

MVB FINANCIAL CORP  
Form S-8  
February 27, 2013

As filed with the Securities and Exchange Commission on February 27, 2013

Registration No 333-

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**MVB FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

West Virginia 20-0034461  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

**301 Virginia Avenue**                      **Fairmont**   **West Virginia**      **26554**  
(Address of Principal Executive Offices)      (City)      (State)      (Zip Code)

**(304) 363-4800**

(Registrant's telephone number, including area code)

**MVB FINANCIAL CORP.  
2003 STOCK INCENTIVE PLAN**

**Eric L. Tichenor**

**MVB Financial Corp.**

**301 Virginia Avenue**

**Fairmont, West Virginia 26554-2777**

**Telephone (304) 363-4800**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Unit (1)</b>	<b>Proposed Maximum Aggregate Offering Price (1)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$1.00 Par Value	300,000	\$20.19	\$6,057,000	\$826.17

(1) Estimated solely for the purpose of calculating the registration fee on the basis of the book value of MVB Financial Corp. common stock on December 31, 2012.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

A Form S-8 Registration Statement (Registration No. 333-120234) was filed on December 2, 2004. In addition, a Form S-8 Registration Statement (Registration No. 333-145716) was filed on August 27, 2007. The contents of those earlier Registration Statements are hereby incorporated by reference herein. Information required by Part I of Form S-8 to be contained in a prospectus meeting the requirements of Section 10(a) of the Securities Act of 1933, as amended, is not required to be filed with the Securities and Exchange Commission and is omitted from this Registration Statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL**

Not applicable.

**ITEM 8. EXHIBITS**

5 Opinion of Jackson Kelly PLLC

23.1 Consent of S. R. Snodgrass, A.C.

23.2 Consent of Jackson Kelly PLLC (filed as part of the opinion at Exhibit 5 herein)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fairmont, State of West Virginia, on February 27, 2013.

MVB Financial Corp.

By: /s/ Larry F. Mazza  
 Larry F. Mazza  
 President and Chief Executive Officer  
 (Principal Executive Officer)

By: /s/ Eric L. Tichenor  
 Eric L. Tichenor  
 Chief Financial Officer  
 (Principal Accounting and Financial Officer)

Dated: February 27, 2013

In accordance with the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates stated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
/s/ Larry F. Mazza Larry F. Mazza	President and Chief Executive Officer and Director	February 19, 2013
/s/ Stephen R. Brooks Stephen R. Brooks	Director	February 19, 2013
/s/ Dr. Joseph P. Cincinnati Dr. Joseph P. Cincinnati	Director	February 26, 2013
/s/ Berniece D. Collis Berniece D. Collis	Director	February 26, 2013
/s/ Harvey M. Havlichek Harvey M. Havlichek	Director	February 19, 2013
/s/ James R. Martin James R. Martin	Director	February 19, 2013
	Director	February __, 2013

Barbara A. McKinney

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<u>Signatures</u>	<u>Title</u>	<u>Date</u>
/s/ Dr. Saad Mossallati Dr. Saad Mossallati	Director	February 19, 2013
/s/ Dr. Kelly R. Nelson Dr. Kelly R. Nelson	Director	February 19, 2013
/s/ Leonard W. Nossokoff Leonard W. Nossokoff	Director	February 19, 2013
/s/ J. Christopher Pallotta J. Christopher Pallotta	Director	February 19, 2013
/s/ Nitesh S. Patel Nitesh S. Patel	Director	February 19, 2013
/s/ Louis W. Spatafore Louis W. Spatafore	Director	February 19, 2013
/s/ Richard L. Toothman Richard L. Toothman	Director	February 19, 2013
Dr. Michael F. Trent	Director	February __, 2013
/s/ Samuel J. Warash Samuel J. Warash	Director	February 19, 2013

**EXHIBIT INDEX**

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