

MVB FINANCIAL CORP
Form 8-K
December 15, 2008

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**

Date of Report (date of earliest event reported): December 15, 2008

MVB FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

West Virginia
(State or other jurisdiction
of incorporation)

000-50567
(Commission File Number)

301 Virginia Avenue

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

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Fairmont, West Virginia 26554-2777

(Address of Principal Executive Offices, Zip Code)

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

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))

Section 2 Financial Information

Item 8.01 Other Events

Copies of letters from James R. Dick Martin to shareholders dated December 15, 2008 are being furnished to the Securities and Exchange Commission pursuant to Item 8.01 Other Events of Form 8-K and are attached hereto as Exhibits 99.1 and 99.2. Each letter announces the payment of a cash dividend of \$.10 per share and that MVB has applied to participate in the Capital Purchase Program of the United States Treasury under the Federal Economic Stabilization Act of 2008. MVB has not yet received approval and will make a final decision on participation after receipt for approval. One letter was sent to shareholders who have exchanged their certificates formerly representing shares of Monongahela Valley Bank, Inc., common stock for MVB Financial Corp. common stock, pursuant to the reorganization of the company in 2003. The other letter was sent to shareholders who have not yet exchanged their certificates.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 Letter to Shareholders Who Have Exchanged Certificates, dated December 15, 2008

Exhibit 99.2 Letter to Shareholders Who Have Not Exchanged Certificates, dated December 15, 2008

This Form 8-K contains certain forward-looking statements that are included pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such information involves risks and uncertainties that could result in MVB's actual results differing from those projected in forward-looking statements. Important factors that could cause actual results to differ materially from those discussed in such forward-looking statements include, but are not limited to: (1) MVB may incur additional loan loss provision due to negative credit quality trends in the future that may lead to a deterioration of asset quality; (2) MVB may incur increased charge-offs in the future; (3) MVB could have adverse legal actions of a material nature; (4) MVB may face competitive loss of customers; (5) changes in the interest rate environment may have results on MVB's operations materially different from those anticipated by MVB's market risk management functions; (6) changes in the general economic conditions and increased competition could adversely affect MVB's operating results; (7) changes in other regulations and government policies affecting bank holding companies and their subsidiaries, including changes in monetary policies, could negatively impact MVB's operating results; and (8) events in connection with the Freddie Mac conservatorship and market and regulatory changes due to the recent developments in U.S. and global securities and credit markets. Forward-looking statements made herein reflect management's expectations as of the date such statements are made. Such information is provided to assist stockholders and potential investors in understanding current and anticipated financial operations of MVB and is included pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. MVB undertakes no obligation to update any forward-looking statement to reflect events or circumstances that arise after the date such statements are made.

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.

December 15, 2008

MVB Financial Corp.

By: /s/ James R. Martin
James R. Martin
President & Chief Executive Officer

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Abstentions

Broker Non-votes

Glyn F. Aeppel

87,621,468

34,161,066

57,382

4,131,895

Terry S. Brown

87,671,613

34,143,396

24,907

4,131,895

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Alan B. Buckelew

120,000,447

1,821,149

18,320

4,131,895

Ronald L. Havner, Jr.

110,237,309

11,583,748

18,859

4,131,895

Stephen P. Hills

121,087,333

733,806

18,777

4,131,895

Richard J. Lieb

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115,633,729

6,154,374

51,813

4,131,895

Timothy J. Naughton

109,638,808

7,816,033

4,385,075

4,131,895

Peter S. Rummell

87,678,318

34,141,653

19,945

4,131,895

H. Jay Sarles

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84,358,345

37,461,572

19,999

4,131,895

Susan Swanezy

120,091,497

1,730,481

17,938

4,131,895

W. Edward Walter

87,500,958

34,313,978

24,980

4,131,895

Proposal 2

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Stockholders ratified the selection of Ernst & Young LLP as the Company's independent auditors for fiscal year 2018. 124,332,540 votes were cast in favor of ratifying the selection of Ernst & Young LLP, 1,616,088 votes were cast against, and there were 23,183 abstentions. There were no broker non-votes with respect to Proposal 2.

Proposal 3

Stockholders approved the compensation paid to the Company's named executive officers as disclosed pursuant to Item 402 of Regulation S-K. 112,276,862 votes were cast in favor of approval of such compensation, 9,470,418 votes were cast against, and there were 92,636 abstentions. There were 4,131,895 broker non-votes with respect to Proposal 3.

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.

AVALONBAY COMMUNITIES, INC.

May 24, 2018

By:	/s/ Kevin P. O Shea
Name:	Kevin P. O Shea
Title:	Chief Financial Officer