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**Section 1: S-8 (S-8 - 06/01/2018)**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**MVB Financial Corp.**

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(Exact name of registrant as specified in its charter)

**West Virginia**

(State or other jurisdiction  
of incorporation)

**20-0034461**

(IRS Employer  
Identification No.)

**301 Virginia Avenue, Fairmont, WV**

(Address of principal executive offices)

**26554-2777**

(Zip Code)

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**MVB Financial Corp. 2013 Stock Incentive Plan (Amended)**

(Full title of the plan)

**Donald T. Robinson  
Executive Vice President and Chief Financial Officer  
301 Virginia Avenue  
Fairmont, West Virginia 26554-2777  
(304) 363-4800**

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(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copy to:*

**James J. Barresi, Esq.  
Squire Patton Boggs (US) LLP  
201 E. Fourth St., Suite 1900  
Cincinnati, Ohio 45202  
Telephone: (513) 361-1200**

Indicate by check mark whether the registrant is a large accelerated filer, a non-accelerated filer, or a smaller reporting Registrant. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting Registrant)

Accelerated filer

Smaller reporting Registrant

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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE <sup>(2)</sup>	PROPOSED MAXIMUM AGGREGATE OFFERING PER SHARE <sup>(2)</sup>	AMOUNT OF REGISTRATION FEE <sup>(1)</sup>
Common Stock, \$1.00 par value	2,100,000 <sup>(1)</sup>	\$18.25	\$38,325,000	\$4,772

- (1) Represents 2,100,000 additional shares of common stock of MVB Financial Corp. (the “Company”) available for issuance pursuant to the MVB Financial Corp. 2013 Stock Incentive Plan, as amended (the “Plan”). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock which become issuable under the Plan by reason of any anti-dilution provisions, stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Company’s outstanding shares of common stock.
- (2) Determined pursuant to Rule 457(c) and (h) based on \$18.25, the average of the high and low prices of the Company’s Common Stock on May 30, 2018.

**EXPLANATORY NOTE  
REGISTRATION OF ADDITIONAL SHARES**

MVB Financial Corp. (the “Company”) is filing this Registration Statement on Form S-8 (this “Registration Statement”) to register 2,100,000 additional shares of its common stock, \$1.00 par value per share (the “Common Stock”), for issuance pursuant to the MVB Financial Corp. 2013 Stock Incentive Plan, as amended (the “Plan”), which shares of Common Stock are in addition to the 1,100,000 shares of Common Stock previously registered on the Registration Statement on Form S-8 filed by the Company with the Securities and Exchange Commission (the “SEC”) on June 21, 2013 (File No. 333-189512) (the “2013 Registration Statement”). This Registration Statement relates to securities of the same class as those shares of Common Stock registered on the 2013 Registration Statement. The increase in the number of shares authorized for issuance under the Plan, as amended, was approved by the Company’s shareholders at the 2017 annual meeting held on May 16, 2017.

This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E, the Company has filed only a facing page, all required opinions and consents, the signature page, and any information required in the Registration Statement that was not in the 2013 Registration Statement. This Registration Statement hereby incorporates by reference the contents of the 2013 Registration Statement.

**PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.**

The following documents filed by the Company with the SEC pursuant to the requirements of the Securities Exchange Act of 1934, as amended (“Exchange Act”), are hereby incorporated by reference in this Registration Statement: (i) the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the SEC on March 8, 2018; (ii) the Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018; (iii) the Company’s Current Reports on Form 8-K filed with the SEC on February 23, 2018 (two Form 8-K filings), March 27, 2018 and May 16, 2018; and (iv) the Company’s Proxy Statement on Schedule 14A for the 2018 Annual Meeting of Shareholders, filed on April 2, 2018; and (v) the Company’s prospectus supplement dated March 13, 2017, filed by the Company pursuant to Rule 424(b) of the Securities Act of 1933 relating to the Registration Statement on Form S-3 (File No. 333-208949), which registration statement became effective as of January 20, 2016.

All documents subsequently filed by the Company with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold, are deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. To the extent that any information contained in any Current Report on Form 8-K, or any exhibit thereto, was or is furnished to, rather than filed with, the Commission, such information or exhibit is specifically not incorporated by reference into this Registration Statement. Notwithstanding the foregoing, no report of the Compensation Committee of the Board of Directors of the Company, no Report of the Audit Committee of the Board of Directors of the Company and no performance graph included in any Proxy Statement or Information Statement filed pursuant to Section 14 of the Exchange Act shall be deemed to be incorporated herein by reference, and to the extent that any information contained in any Current Report on Form 8-K, or any exhibit thereto, was or is “furnished” to, rather than “filed” with, the SEC, such information or exhibit is specifically not incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated, or deemed to be incorporated, by reference herein or deemed to be a part of this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein or deemed to be a part of this Registration Statement modifies or replaces such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.**

The legality of the securities offered hereby has been passed upon by Spilman Thomas & Battle, PLLC, Morgantown, West Virginia.

**ITEM 8. EXHIBITS**

<b>Exhibit Number</b>	<b>DESCRIPTION</b>
<a href="#"><u>4.1</u></a>	Articles of Incorporation, as amended, of MVB Financial Corp. (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2014) (File No. 000-50567).
<a href="#"><u>4.2</u></a>	Amended and Restated Bylaws of MVB Financial Corp. (filed as Exhibit 3.1 to the Form 8-K filed on January 18, 2017 and incorporated herein by reference) (File No. 000-50567).
<a href="#"><u>5.1</u></a>	Opinion of Spilman Thomas & Battle, PLLC.
<a href="#"><u>23.1</u></a>	Consent of Dixon Hughes Goodman LLP.
<a href="#"><u>23.2</u></a>	Consent of Spilman Thomas & Battle, PLLC (contained in Exhibit 5.1 hereto).
<a href="#"><u>24.1</u></a>	Power of Attorney (included on signature pages to this Registration Statement).
<a href="#"><u>99.1</u></a>	MVB Financial Corp. 2013 Stock Incentive Plan, as amended (filed as Exhibit 10.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017) (File No. 001-34762) (File No. 001-38314).

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Fairmont, state of West Virginia, on June 1, 2018.

MVB Financial Corp.

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

## POWER OF ATTORNEY

Know all persons by the presents, that each person whose signature appears below constitutes and appoints Larry F. Mazza or Donald T. Robinson or either of them, as attorney-in-fact, with each having the power of substitution, for him or her in any and all capacities, to sign any amendments (including post-effective amendments) to this Registration Statements and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, hereby ratifying and confirming all that each of said attorneys-in-fact or his substitute or substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1933, as amended, this Form S-8 has been signed below by the following person on behalf of the registrant in the capacities and on the dates indicated.

/s/ Larry F. Mazza Date: June 1, 2018

Larry F. Mazza, President, CEO and Director  
(Principal Executive Officer)

/s/ Donald T. Robinson Date: June 1, 2018

Donald T. Robinson, Executive Vice President and CFO  
(Principal Financial and Accounting Officer)

/s/ Stephen R. Brooks Date: June 1, 2018

Stephen R. Brooks, Chairman

/s/ David B. Alvarez Date: June 1, 2018

David B. Alvarez, Vice Chairman

/s/ James J. Cava, Jr. Date: June 1, 2018

James J. Cava, Jr., Director

/s/ Harry E. Dean III Date: June 1, 2018

Harry E. Dean III, Director

/s/ John W. Ebert Date: June 1, 2018

John W. Ebert, Director

/s/ Daniel W. Holt Date: June 1, 2018

Daniel W. Holt, Director

/s/ Gary A. LeDonne Date: June 1, 2018

Gary A. LeDonne, Director

/s/ Kelly R. Nelson Date: June 1, 2018

Kelly R. Nelson, Director

/s/ J. Christopher Pallotta Date: June 1, 2018

J. Christopher Pallotta, Director



## EXHIBIT INDEX

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## Section 2: EX-5.1 (EXHIBIT 5.1)

Exhibit 5.1



June 1, 2018

Board of Directors  
MVB Financial Corp.  
301 Virginia Avenue  
Fairmont, West Virginia 26554

**Re: Registration Statement on Form S-8  
MVB Financial Corp. 2013 Stock Incentive Plan (Amended)**

Ladies and Gentleman:

We have acted as special West Virginia counsel for MVB Financial Corp., a West Virginia corporation (the "Company"), in connection with the matters set forth herein. This opinion is being delivered in connection with a Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the registration of 2,100,000 additional shares of Company common stock (the "Shares") which are proposed to be offered and sold as described in the Company's Registration Statement on Form S-8 (the "Registration Statement") for the MVB Financial Corp. 2013 Stock Incentive Plan (Amended) (the "Plan").

In connection with the issuance of this opinion, we have examined such documents, including (i) the Registration Statement, (ii) the Plan, (iii) the Articles of Incorporation of the Company, as amended through the date hereof, (iv) the Bylaws of the Company, as amended through the date hereof, (v) the resolutions of the Board of Directors of the Company adopted on March 21, 2017, and (vi) the 2017 Proxy Statement and have reviewed such questions of law, as we have considered necessary and appropriate for the purposes of the opinion set forth below.

Based upon the foregoing, we are of the opinion that:



1. The Company is a corporation duly incorporated and validly existing under the laws of the State of West Virginia.

2. The Shares have been duly authorized and, when issued in accordance with the terms of the Plan and any related Award (as defined in the Plan), will be legally issued, fully paid and non-assessable.

In rendering our opinion set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized

Spilman Thomas & Battle, PLLC

48 Donley Street | Suite 800 | PO Box 615 | Morgantown, West Virginia 26507-0615 | P 304.291.7920 | F 304.291.7979

[West Virginia](#) | [North Carolina](#) | [Pennsylvania](#) | [Virginia](#) | [spilmanlaw.com](http://spilmanlaw.com)

by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to questions of fact material to our opinion, we have relied upon representations of officers of the Company and of public officials.

Our opinion expressed above is limited to the laws of the State of West Virginia and the federal laws of the United States of America. We assume no obligation to revise or supplement the opinion rendered herein should the above-referenced laws be changed by legislative or regulatory action, judicial decision or otherwise.

We hereby consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to the undersigned under the caption "Legal Matters" contained in the prospectus included in the Registration Statement. By giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ SPILMAN THOMAS & BATTLE, PLLC

SPILMAN THOMAS & BATTLE, PLLC

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### **Section 3: EX-23.1 (EXHIBIT 23.1)**

**Exhibit 23.1**



#### **CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
MVB Financial Corp.:

We consent to the incorporation by reference in this registration statement on Form S-8 of MVB Financial Corp. of our reports dated March 8, 2018, with respect to the consolidated financial statements of MVB Financial Corp. and Subsidiary and the effectiveness of internal control over financial reporting, which reports appear in MVB Financial Corp.'s 2017 Annual Report on Form 10-K.

*Dixon Hughes Goodman LLP*

Gaithersburg, Maryland  
June 1, 2018

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