

MVB FINANCIAL CORP  
Form 8-K/A  
February 03, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K/A**

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**CURRENT REPORT**

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

**Date of Report: February 2, 2005**

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**MVB FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

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

**000-50567**  
(Commission File Number)

**20-0034461**  
(I.R.S. Employer  
Identification No.)

**301 Virginia Avenue**

**Fairmont, West Virginia 26554-2777**

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(Address of Principal Executive Offices, Zip Code)

**Registrant's telephone number, including area code: (304) 363-4800**

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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 (see General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ..  Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
  - ..  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 (17CFR240.13e-4(c))
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**Section 4 Matters Related to Accountants and Financial Statements**

**Item 4.01 Changes in Registrant's Certifying Accountant.**

To comply voluntarily with the restrictions of Section 201 of the Sarbanes-Oxley Act, which discourages the use of the same firm for both the external audit and internal audit functions, MVB Financial Corp. (MVB) and Conley CPA Group P.L.L.C. mutually agreed that Conley CPA Group P.L.L.C. would decline to stand for re-election after the completion of the 2003 audit, in order to remain the internal auditor for MVB. The firm of Brown Edwards & Company, L.L.P. has been engaged to conduct MVB's external audits for December 31, 2004, 2005 and 2006. This change in accountants was solely to comply with Section 201 of the Sarbanes-Oxley Act, and in no way indicates any disagreements between MVB and Conley CPA Group P.L.L.C., the former external auditor.

**Signatures**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the Undersigned hereunto duly authorized.

Dated: February 2, 2005

MVB Financial Corp.

By: /s/ James R. Martin

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James R. Martin  
President & Chief Executive Officer

/s/ Eric L. Tichenor

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Eric L. Tichenor  
Chief Financial Officer

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
Ex-99.1	Conley CPA Group, PLLC letter
Ex-99.2	Brown Edwards & Company, LLP letter