

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 \*  
**Esposito Patrick R II**  
  
 (Last) (First) (Middle)  
  
**48 DONLEY ST., SUITE 702**  
  
 (Street)

2. Issuer Name and Ticker or Trading Symbol  
**MVB FINANCIAL CORP [MVBF]**  
  
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2014**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SVP**

**MORGANTOWN, WV 26501**  
  
 (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	Â	Â	Â	Â	16,000 <sup>(3)</sup>	D	Â

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

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

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock	\$ 12 <sup>(4)</sup>	Â	Â	Â	Â Â	03/11/2014 <sup>(2)</sup> 03/11/2023	jCommon Stock 10,000 <sup>(3)</sup>
Common Stock	\$ 16 <sup>(4)</sup>	Â	Â	Â	Â Â	12/31/2014 <sup>(1)</sup> 12/31/2023	Common Stock 30,000 <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Esposito Patrick R II 48 DONLEY ST., SUITE 702 MORGANTOWN, WV 26501	Â	Â	Â SVP	Â

## Signatures

Lisa Wanstreet McCormick, POA for Patrick R. Esposito II 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) MVB Stock Options - 1/5 of the options become exercisable on 12/31/14, 12/31/15, 12/31/16, 12/31/17 and 12/31/18, respectively
- (2) MVB Stock Options - 1/5 of the options become exercisable on 03/11/14, 03/11/15, 03/11/16, 03/11/17 and 03/11/18 respectively
- (3) Adjusted total for stock split 04/01/14
- (4) Adjusted price for 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.