

WINN JAMES CLIFTON
Form 3
January 26, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â WINN JAMES CLIFTON		(Month/Day/Year)	Village Bank & Trust Financial Corp. [VBFC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/11/2017		
13319 MIDLOTHIAN TURNPIKE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
MIDLOTHIAN,Â VAÂ 23113			(give title below)	(specify below)
(City)	(State)	(Zip)	Pres. Village Bank Mortgage	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	207	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (2)	07/10/2027	Common Stock	350	\$ (1)	D	Â
Restricted Stock Units	Â (3)	07/01/2026	Common Stock	375	\$ (1)	D	Â
Restricted Stock Units	Â (4)	07/02/2025	Common Stock	187	\$ (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINN JAMES CLIFTON 13319 MIDLOTHIAN TURNPIKE MIDLOTHIAN, VA 23113	Â	Â	Â Pres. Village Bank Mortgage	Â

Signatures

/s/ James Clifton
Winn

01/25/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.
- (2) Restricted stock award vests at the rate of 1/3 per year over three years beginning on July 10, 2018.
- (3) Restricted stock award vests at the rate of 25% per year over two years and 50% on the third year. The first installment became exercisable on July 1, 2017, and the next two installments became exercisable on July 1, 2018 and July 1, 2019.
- (4) Restricted stock award vests at the rate of 25% per year over the first two years and 50% on the final year. The first installment became exercisable on July 2, 2016, and the next two installments became exercisable on July 2, 2017 and July 2, 2018.

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