

Village Bank & Trust Financial Corp.  
Form 8-K  
May 27, 2015

**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 26, 2015**

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**VILLAGE BANK AND TRUST FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

|                                                   |                             |                                      |
|---------------------------------------------------|-----------------------------|--------------------------------------|
| Virginia                                          | <b>0-50765</b>              | <b>16-1694602</b>                    |
| (State or other jurisdiction<br>of incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

**13319 Midlothian Turnpike**

|                                             |              |
|---------------------------------------------|--------------|
| <b>Midlothian, Virginia</b>                 | <b>23113</b> |
| (Address of principal executive<br>offices) | (Zip Code)   |

Registrant's telephone number, including area code: **(804) 897-3900**

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 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its 2015 Annual Meeting of Shareholders on May 26, 2015 at the Village Bank at Watkins Centre, 15521 Midlothian Turnpike, Midlothian, Virginia (the “Annual Meeting”). A quorum of shares was present or represented by proxy at the Annual Meeting. At the Annual Meeting, the shareholders of the Company elected three directors to serve for three-year terms, approved in an advisory vote the Company’s executive compensation, approved the Village Bank and Trust Financial Corp. 2015 Stock Incentive Plan, and ratified the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for 2015. The voting results for each proposal were as follows:

Proposal 1

To elect three directors for a term of three years each:

|                       | For     | Withheld | Broker<br>Non-Vote |
|-----------------------|---------|----------|--------------------|
| Michael A. Katzen     | 963,333 | 6,748    | 316,364            |
| Michael L. Toalson    | 964,080 | 6,001    | 316,364            |
| O. Woodland Hogg, Jr. | 961,222 | 8,859    | 316,364            |

Proposal 2

To approve, in an advisory (non-binding) vote, the executive compensation disclosed in the Proxy Statement:

| For     | Against | Abstain | Broker<br>Non-Vote |
|---------|---------|---------|--------------------|
| 926,276 | 14,451  | 29,354  | 316,364            |

Proposal 3

To approve the Village Bank and Trust Financial Corp. 2015 Stock Incentive Plan:

|         |         |         | Broker   |
|---------|---------|---------|----------|
| For     | Against | Abstain | Non-Vote |
| 944,255 | 21,659  | 4,167   | 316,364  |

Proposal 4

To ratify the appointment of BDO USA, LLP, as the Company's independent registered public accounting firm for 2015:

| For       | Against | Abstain |
|-----------|---------|---------|
| 1,284,072 | 1,383   | 990     |

**Item 8.01 Other Events.**

On May 26, 2015, members of management of the Company made a presentation at the Annual Meeting. A copy of the presentation is attached to this report as Exhibit 99.1 and is being furnished to the Securities and Exchange Commission and shall not be deemed "filed" for any purpose.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

The following exhibits are filed herewith:

**Exhibit No. Description of Exhibit**

|      |                                                                                  |
|------|----------------------------------------------------------------------------------|
| 99.1 | Presentation of the Company delivered at the 2015 Annual Meeting of Shareholders |
|------|----------------------------------------------------------------------------------|

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VILLAGE BANK AND TRUST  
FINANCIAL CORP.**  
(Registrant)

Date: May 27, 2015 By: /s/ C. Harril Whitehurst, Jr.  
C. Harril Whitehurst, Jr.  
Executive Vice President and CFO