

MIDDLEFIELD BANC CORP  
Form 8-K  
June 18, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8 K**

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

**June 15, 2015**

**(Date of Report: Date of earliest event reported)**

**Middlefield Banc Corp.**

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

**Ohio**

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

**001-36613**

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**(Commission File Number)**

**34-1585111**

**(I.R.S. Employer Identification Number)**

**15985 East High Street**

**Middlefield, Ohio 44062**

**(Address of principal executive offices, including zip code)**

**(440) 632-1666**

**(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))

**ITEM 5.02(e): Material Compensatory Plan**

At a meeting of the board of directors of The Middlefield Banking Company held on June 15, 2015, the nonemployee directors ratified and adopted the recommendation of the Compensation Committee for 2015 award levels under the Bank's Annual Incentive Plan for executive officers, including Chief Executive Officer Thomas G. Caldwell, Chief Operating Officer James R. Heslop, II, and Chief Financial Officer Donald L. Stacy.

The Annual Incentive Plan is a short-term cash incentive plan that rewards bank employees with additional cash compensation if specified objectives are achieved. For achievement of the 2015 plan performance goals, distributions under the plan would be made in cash to the executives in the first quarter of 2016. For 2015 the bank-wide performance measures have to do with net income, classified loans (that is, reduction of classified loans as a percentage of the sum of Tier 1 capital and the allowance for loan and lease losses), growth in total loans, and a fourth goal having to do with the bank's regulatory status. For this purpose the bank's regulatory status means the bank's exposure to serious regulatory criticism of banking practices or vulnerability to other adverse regulatory conditions, such as formal or informal enforcement actions or inability to obtain approval of regulatory applications. Regulatory status is a subjective judgement made by the compensation committee. The Annual Incentive Plan may be terminated by the board of directors at any time.

The precise 2015 performance goals are confidential. Relying on SEC rules and guidance, Middlefield is therefore withholding from the copy of the plan award summary included as an exhibit with this Form 8-K Current Report the precise 2015 goals.

**ITEM 9.01(d): Exhibits**

- Exhibit 10.22 Annual Incentive Plan (incorporated by reference to Exhibit 10.22 of Middlefield Banc Corp.'s Form 8-K Current Report filed on June 12, 2012)
- Exhibit 10.22.1 Annual Incentive Plan 2015 Award Summary

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: June 18, 2015

MIDDLEFIELD BANC CORP.

/s/ James R. Heslop, II

Executive Vice President and COO