

MIDDLEFIELD BANC CORP  
Form POS AM  
March 14, 2017

As filed with the Securities and Exchange Commission on March 14, 2017

Registration No. 333-213889

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-4

*REGISTRATION STATEMENT*

*UNDER THE SECURITIES ACT OF 1933*

**Middlefield Banc Corp.**

(Exact name of registrant as specified in its charter)

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

**6022**  
(Primary Standard Industrial  
Classification Code Number)  
**15985 East High Street, Middlefield, Ohio 44062-9263**

**34-1585111**  
(IRS Employer  
Identification No.)

**(440) 632-1666**

**(Address, including ZIP code, and telephone number, including area code, of registrant's principal executive offices)**

**James R. Heslop II**

**Executive Vice President and Chief Operating Officer**

**Middlefield Banc Corp.**

**15985 East High Street, P.O. Box 35**

**Middlefield, Ohio 44062-9263**

**(440) 632-1666**

**(Name, address, including ZIP code, and telephone number, including area code, of agent for service)**

**Copies Francis X. Grady, Esq.  
to: Grady & Associates  
20220 Center Ridge Road, Suite 300  
Rocky River, Ohio 44116-4307 (440) 356-7255**

**Approximate date of commencement of proposed sale of the securities to the public: not applicable.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (do not check if a smaller reporting company)

Smaller reporting company

**This Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 (Registration No. 333-213889) shall become effective in accordance with the provisions of section 8(c) of the Securities Act of 1933.**

**EXPLANATORY NOTE: DEREGISTRATION OF UNSOLD SECURITIES**

Pursuant to a Registration Statement on Form S-4 (File No. 333-213889) that Middlefield Banc Corp. (the Company) filed with the Securities and Exchange Commission (the SEC) on September 30, 2016, as amended by Amendment No. 1 to the Registration Statement filed with the SEC on November 18, 2016 and Amendment No. 2 to the Registration Statement filed with the SEC on November 22, 2016, and declared effective by the SEC on November 23, 2016 (the Registration Statement), the Company registered the issuance of up to 563,261 shares of its common stock, without par value, to stockholders of Liberty Bank, N.A. upon the effectiveness of a merger of Liberty Bank, N.A. with and into the Company's wholly owned subsidiary, The Middlefield Banking Company (the Merger). The Merger was effective on January 12, 2017, and, pursuant to the terms of the Agreement and Plan of Reorganization, dated as of July 28, 2016, by and among the Company, MBC Interim Bank, The Middlefield Banking Company and Liberty Bank, N.A., the Company issued 544,545 shares of Common Stock to the former stockholders of Liberty Bank, N.A. in exchange for their shares of common stock in Liberty Bank, N.A. in the Merger. The Company hereby amends the Registration Statement to deregister the 18,716 shares of common stock that were registered but unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Middlefield, State of Ohio, on March 14, 2017.

**MIDDLEFIELD BANC CORP.**  
(Registrant)

By: /s/ Thomas G. Caldwell  
Thomas G. Caldwell  
President & Chief Executive Officer

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Thomas G. Caldwell March 14, 2016

Thomas G. Caldwell  
President, Chief Executive Officer, and Director

/s/ Donald L. Stacy March 14, 2016

Donald L. Stacy, Treasurer and Chief Financial Officer  
(Principal accounting and financial officer)

/s/ Carolyn J. Turk\* March 14, 2016

Carolyn J. Turk, Chairman of the Board

Scott W. Bevan, Director

/s/ James R. Heslop March 14, 2016

James R. Heslop, II, Director, Executive Vice President  
and Chief Operating Officer

/s/ Eric W. Hummel\* March 14, 2016

Eric W. Hummel, Director

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/s/ Kenneth E. Jones\* March 14, 2016

Kenneth E. Jones, Director

/s/ Darryl E. Mast\* March 14, 2016

Darryl E. Mast, Director

/s/ James J. McCaskey\* March 14, 2016

James J. McCaskey, Director

/s/ Clayton W. Rose III\* March 14, 2016

Clayton W. Rose III, Director

/s/ William J. Skidmore\* March 14, 2016

William J. Skidmore, Director

/s/ Robert W. Toth\* March 14, 2016

Robert W. Toth, Director

William A. Valerian, Director

\* By Power of Attorney, contained on signature page of the Form S-4 filed on September 30, 2016