

MVB FINANCIAL CORP  
 Form 4  
 March 23, 2017

**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 \*  
 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)  
 03/21/2017

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)  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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

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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 or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable          | Expiration Date | Title        | Amount Number Shares |
|----------------------|------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|-----------------|--------------|----------------------|
| Common Stock Options | \$ 12.85                     | 03/21/2017       | A          | 50,000  |      |   |     |     | 03/21/2018 <sup>(1)</sup> | 03/21/2027      | Common Stock | 50,000               |
| Common Stock Options | \$ 12.5                      |                  |            |   |      |   |     |     | 02/03/2017 <sup>(2)</sup> | 02/03/2026      | Common Stock | 100,000              |
| Common Stock Options | \$ 16                        |                  |            |   |      |   |     |     | 02/01/2015 <sup>(3)</sup> | 02/01/2024      | Common Stock | 120,000              |
| Common Stock Options | \$ 12                        |                  |            |   |      |   |     |     | 01/01/2014 <sup>(4)</sup> | 01/01/2023      | Common Stock | 50,000               |
| Common Stock Options | \$ 12                        |                  |            |   |      |   |     |     | 12/31/2013 <sup>(5)</sup> | 12/31/2022      | Common Stock | 50,000               |
| Common Stock Options | \$ 9.09                      |                  |            |   |      |   |     |     | 01/01/2011 <sup>(6)</sup> | 01/01/2020      | Common Stock | 66,000               |

## Reporting Owners

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

## Signatures

/s/ Lisa Wanstreet  
McCormick 03/23/2017

\*\*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) Stock Options granted - 1/5 of the shares become exercisable 03/21/18, 03/21/19, 03/21/20, 03/21/21 and 03/21/22, respectively
- (2) Stock Options granted - 1/5 of the shares become exercisable 02/03/17, 02/03/18, 02/03/19, 02/03/20 and 02/03/21, respectively.

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- (3) Stock Options granted - 1/5 of the shares become exercisable 02/01/15, 02/01/16, 02/01/17, 02/01/18 and 02/01/19, respectively
- (4) Stock Options granted - 1/5 of the shares become exercisable 01/01/14, 01/01/15, 01/01/16, 01/01/17 and 01/01/18, respectively
- (5) Stock Options granted - 1/5 of the shares become exercisable 12/31/13, 12/31/14, 12/31/15, 12/31/16 and 12/31/17, respectively
- (6) Stock Options granted - 1/5 of the shares become exercisable 01/01/11, 01/01/12, 01/01/13, 01/01/14 and 01/01/15, respectively

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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