

MVB FINANCIAL CORP
Form 4/A
February 05, 2016

FORM 4

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

OMB APPROVAL

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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 *
Mazza Larry F

(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)
08/18/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
08/19/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 08/18/2015 | | M | 99,000 A \$ 7.28 | 184,970 ⁽¹⁾ | D | |
| Common Stock | 08/18/2015 | | F | 56,820 D \$ 15.45 | 128,150 | D | |
| Common Stock | | | | | 22,305 ⁽²⁾ | I | Owned By - Melissa Mazza ⁽³⁾ |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Common Stock Options | \$ 7.28 ⁽⁴⁾ | 08/18/2015 | | M | 99,000 | 07/01/2006 ⁽⁵⁾ 10/01/2015 | Common Stock 99,000 |
| Common Stock Options | \$ 16 ⁽⁴⁾ | | | | | 02/01/2015 ⁽⁶⁾ 02/01/2024 | Common Stock 120,000 |
| Common Stock Options | \$ 12 ⁽⁴⁾ | | | | | 01/01/2014 ⁽⁷⁾ 01/01/2023 | Common Stock 50,000 |
| Common Stock Options | \$ 12 ⁽⁴⁾ | | | | | 12/31/2013 ⁽⁸⁾ 12/31/2022 | Common Stock 50,000 |
| Common Stock Options | \$ 9.09 ⁽⁴⁾ | | | | | 01/01/2011 ⁽⁹⁾ 01/01/2020 | Common Stock 66,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mazza Larry F 301 VIRGINIA AVENUE FAIRMONT, WV 26554 | X | | Executive Officer | |

Signatures

/s/ Lisa Wanstreet
McCormick 02/05/2016

**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) Includes 1.1797 shares acquired through a Dividend Reinvestment Plan 01/06/15 and 06/18/15

(2) Includes .0107 shares acquired through a Dividend Reinvestment Plan 01/06/15 and 06/18/15

(3) Owned by Melissa Mazza

(4) Total price and # of shares adjusted for 2 for 1 Stock Split 04-01-14

(5) Stock Option granted - 1/5 of option became exercisable on 07/01/06, 07/01/07, 07/01/08, 07/01/09 and 07/01/10, respectively

(6) Stock Options granted - 1/5 of the options become available on 02/01/15, 02/01/16, 02/01/17, 02/01/18 and 02/01/19, respectively

(7) Stock Options granted - 1/5 of the option becomes exercisable on 01/01/14, 01/01/15, 01/01/16, 01/01/17 and 01/01/18, respectively

(8) Stock Options granted - 1/5 of the option becomes exercisable on 12/31/13, 12/31/14, 12/31/15, 12/31/16 and 12/31/17, respectively

(9) Stock Options granted - 1/5 of the option becomes exercisable on 01/01/11, 01/01/12, 01/01/13, 01/01/14 and 01/01/15, respectively

Remarks:

This form has been corrected due to an error in calculation and to add other option holdings

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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