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“Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 5 — CORPORATE GOVERNANCE AND MANAGEMENT

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

Under the terms and conditions of the 2012 Annual Executive Performance Incentive Plan, as filed on July 19, 2012, the following awards were paid to Executive Officers on January 16, 2013:

| <u>Named Executive</u> | <u>Award</u> |
|------------------------|--------------|
| Larry F. Mazza | \$103,313 |
| Roger J. Turner | \$35,750 |
| John T. Schirripa | \$31,688 |
| Donald T. Robinson | \$30,063 |
| David A. Jones | \$17,719 |
| Eric L. Tichenor | \$9,969 |

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Exhibit Description

10.5 MVB Annual Executive Performance Incentive Plan (incorporated by reference to Exhibit 10.5 of MVB Financial Corp's Current Report on Form 8-K filed on July 19, 2012)

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/ Eric L. Tichenor

Eric L. Tichenor

Senior VP, Chief Financial Officer

Date: January 22, 2013