

## 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): May 19, 2020

### **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:

| <b>Title of each class</b>     | <b>Trading Symbol(s)</b> | <b>Name of each exchange on which registered</b> |
|--------------------------------|--------------------------|--|
| 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 5.07. Submission of Matters to a Vote of Security Holders.

On May 19, 2020, MVB Financial Corp. (MVB Financial or the Company), held its 22nd Annual Meeting of Shareholders.

The Proxy Committee certified that 8,968,238 or 75.07% of the 11,946,789 outstanding voting shares of MVB Financial were represented in person or by proxy and that, in accordance with the Bylaws, a quorum was present.

The results of the proxy voting rounded to the nearest number of whole shares are as follows:

Proposal 1: "To elect three directors for a three-year term."

The following votes were cast in the proposal regarding Director Nominees:

| <b>Director Nominees</b> | <b>For</b> | <b>Withheld</b> | <b>Non-Votes</b> |
|--------------------------|------------|-----------------|------------------|
| James J. Cava, Jr.       | 7,080,438  | 190,708         | 1,697,092        |
| Larry F. Mazza           | 7,101,112  | 170,034         | 1,697,092        |
| Cheryl D. Spielman       | 7,065,634  | 205,512         | 1,697,092        |

Proposal 2: "To approve a non-binding advisory proposal on the compensation of the Named Executive Officers."

The following votes were cast:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
|------------|----------------|----------------|------------------|
| 7,044,855  | 160,825        | 65,466         | 1,697,092        |

Proposal 3: "To ratify the appointment of Dixon Hughes Goodman LLP as the independent registered accounting firm for MVB for the fiscal year ending December 31, 2020."

The following votes were cast:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
|------------|----------------|----------------|------------------|
| 8,927,900  | 35,151         | 5,187          | —                |

## 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: May 20, 2020

## EXHIBIT INDEX

| <u>Exhibit Number</u>          | <u>Description</u>                                     | <u>Exhibit Location</u> |
|--------------------------------|--|-------------------------|
| <a href="#"><u>101.SCH</u></a> | XBRL Taxonomy Extension Schema Document                | Filed herewith          |
| <a href="#"><u>101.CAL</u></a> | XBRL Taxonomy Extension Calculation Document           | Filed herewith          |
| <a href="#"><u>101.DEF</u></a> | XBRL Taxonomy Extension Definition Linkbase Document   | Filed herewith          |
| <a href="#"><u>101.LAB</u></a> | XBRL Taxonomy Extension Label Linkbase Document        | Filed herewith          |
| <a href="#"><u>101.PRE</u></a> | XBRL Taxonomy Extension Presentation Linkbase Document | Filed herewith          |

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