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“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))

**SECTION 5 — CORPORATE GOVERNANCE AND MANAGEMENT**

**Item 5.02 Departure of Directors of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(b) Departure of Director**

On February 19, 2013, Richard L. Toothman, Director of MVB Financial Corp. (“MVB”) and MVB’s wholly-owned subsidiary, MVB Bank, Inc. (“MVB Bank”), notified the Company that effective May 21, 2013 he would be resigning as Director. Mr. Toothman’s announced resignation is not a result of any disagreement with MVB on any matter relating to MVB’s operations, policies or practices.

**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/ Lisa J. Wanstreet  
Lisa J. Wanstreet  
Corporate Secretary  
Date: February 21, 2013