shares Outstanding	3,848,751	3,821,986	3,782,129	
Wtd. Avg. Diluted Shares	4,042,178	3,984,105	3,911,084	
Book Value per Basic Share (EOP)	$ 11.64	$ 12.12	$ 10.71	8.7%
Common Shares Outstanding (EOP)	3,883,278	3,641,289	3,786,569	

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KEY FINANCIAL RATIOS (unaudited)	3-Month Period Ended: 3/31/2005	12/31/2004	3/31/2004
<S>	<C>	<C>	<C>
Return on Average Equity	12.85%	14.42%	10.73%
Return on Average Assets	1.04%	1.09%	0.89%
Net Interest Margin (Tax-Equivalent)	5.29%	5.03%	5.24%
Efficiency Ratio (Tax-Equivalent)	65.54%	63.21%	70.74%

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AVERAGE BALANCES (in $000's, unaudited)	3-Month Period Ended: 3/31/2005	12/31/2004	3/31/2004	% Change
<S>	<C>	<C>	<C>	<C>
Average Assets	$ 559,631	$ 575,261	$ 466,591	19.9%
Average Earning Assets	$ 503,767	$ 509,118	$ 415,073	21.4%
Average Gross Loans & Leases	$ 387,994	$ 383,907	$ 313,742	23.7%
Average Deposits	$ 480,151	$ 498,426	$ 412,519	16.4%
Average Equity	$ 45,523	$ 43,378	$ 38,598	17.9%

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STATEMENT OF CONDITION (in $000's, unaudited)	End of Period: 3/31/2005	12/31/2004	3/31/2004	Annual Chg
<S>	<C>	<C>	<C>	<C>
ASSETS				
Cash and Due from Banks	$ 27,838	$ 27,342	$ 36,872	-24.5%
Securities and Fed Funds Sold	117,581	132,348	106,342	10.6%
Commercial & Industrial	72,592	67,172	49,639	46.2%
Commercial Secured by Real Estate	254,740	241,361	201,550	26.4%
Real Estate	6,324	6,613	6,959	-9.1%
Construction	31,206	27,762	31,798	-1.9%
Consumer	38,785	36,343	32,374	19.8%
Gross Loans & Leases	403,647	379,251	322,320	25.2%
Deferred Loan Fees	(1,484)	(1,485)	(1,231)	20.6%
Loans & Leases Net of Deferred Fees	402,163	377,766	321,089	25.2%
Allowance for Loan & Lease Losses	(4,317)	(4,136)	(3,703)	16.6%
Net Loans & Leases	397,846	373,630	317,386	25.4%
Loans Held-for-Sale	481	4,604	3,398	-85.8%
Investment in Subsidiary	310	310	310	
Bank Premises & Equipment	10,038	10,336	10,629	-5.6%
Other Assets	14,226	13,493	13,165	8.1%
Total Assets	$ 568,320	$ 562,063	$ 488,102	16.4%
LIABILITIES & CAPITAL				
Demand Deposits	$ 138,437	$ 127,250	$ 111,632	24.0%
NOW / Savings Deposits	148,811	151,053	129,642	14.8%
Money Market Deposits	130,057	128,884	121,880	6.7%
Time Certificates of Deposit	72,277	77,306	70,929	1.9%
Total Deposits	489,582	484,493	434,083	12.8%
Long Term Borrowings	19,000	19,000	--	NM
Subordinated Debentures	10,310	10,310	10,310	0.0%
Total Deposits & Interest Bearing Liabilities	518,892	513,803	444,393	16.8%
Other Liabilities	4,213	4,126	3,170	32.9%
Total Capital	45,215	44,134	40,539	11.5%
Total Liabilities & Capital	$ 568,320	$ 562,063	$ 488,102	16.4%

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CREDIT QUALITY DATA (in $000's, unaudited)	End of Period: 3/31/2005	12/31/2004	3/31/2004
<S>	<C>	<C>	<C>
Non-Accruing Loans	$ --	$ --	$ --
Over 90 Days PD and Still Accruing	0	0	0

Other Real Estate Owned	0	0	0
Total Non-Performing Assets	$ --	$ --	$ --
Non-Performing Loans to Total Loans	0.00%	0.00%	0.00%
Non-Performing Assets to Total Assets	0.00%	0.00%	0.00%
Allowance for Loan Losses to Loans	1.07%	1.09%	1.15%

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OTHER PERIOD-END STATISTICS		End of Period:	
(unaudited)	3/31/2005	12/31/2004	3/31/2004
<S>	<C>	<C>	<C>
Shareholders' Equity / Total Assets	8.0%	7.9%	8.3%
Loans / Deposits	82.4%	78.3%	74.3%
Non-Interest Bearing Deposits / Total Deposits	28.3%	26.3%	25.7%

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