

Village Bank & Trust Financial Corp.  
Form 8-K  
May 22, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **May 22, 2018**

**VILLAGE BANK AND TRUST FINANCIAL CORP.**

(Exact Name of Registrant as Specified in Charter)

|   |                                |                                      |
|---|--------------------------------|--------------------------------------|
| Virginia  | <b>0-50765</b>                 | <b>16-1694602</b>                    |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File<br>Number) | (IRS Employer<br>Identification No.) |

**13319 Midlothian Turnpike**

**Midlothian, Virginia 23113**

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(Address of Principal Executive (Zip Code)  
Offices)

Registrant's Telephone Number, Including Area Code: **(804) 897-3900**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Village Bank and Trust Financial Corp. (the “Company”) held its 2018 Annual Meeting of Shareholders on May 22, 2018 (the “Annual Meeting”). A quorum of shares was present or represented by proxy at the Annual Meeting. At the Annual Meeting, the shareholders of the Company elected three directors to serve for three-year terms and one director to serve for a one-year term; approved in an advisory vote the Company’s executive compensation; approved in an advisory vote that an advisory vote on executive compensation should be held every year; and ratified the appointment of Yount, Hyde & Barbour, P.C. as the Company’s independent registered public accounting firm for 2018. The voting results for each proposal were as follows:

Proposal 1

To elect three directors for a term of three years each:

|                      | For     | Withheld | Broker<br>Non-Vote |
|----------------------|---------|----------|--------------------|
| Frank E. Jenkins Jr. | 988,951 | 4,005    | 273,053            |
| Michael A. Katzen    | 976,846 | 16,110   | 273,053            |
| Michael L. Toalson   | 988,567 | 4,389    | 273,053            |

To elect one director for a term of one year:

|                | For     | Withheld | Broker<br>Non-Vote |
|----------------|---------|----------|--------------------|
| Devon M. Henry | 988,210 | 4,746    | 273,053            |

Proposal 2

To approve, in an advisory (non-binding) vote, the executive compensation disclosed in the Proxy Statement:

|         |         |         | Broker   |
|---------|---------|---------|----------|
| For     | Against | Abstain | Non-Vote |
| 897,737 | 18,628  | 76,591  | 273,053  |

Proposal 3

To approve, in an advisory (non-binding) vote, whether an advisory vote on executive compensation should be held every one, two or three years;

| For      |              |                |         | Broker   |
|----------|--------------|----------------|---------|----------|
| One year | Two<br>Years | Three<br>Years | Abstain | Non-Vote |
| 862,166  | 11,830       | 46,442         | 65,748  | 273,053  |

Proposal 4

To ratify the appointment of Yount, Hyde, & Barbour, P.C., as the Company's independent registered public accounting firm for 2018:

| For       | Against | Abstain |
|-----------|---------|---------|
| 1,265,516 | 151     | 342     |

**Item 8.01 Other Events.**

On May 22, 2018, members of management of the Company made a presentation at the Annual Meeting. A copy of the presentation is attached to this report as Exhibit 99.1 and is being furnished to the Securities and Exchange Commission and shall not be deemed “filed” for any purpose.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

The following exhibit is filed herewith:

**Exhibit No. Description of Exhibit**

99.1            Presentation of the Company delivered at the 2018 Annual Meeting of Shareholders

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VILLAGE BANK AND TRUST  
FINANCIAL CORP.**  
(Registrant)

Date: May 22, 2018 By: /s/ C. Harril Whitehurst, Jr.  
Harril Whitehurst, Jr.  
Executive Vice President and CFO