

MIDDLEFIELD BANC CORP  
Form 8-A12B  
September 05, 2014

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Middlefield Banc Corp.**

**(Exact name of registrant as specified in its charter)**

**Ohio**  
**(State or other jurisdiction of**  
**Incorporation or organization)**

**34-1585111**  
**I.R.S. Employer**  
**Identification No.)**

**15985 East High Street, Middlefield, Ohio**  
**(Address of principal executive offices)**

**44062**  
**(zip code)**

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

<b>Title of each class</b>	<b>Name of each exchange on which</b>
<b>To be so registered</b> <b>Common Stock, no par value</b>	<b>each class is to be registered</b> <b>The NASDAQ Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A(d), check the following box.

**Securities Act registration statement file number to which this form relates: Not applicable**

**Securities to be registered under Section 12(g) of the Act: None**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

The common stock, no par value, of Middlefield Banc Corp. is currently registered under section 12(g) of the Securities Exchange Act of 1934. Middlefield Banc Corp. is filing this registration statement to register its common stock under section 12(b) of the Securities Exchange Act of 1934 on account of the listing of the common stock on The NASDAQ Stock Market LLC.

**Item 1. Description of Registrant's Securities to be Registered.**

A description of Middlefield Banc Corp.'s common stock is included under the caption "Description of Securities" in Middlefield Banc Corp.'s Form 10 Registration Statement (File No. 000-32561) filed with the Securities and Exchange Commission on April 17, 2001, as amended by Amendment No. 1 filed on June 14, 2001, which description is incorporated herein by reference.

**Item 2. Exhibits.**

Under the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed because no other securities of Middlefield Banc Corp. are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered under Section 12(g) of the Securities Exchange Act of 1934.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**MIDDLEFIELD BANC CORP.**

Date: September 5, 2014

/s/ James R. Heslop, II  
Executive Vice President and COO