
Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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 28, 2017

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)

20-0034461

(IRS Employer
Identification No.)

301 Virginia Avenue, Fairmont, WV

(Address of principal executive offices)

26554-2777

(Zip Code)

(304) 363-4800

(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On December 28, 2017, MVB Financial Corp. (the “Company”) distributed a notice to each of the holders of the Company’s 7.00% and 7.50% Convertible Subordinated Promissory Notes due 2024 (the “Notes”), Convertible Noncumulative Perpetual Preferred Stock, Series B (“Class B Preferred Stock”) and Convertible Noncumulative Perpetual Preferred Stock, Series C (“Class C Preferred Stock”) and, together with the Class B Preferred Stock, the “Preferred Stock”) regarding the Company’s agreement to waive certain timing requirements associated with the conversion of the Notes and the Preferred Stock.

The Notes, originally issued on June 30, 2014 (the “Note Issuance Date”), are convertible into shares of the Company’s common stock, and, pursuant to the terms of the Notes, conversion may occur on the date immediately following each of the first, second, third, fourth and fifth anniversaries of the Note Issuance Date. The Preferred Stock, originally issued on June 30, 2014 (the “Preferred Stock Issuance Date”), are convertible into shares of the Company’s common stock, and, pursuant to the Certificates of Designations establishing the Preferred Stock, conversion may occur during the 30-day periods immediately following each of the first, second, third, fourth and fifth anniversaries of the Preferred Stock Issuance Date.

The notices distributed to the respective holders of the Notes and the Preferred Stock provide that the Company has elected to waive the above referenced timing requirements associated with when a conversion may occur and, instead, the Company will accept notices of conversion at any time prior to July 1, 2019 with respect to the Notes and at any time prior to July 30, 2019 with respect to the Preferred Stock, which are the final conversion dates for the Notes and the Preferred Stock, respectively.

The foregoing description is qualified in its entirety by the notices attached to this Current Report as Exhibits 99.1 and 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[99.1](#) Notice Regarding Conversion Option for Holders of 7.00% and 7.50% Convertible Subordinated Promissory Notes due 2024.

[99.2](#) Notice Regarding Conversion Option for Holders of Class B and Class C Preferred Stock.

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/ Larry F. Mazza

Larry F. Mazza

President and Chief Executive Officer

Date: December 28, 2017

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>	<u>Exhibit Location</u>
99.1	Notice Regarding Conversion Option for Holders of 7.00% and 7.50% Convertible Subordinated Promissory Notes due 2024.	Filed herewith
99.2	Notice Regarding Conversion Option for Holders of Class B and Class C Preferred Stock.	Filed herewith

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1



NOTICE REGARDING CONVERSION OPTION

December 28, 2017

To: Holders of 7.00% and 7.50% Convertible Subordinated Promissory Notes due 2024 (the “Notes”) of MVB Financial Corp. (the “Company”)

Dear Holder:

The Company is the issuer of the above-referenced Notes in the aggregate principal amount of \$29,400,000, a portion of which Notes were originally issued to you on June 30, 2014 (the “Original Issue Date”). This notice is being provided to inform you of an expanded conversion option that the Company is making available to each holder of the Notes.

Pursuant to the terms of the Notes, each holder may elect to convert any or all of the Notes held into shares of the Company’s common stock after the first, second, third, fourth and fifth anniversaries of the Original Issue Date or upon a notice to prepay by the Company. A notice of conversion must be sent to the Company no less than 30 days, and no more than 60 days, prior to any conversion date. The terms of the Notes provide that conversion dates will occur on each July 1st immediately following the first, second, third, fourth and fifth anniversaries of the Original Issue Date. The Notes convert into common stock based on an initial conversion ratio of one share of Company common stock for each \$16.00 in aggregate principal amount of Notes (subject to anti-dilution adjustments as set forth in the Notes). The next conversion date for the Notes would be July 1, 2018.

The Company’s Board of Directors has determined that it is advisable and in the best interests of the Company to waive the timing requirements associated with when a conversion may occur, and accept notices of conversion for the Notes at any time prior to July 1, 2019 (the “Final Conversion Date”), without regard to the limited conversion dates referenced in the Notes.

You are hereby notified that the Company will accept notices of conversion for the conversion of the Notes at any time on or prior to the Final Conversion Date. You may submit your conversion notice at any time, but such notice must be received no less than 30 days prior to the Final Conversion Date.

You are under no obligation to convert your Notes and any decision to so convert is optional. You should consult with your own legal, tax and accounting advisors regarding the advisability of exercising any conversion with respect to the Notes.

A form of Conversion Notice is attached for your reference and use, should you choose to exercise your conversion right. After the expiration of the Final Conversion Date, conversion of the Notes will not be permitted.

All other terms of the Notes shall remain binding and in full force and effect.

If you should have any questions regarding the contents of this letter, please do not hesitate to contact the undersigned at (304) 842-6700 or Don Robinson at (304) 594-3516.

MVB FINANCIAL CORP.

By: /s/ Larry F. Mazza

Larry F. Mazza

Chief Executive Officer and President

HOLDER CONVERSION NOTICE

Date: _____

Pursuant to the terms of that certain Convertible Subordinated Promissory Note Due 2024, dated June 30, 2014 (the "Note"), the undersigned hereby elects to convert the principal amount of the Note set forth below into shares of common stock, \$1.00 par value per share (the "Common Stock"), of MVB Financial Corp. (the "Company") according to the terms and conditions of the Note (and the accompanying Notice Regarding Conversion Option), on the date written below. If shares are to be issued in the name of a person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto and is delivering herewith such certificates and opinions as reasonably requested by the Company in accordance therewith. No fee will be charged to the holder for any conversion, except for such transfer taxes, if any. Capitalized terms herein have the meanings given to them in the Note.

Date to Effect Conversion: _____

Important Note: the date of conversion must be on or before July 1, 2019, and this notice must be received by the Company no less than 30 days prior to your desired conversion date.

Original Principal Amount of Note: _____

Applicable Interest Rate (7.00% or 7.50%) _____

Principal Amount to be Converted: _____

Signature

Print Name

Address

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Section 3: EX-99.2 (EXHIBIT 99.2)

Exhibit 99.2



NOTICE REGARDING CONVERSION OPTION

December 28, 2017

To: **Holders of Shares of Convertible Noncumulative Perpetual Preferred Stock, Series B and C, of MVB Financial Corp. (the "Company")**

Dear Holder:

The Company is the issuer of 400 shares of Convertible Noncumulative Perpetual Preferred Stock, Series B ("Class B Preferred Stock") and 383.4 shares of Convertible Noncumulative Perpetual Preferred Stock, Series C ("Class C Preferred Stock" and, together with the Class B Preferred Stock, the "Preferred Stock"). The Preferred Stock was originally issued on June 30, 2014 (the "Original Issue Date"). This notice is being provided to inform you of an expanded conversion option that the Company is making available to each holder of the Preferred Stock.

Pursuant to the terms of the Certificates of Designations for each of the Class B Preferred Stock and the Class C Preferred Stock, each holder may elect to convert any or all of the Preferred Stock held into shares of the Company's common stock during the 30-day periods immediately following each of the first, second, third, fourth and fifth anniversaries of the Original Issue Date. A notice of conversion must be sent to the Company no less than 30 days, and no more than 60 days, prior to any conversion date. Each share of Preferred Stock converts into a number of shares of the Company's common stock equal to \$10,000 (the liquidation amount of the Preferred Stock), divided by \$16.00 per share (subject to anti-dilution adjustments as set forth in the Certificates of Designations). The next conversion period for the Preferred Stock would be available after June 30, 2018.

The Company's Board of Directors has determined that it is advisable and in the best interests of the Company to waive the timing requirements associated with when a conversion may occur, and accept notices of conversion for shares Preferred Stock at any time prior to the 30th day after the fifth anniversary of the Original Conversion Date (the "Final Conversion Date"), without regard to the limited conversion dates referenced in the Certificates of Designations.

You are hereby notified that the Company will accept notices of conversion for the conversion of shares of Preferred Stock at any time prior to the Final Conversion Date. You may submit your conversion notice at any time, but such notice must be received no less than 30 days prior to the Final Conversion Date.

You are under no obligation to convert your shares of Preferred Stock and any decision to so convert is optional. You should consult with your own legal, tax and accounting advisors regarding the advisability of exercising any conversion with respect to the Preferred Stock.

Should you choose to exercise your conversion right, please submit to the Company (i) a certificate representing your shares of Preferred Stock and (ii) a notice specifying therein the number of shares of Preferred Stock to be converted. A form of Conversion Notice is attached for your reference and use, should you choose to exercise your conversion right. After the expiration of the Final Conversion Date, conversions of the Preferred Stock will not be permitted.

All other terms of the Preferred Stock shall remain binding and in full force and effect.

If you should have any questions regarding the contents of this notice, please do not hesitate to contact the undersigned at (304) 842-6700 or Don Robinson at (304) 594-3516.

MVB FINANCIAL CORP.

By: /s/ Larry F. Mazza
Larry F. Mazza
President and Chief Executive Officer

HOLDER CONVERSION NOTICE

Date: _____

Pursuant to the terms of those certain Certificates of Designations for each of the Convertible Noncumulative Perpetual Preferred Stock, Series B (“Class B Preferred Stock”) and Convertible Noncumulative Perpetual Preferred Stock, Series C (“Class C Preferred Stock”) and, together with the Class B Preferred Stock, the “Preferred Stock”), the undersigned hereby elects to convert the number of shares of the Preferred Stock set forth below into shares of common stock, \$1.00 par value per share (the “Common Stock”), of MVB Financial Corp. (the “Company”) according to the terms and conditions of the Certificates of Designation (and the accompanying Notice Regarding Conversion Option), on the date written below. If shares are to be issued in the name of a person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto and is delivering herewith such certificates and opinions as reasonably requested by the Company in accordance therewith. No fee will be charged to the holder for any conversion, except for such transfer taxes, if any. Capitalized terms herein have the meanings given to them in the Certificate of Designation.

Date to Effect Conversion: _____

Important Note: the date of conversion must be on or before July 30, 2019, and this notice must be received by the Company no less than 30 days prior to your desired conversion date.

Number of Shares Preferred Stock
Originally Issued: _____

Series of Preferred Stock (Series B or
Series C): _____

Number of Shares of Preferred Stock to
be Converted: _____

Signature

Print Name

Address