
Section 1: 8-K (8-K - STOCK REPURCHASE)

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): August 12, 2019

MVB Financial Corp.

(Exact name of registrant as specified in its charter)

West Virginia

000-50567

20-0034461

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

301 Virginia Avenue, Fairmont, WV

26554-2777

(Address of principal executive offices)

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$1.00 par value	MVBF	The Nasdaq Stock Market LLC

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 August 12, 2019, MVB Financial Corp. (the “Company”) issued a press release announcing that its Board of Directors approved a stock repurchase program, authorizing the repurchase of up to \$5.0 million of its outstanding common stock over the next 12 months or until the purchase is fully absorbed, whichever date comes first, on the open market or in privately negotiated transactions.

The stock repurchase program may be modified, suspended or discontinued at any time and does not commit the Company to repurchase shares of its common stock. The actual number and value of the shares to be purchased will depend on the performance of the Company’s stock price and other market conditions.

A copy of the Company’s press release announcing these matters is attached to this Current Report on Form 8-K as [Exhibit 99.1](#).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

[99.1](#) Press Release dated August 12, 2019 regarding stock repurchase program

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: August 12, 2019

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>	<u>Exhibit Location</u>
99.1	Press release of MVB Financial Corp. dated Press Release dated August 12, 2019 regarding stock repurchase program	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Document	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith

[\(Back To Top\)](#)

Section 2: EX-99.1 (EX-99.1 - STOCK REPURCHASE PRESS RELEASE)

Exhibit 99.1



MEDIA CONTACT

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MVB Financial Corp. Announces New Stock Repurchase Program

(FAIRMONT, W.Va.) August 12, 2019 – The Board of Directors of MVB Financial Corp. (“MVB Financial” or “MVB”) (NASDAQ: MVBF) today announced the approval of a new stock repurchase program.

Under the new program, MVB is authorized to repurchase up to \$5 million of its outstanding shares of common stock over the next 12 months or until the purchase is fully absorbed, whichever date comes first. The new stock repurchase program does not require MVB to repurchase any specified number of shares of its common stock, and it may be discontinued, suspended or restarted at any time at MVB’s discretion.

Currently the company has approximately 11.8 million shares of common stock issued and 11.7 million shares of common stock outstanding. The shares authorized for repurchase under the new program represent approximately 2.6% of the company’s issued shares and 2.7% of the company’s outstanding shares of common stock.

About MVB Financial Corp.

MVB Financial Corp. (“MVB Financial” or “MVB”), the holding company of MVB Bank, is publicly traded on The Nasdaq Capital Market® under the ticker “MVBF.” Nasdaq is a leading global provider of trading, clearing, exchange technology,

listing, information and public company services. Through its subsidiary, MVB Bank, Inc., and the bank's subsidiaries, MVB Mortgage and MVB Community Development Corporation, the company provides financial services to individuals and corporate clients in the Mid-Atlantic region. For more information about MVB, please visit ir.mvbbanking.com.

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Forward-looking Statements

MVB Financial Corp. has made forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, in this Press Release. These forward-looking statements are based on current expectations about the future and subject to risks and uncertainties. Forward-looking statements include, without limitation, information concerning possible or assumed future results of operations of the Company and its subsidiaries, as well as statements regarding MVB's intent to recognize a holding gain on its equity investment in fintech companies and the anticipated use of the proceeds from such gains, as well as MVB's future plans with regard to its fintech line of business. When words such as "plans," "believes," "expects," "anticipates," "continues," "may" or similar expressions occur in this Press Release, the Company is making forward-looking statements. Note that many factors could affect the future financial results of the Company and its subsidiaries, both

individually and collectively, and could cause those results to differ materially from those expressed in the forward-looking statements contained in this Press Release. Those factors include but are not limited to: credit risk; changes in market interest rates; revaluation of equity investments, including MVB's investments in fintech companies; inability to further scale up the fintech line of business; competition; economic downturn or recession; and government regulation and supervision. Additional factors that may cause our actual results to differ materially from those described in our forward-looking statements can be found in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, as well as its other filings with the SEC, which are available on the SEC website at www.sec.gov. Except as required by law, the Company undertakes no obligation to update or revise any forward-looking statements.

[\(Back To Top\)](#)