

MIDDLEFIELD BANC CORP  
Form 8-K  
May 15, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**May 13, 2015**

**(Date of Report: Date of earliest event reported)**

**Middlefield Banc Corp.**

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

**Ohio**

**(State or other jurisdiction of incorporation)**

**001-36613**

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**(Commission File Number)**

**34-1585111**

**(I.R.S. Employer Identification Number)**

**15985 East High Street**

**Middlefield, Ohio 44062**

**(Address of principal executive offices, including zip code)**

**(440) 632-1666**

**(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))

ITEM 5.07 Submission of Matters to a Vote of Security Holders

Middlefield Banc Corp. (the Company) held its Annual Meeting of Shareholders (the Meeting) on May 13, 2015 in Aurora, Ohio. Three proposals were voted upon at the Meeting, which were (1) the election of three (3) persons to serve as directors of the Company for a three-year term expiring at the 2018 Annual Meeting; (2) approving a non-binding advisory vote regarding the compensation of the Company's named executive officers as disclosed in its proxy statement; and, (3) the ratification of the selection of S. R. Snodgrass, P.C. as the independent registered public accountants for the fiscal year ending December 31, 2015. The proposals are described in detail in the Proxy Statement mailed to shareholders on or about April 6, 2015.

The results of the proposals appear below:

Proposal 1. Election of Directors for a three-year term:

Nominee	Votes For	Votes	
		Withheld	Broker Non-Votes
James R. Heslop, II	1,093,920	26,507	419,019
Joseph J. Thomas, CFA	1,076,839	43,588	419,019
Robert W. Toth	1,068,615	51,812	419,019

Proposal 2. Non-binding advisory vote approving the compensation of the Company's executive officers as disclosed in the proxy statement:

For	Against	Abstentions	Broker
			Non-Votes
1,018,080	73,815	28,532	419,019

Proposal 3. Ratification of the selection of S. R. Snodgrass, P. C. as independent registered public accountants.

For	Against	Abstentions	Broker
			Non-Votes
1,495,353	42,296	1,797	0

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 15, 2015

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