





**Item 2.02. Results of Operations and Financial Condition**

On July 20, 2016 Oak Valley Bancorp issued a press release, a copy of which is attached as Exhibit 99.1 and incorporated herein by reference. The press release announced the Company's operating results for the quarter ended June 30, 2016.

The information in this Item 2.02 in this Form 8-K and the Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

**Item 7.01. Regulation FD Disclosure.**

See "Item 2.02. Results of Operations and Financial Condition" which is incorporated by reference in this Item 7.01.

**Item 8.01. Other Events**

On July 19, 2016, the Board of Directors of Oak Valley Bancorp declared a \$0.12 per share cash dividend for shareholders of record as of August 1, 2016, payable on August 11, 2016. A press release was issued on January 20, 2016 and is attached to this Current Report and is incorporated into this report by reference.

**Item 9.01. Financial Statements and Exhibits**

**(a) Financial statements:**

None

**(b) Pro forma financial information:**

None

**(c) Shell company transactions:**

None

**(d) Exhibits**

99.1 Press Release of Oak Valley Bancorp dated July 20, 2016

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**SIGNATURE**

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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.

**OAK VALLEY BANCORP**

Dated: July 20, 2016

By:                   /s/ Jeffrey A. Gall  
                          Jeffrey A. Gall  
                          Senior Vice President and Chief  
                          Financial Officer  
                          (Principal Financial Officer and duly  
                          authorized signatory)

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**Exhibit Index**

**Exhibit No. Description**

99.1 Press Release of Oak Valley Bancorp dated July 20, 2016