MVB FINANCIAL CORP Form 8-K May 22, 2013

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

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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 21, 2013

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## **MVB FINANCIAL CORP**

(Exact name of registrant as specified in its charter)

### WV 000-50567 20-0034461

(State or Other Jurisdiction (Commission (I.R.S. Employer of Incorporation) File Number) Identification No.)

**301 Virginia Avenue, Fairmont, WV 26554-2777** (Address of Principal Executive Offices) (Zip Code)

### 304-363-4800

(Registrant's telephone number, including area code)

#### 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-4(c))

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

On May 21, 2013, MVB Financial Corp. held its 15th Annual Meeting of Shareholders.

The Proxy Committee certified that 1,914,923 or 56.31% of the 3,400,505 outstanding voting shares of MVB Financial Corp were represented in person or by proxy and that in accordance with the Bylaws, a quorum was present.

The results of the proxy voting rounded to the nearest number of whole shares are as follows:

Proposal 1: "To elect five directors for a three-year term (ending at the Company's annual meeting in 2016), one director for a one-year term (ending at the annual meeting in 2014) and two directors for a two-year term (ending at the annual meeting in 2015)."

The following votes were cast in the proposal regarding Director Nominees:

	EOD	AGAINST or	Broker Non-
	FOR	WITHHELD	Votes
David B. Alvarez (2 years)	1,707,880	34,491	172,552
James J. Cava, Jr. (1 year)	1,666,312	76,059	172,552
John W. Ebert (2 years)	1,710,362	32,009	172,552
H. Edward Dean, III (3 years)	1,734,110	8,261	172,552
James R. Martin (3 years)	1,612,978	129,393	172,552
J. Christopher Pallotta (3 years)	1,610,055	132,316	172,552
Roger J. Turner (3 years)	1,681,392	60,980	172,552
Samuel J. Warash (3 years)	1,563,682	178,690	172,552

Proposal 2: "To approve a non-binding advisory proposal on the compensation of the Named Executive Officers."

The following votes were cast:

FOR AGAINST or WITHHELD ABSTAIN Broker Non-Votes
1,702,189 20,298 19,883 172,552

Proposal 3: "To approve a non-binding advisory vote on whether an advisory vote on executive compensation should be held every 7

The following votes were cast regarding the frequency of shareholder advisory votes:

Every year: 1,213,315 Every two years: 105,810 Every three years: 381,251 Number of abstentions: 41,994 Number of broker non-votes: 172,552

Proposal 4: "To approve the MVB Financial Corp 2013 Stock Incentive Plan."

The following votes were cast:

FOR AGAINST or WITHHELD ABSTAIN Broker Non-Votes
1,712,201 24,478 5,692 172,552

Proposal 5: "To	approve an ar	nendment to the N	MVB Financial	Corp Article	es of Incorporation	to provide for a	n increase
from 4,000,000	to 10,000,000	the number of au	thorized shares	of common	stock."		

The following votes were cast:

FOR AGAINST or WITHHELD ABSTAIN Broker Non-Votes
1,675,899 57,509 8,963 172,552

Proposal 6: "To ratify the appointment of S.R. Snodgrass, A.C. as the independent registered accounting firm for MVB for the year 2013."

The following votes were cast:

FOR

AGAINST or WITHHELD

ABSTAIN Broker Non-Votes

1,898,113 3,368 13,442 0

### Item 8.01 Other Events.

On May 21, 2013, the Board of Directors of MVB Financial Corp declared a cash dividend of \$0.07 per share to shareholders of record June 01, 2013, payable June 17, 2013.

### Item 9.01 Financial Statements and Exhibits.

(d)Exhibits

3.1 Articles of Amendment to Articles of Incorporation

3

## **EXHIBIT INDEX**

# **Exhibit Number Description**

## **Exhibit Location**

3.1 Amendment to Articles of Incorporation Filed herewith

### **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.

# **MVB Financial Corp**

By/s/ Eric L. Tichenor Eric L. Tichenor

Senior Vice President/ CFO

Date: May 22, 2013