

MVB FINANCIAL CORP
 Form 5
 February 13, 2015

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Mazza Larry F
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

301 VIRGINIA AVENUE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2014

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

FAIRMONT, WV 26554
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	^	^	^	^ ^ ^	85,968.881 ⁽⁷⁾	D	^
Common Stock	^	^	^	^ ^ ^	22,305.8966 ⁽⁸⁾	I	owned by - Melissa Mazza ⁽¹⁾

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

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SEC 2270 (9-02)

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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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Common Stock	\$ 7.28 ⁽⁹⁾	Â	Â	Â	Â	Â	Â ⁽²⁾	10/01/2015	Common Stock	9
Common Stock	\$ 9.09 ⁽⁹⁾	Â	Â	Â	Â	Â	Â ⁽³⁾	01/01/2020	Common Stock	6
Common Stock	\$ 12 ⁽⁹⁾	Â	Â	Â	Â	Â	Â ⁽⁴⁾	12/31/2022	Common Stock	5
Common Stock	\$ 12 ⁽⁹⁾	Â	Â	Â	Â	Â	Â ⁽⁵⁾	01/01/2023	Common Stock	5
Common Stock	\$ 16 ⁽⁹⁾	02/01/2014	02/01/2014	A4	60,000	Â	02/01/2015 ⁽⁶⁾	02/01/2024	Common Stock	12

Reporting Owners

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

Signatures

Lisa Wanstreet McCormick, POA for Larry F. Mazza 02/13/2015

**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) Owned by Melissa Mazza
- (2) MVB Stock Option - 1/5 of the option becomes exercisable on 07/01/06, 07/01/07, 07/01/08, 07/01/09 and 07/01/10, respectively
- (3) MVB Stock Option - 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
- (4) MVB Stock Option - 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
- (5) MVB Stock Options - 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

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- (6) MVB Stock Options - 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) Includes .5506 shares acquired thru DRIP 06/16/2014 and allows for 2 for 1 split 04/01/2014
- (8) Includes .0050 shares acquired thru DRIP 06/16/2014 and allows for 2 for 1 split 04/01/2014
- (9) Price adjusted for 2 for 1 Stock Split 04-01-14
- (10) Total adjusted for 2 for 1 Stock Split 04-01-14

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.