

Oak Valley Bancorp  
Form 8-K/A  
October 01, 2012

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

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**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934.**

**Date of Report: June 5, 2012**  
(Date of earliest event reported)

**Oak Valley Bancorp**  
(Exact name of registrant as specified in its charter)

**CA**  
(State or other jurisdiction  
of incorporation)

**001-34142**  
(Commission File  
Number)

**26-2326676**  
(IRS Employer  
Identification Number)

**125 N. Third Ave. Oakdale, CA**  
(Address of principal executive offices)

**95361**  
(Zip Code)

**(209) 848-2265**  
(Registrant's telephone number, including area code)

**Not Applicable**

(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-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders**

At the Annual Meeting of Stockholders held June 5, 2012, the following matters were submitted to a vote of security holders with the indicated number of votes being cast for, against or withheld, and with the indicated number of abstentions:

- To re-elect four members of the Board of Directors to serve until the expiration of their three (3) year term or until their successors are duly elected and qualified.

|                   | Number of Votes |          |           |
|-------------------|-----------------|----------|-----------|
|                   | For             | Withheld | Non-Vote  |
| Donald L. Barton  | 2,706,742       | 11,526   | 2,467,964 |
| Thomas A. Haidlen | 2,701,807       | 16,461   | 2,467,964 |
| Daniel F. Leonard | 2,699,090       | 19,178   | 2,467,964 |
| Ronald C. Martin  | 2,697,710       | 20,558   | 2,467,964 |

- To approve the advisory vote on executive compensation.

|  | For       | Against | Abstain | Non-Vote  |
|--|-----------|---------|---------|-----------|
|  | 2,606,021 | 57,884  | 54,363  | 2,467,964 |

- To require that directors be elected by cumulative vote.

|  |         |           |        |           |
|--|---------|-----------|--------|-----------|
|  | 545,116 | 2,135,800 | 37,352 | 2,467,964 |
|--|---------|-----------|--------|-----------|

- To ratify the selection of Moss Adams LLP, independent auditors, to perform audit services for the year 2012.

|  | For       | Against | Abstain | Non-Vote |
|--|-----------|---------|---------|----------|
|  | 5,182,036 | 0       | 4,196   | 0        |

**Item 7.01. Regulation FD Disclosure.**

Oak Valley Bancorp ( Company ) is furnishing presentation materials included as Exhibit 99.1 to this report pursuant to Item 7.01 of Form 8-K. The Company presented these materials addressing, among other things, the Company s business strategies and financial performance, at the Company s Annual Meeting of Shareholders on Tuesday, June 5, 2012 at 4:00 p.m. The foregoing description of information contained in the presentation is qualified by reference to such presentation materials attached as Exhibit 99.1. The Company is not undertaking to update this presentation or the information contained therein.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

This report will not be deemed an admission as to the materiality of any information herein or contained in the presentation (including Exhibit 99.1).

**Item 9.01. Financial Statements and Exhibits**

**(a) Financial statements:**

None

**(b) Pro forma financial information:**

None

**(c) Shell company transactions:**

None

**(d) Exhibits**

99.1 Oak Valley Bancorp presentation materials on June 5, 2012

**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.

Dated: October 1, 2012

**OAK VALLEY BANCORP**

By:                   /s/ Richard A. McCarty  
                          Richard A. McCarty  
                          Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and duly authorized signatory)

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**Exhibit Index**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                                       |
|---------------------------|---|
| 99.1                      | Oak Valley Bancorp presentation materials on June 5, 2012*      |
|                           | *Incorporated by reference from Form 8-K filed on June 8, 2012. |

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