



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) Departure of Directors

On December 28, 2016, Jimmy D. Staton notified MVB Financial Corp. (the “Company”) of his intent to resign, effective December 31, 2016, as a member of the Board of Directors of the Company (the “Company Board”), as well as the MVB Bank, Inc. (the “Bank”) Board of Directors (the “Bank Subsidiary Board”) and the Potomac Mortgage Group, Inc., which does business as MVB Mortgage, (“Mortgage”) Board of Directors (the “Mortgage Subsidiary Board”). Staton also contemporaneously resigned, also effective December 31, 2016, from the position as Chairperson of the Human Resources & Compensation Committee of the Company, as well as from positions as a member of the Audit Committee, Executive Committee, and Finance Committee of the Company and the Executive Committee of the Bank.

Staton is not resigning from the Company Board, the Bank Subsidiary Board, or the Mortgage Subsidiary Board due to any disagreement or dispute with the Company, the Bank, or Mortgage, but rather based upon the scheduling conflicts that exist between Staton’s business ventures and the meetings of the Company, the Bank, and Mortgage. The Company Board, the Bank Subsidiary Board, and the Mortgage Board have accepted the resignations.

The Company wishes to thank Staton for his service to the Company, the Bank, and Mortgage. The Company wishes Staton continued success in the future.

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**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.

MVB Financial Corp

By/s/ Larry F. Mazza

Larry F. Mazza

President & Chief Executive Officer

Date: December 30, 2016