

MVB FINANCIAL CORP  
 Form 4  
 May 13, 2015

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PALLOTTA J CHRISTOPHER**

(Last) (First) (Middle)  
 301 VIRGINIA AVENUE  
 (Street)  
 FAIRMONT, WV 26554  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/11/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 05/11/2015                           | 05/11/2015   | J <sup>(3)</sup>               | 681 A   | \$ 14.5 111,780.7237  | D  |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (9-02)

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

1. Title of Derivative Security 2. Conversion 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if 4. Transaction Number 5. 6. Date Exercisable and Expiration Date 7. Title and Amount Underlying Security

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| (Instr. 3)   | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                           |                    |                  |                                     |
|--|---|-------------------------|--------------------|---|------------------|------------------|---------------------------|--------------------|------------------|-------------------------------------|
|  |   |                         | Code               | V   | (A)              | (D)              | Date Exercisable          | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Common Stock   | \$ 16   |                         |                    |   |                  |                  | 02/01/2015 <sup>(1)</sup> | 02/01/2024         | Common<br>Shares | 2,0                                 |
| Convertible<br>Noncumulative<br>Perpetual<br>Preferred -<br>Series B | \$ 16   |                         |                    |   |                  |                  | 06/30/2015                | 07/30/2017         | Common<br>Shares | 15,6                                |
| Common Stock   | \$ 14.9   |                         |                    |   |                  |                  | 01/21/2016 <sup>(2)</sup> | 01/21/2025         | Common<br>Shares | 1,0                                 |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| PALLOTTA J CHRISTOPHER<br>301 VIRGINIA AVENUE<br>FAIRMONT, WV 26554 |               | X         |         |       |

## Signatures

Lisa Wanstreet McCormick, POA for J. Christopher Pallotta  
 05/13/2015  
 \*\*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) MVB Stock Options - 1/5 of the shares become available 02/01/15., 02/01/16, 02/01/17, 02/01/18 and 02/01/19, respectively
- (2) MVB Stock Options - 1/5 of the shares become available 01/21/16, 01/21/17, 01/21/18, 01/21/19 and 01/21/20, respectively
- (3) Shares purchased thru Voluntary Director Stock Purchase Plan

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.