

MIDDLEFIELD BANC CORP

Form 8-K/A

May 02, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K/A  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934  
Date of Report (date of earliest event reported): November 19, 2007  
Middlefield Banc Corp.**

(Exact name of registrant specified in its charter)

Ohio	000-32561	34-1585111
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

15985 East High Street, Middlefield, Ohio	44062-0035
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(Address of principal executive offices)	(Zip Code)
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Registrant's telephone number, including area code (440) 632-1666  
[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 (see General Instruction A.2. below):

- 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))
- NOTE: This Form 8-K amends the Form 8-K filed by Middlefield Banc Corp. on November 21, 2007, to disclose the committees of the board of directors to which a new director has been named, as required pursuant to Instruction 2 to Item 5.02 of Form 8-K.*
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As previously announced on November 19, 2007, Middlefield Banc Corp. s ( Middlefield ) Board of Directors (the Board ) appointed Kenneth E. Jones, Chairman of Emerald Bank, a wholly owned subsidiary of Middlefield, as a director, effective as of January 2, 2008. Mr. Jones is a member of Class I, along with Directors Frank, Halstead, and McCaskey, whose terms expire at the 2008 Annual Meeting of Shareholders. On February 11, 2008, Middlefield s Board appointed Mr. Jones to the Audit Committee of the Board.

**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.

**Middlefield Banc Corp.**

Date: May 2, 2008

/s/ James R. Heslop, II

James R. Heslop, II  
Executive Vice President and COO