

MVB FINANCIAL CORP  
 Form 5  
 February 13, 2015

# FORM 5

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

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
 Mazza Larry F  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
 MVB FINANCIAL CORP [MVBF]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

301 VIRGINIA AVENUE  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Officer

FAIRMONT, WV 26554  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4)       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^ ^   | 85,968.881 <sup>(7)</sup>  | D  | ^                                       |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^ ^   | 22,305.8966 <sup>(8)</sup>   | I  | owned by - Melissa Mazza <sup>(1)</sup> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date | Title   |
| Common Stock                               | \$ 7.28 <sup>(9)</sup>                                 | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(2)</sup>   | 10/01/2015      | Common Stock  |
| Common Stock                               | \$ 9.09 <sup>(9)</sup>                                 | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(3)</sup>   | 01/01/2020      | Common Stock  |
| Common Stock                               | \$ 12 <sup>(9)</sup>                                   | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(4)</sup>   | 12/31/2022      | Common Stock  |
| Common Stock                               | \$ 12 <sup>(9)</sup>                                   | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(5)</sup>   | 01/01/2023      | Common Stock  |
| Common Stock                               | \$ 16 <sup>(9)</sup>                                   | 02/01/2014                           | 02/01/2014   | A4                             | 60,000  | Â   | 02/01/2015 <sup>(6)</sup>                                | 02/01/2024      | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| Mazza Larry F<br>301 VIRGINIA AVENUE<br>FAIRMONT, WV 26554 | Â X           | Â         | Â Executive Officer | Â     |

## Signatures

Lisa Wanstreet McCormick, POA for Larry F. Mazza 02/13/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Owned by Melissa Mazza
- (2) MVB Stock Option - 1/5 of the option becomes exercisable on 07/01/06, 07/01/07, 07/01/08, 07/01/09 and 07/01/10, respectively
- (3) MVB Stock Option - 1/5 of the option becomes exercisable on 01/01/11, 01/01/12, 01/01/13, 01/01/14 and 01/01/15, respectively
- (4) MVB Stock Option - 1/5 of the option becomes exercisable on 12/31/13, 12/31/14, 12/31/15, 12/31/16 and 12/31/17, respectively
- (5) MVB Stock Options - 1/5 of the option becomes exercisable on 01/01/14, 01/01/15, 01/01/16, 01/01/17 and 01/01/18, respectively

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- (6) MVB Stock Options - 1/5 of the options become available on 02/01/15, 02/01/16, 02/01/17, 02/01/18 and 02/01/19, respectively
- (7) Includes .5506 shares acquired thru DRIP 06/16/2014 and allows for 2 for 1 split 04/01/2014
- (8) Includes .0050 shares acquired thru DRIP 06/16/2014 and allows for 2 for 1 split 04/01/2014
- (9) Price adjusted for 2 for 1 Stock Split 04-01-14
- (10) Total adjusted for 2 for 1 Stock Split 04-01-14

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