
Section 1: 8-K (8-K 2019 ANNUAL MEETING RESULTS)

**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 21, 2019

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 5.07 Submission of Matters to a Vote of Security Holders.

On May 21, 2019, MVB Financial Corp. (MVB Financial or the Company), held its 21st Annual Meeting of Shareholders.

The Proxy Committee certified that 8,759,868 or 75.47% of the 11,607,293 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:

Director Nominees	For	Withheld	Non-Votes
J. Christopher Pallotta	6,453,353	242,066	2,064,449
H. Edward Dean, III	6,257,628	437,791	2,064,449
Gary A. LeDonne	6,353,546	341,873	2,064,449

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

The following votes were cast:

For	Against	Abstain	Non-Votes
5,656,767	992,153	46,498	2,064,449

Proposal 3: "To approve a non-binding advisory vote on whether an advisory vote on executive compensation should be held every one, two or three years."

The following votes were cast regarding the frequency of shareholder advisory votes:

Every year	5,936,433
Every two years	175,718
Every three years	563,803
Number of Abstentions	19,465
Number of Broker Non-Votes	2,064,449

Proposal 4: "To ratify the appointment of Dixon Hughes Goodman LLP as the independent registered accounting firm for MVB for the fiscal year ending December 31, 2019."

The following votes were cast:

For	Against	Abstain	Non-Votes
8,734,996	23,737	1,135	—

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 22, 2019

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