

Mazza Larry F
 Form 4
 April 03, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mazza Larry F

2. Issuer Name and Ticker or Trading Symbol
 MVB FINANCIAL CORP [MVBF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 301 VIRGINIA AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

FAIRMONT, WV 26554

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 04/01/2019 | | M | V Amount \$ 26,000 (D) A 9.09 | 255,215 ⁽¹⁾ | D | |
| Common Stock | | | | | 22,306 | I | Owned By - Melissa Mazza |

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

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SEC 1474 (9-02)

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

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Common Stock Options | \$ 9.09 ⁽²⁾ | 04/01/2019 | | M | 26,000 | 01/01/2011 ⁽³⁾ 01/01/2020 | Common Stock 26,000 |
| Common Stock Options | \$ 12 ⁽²⁾ | | | | | 12/31/2013 ⁽⁴⁾ 12/31/2022 | Common Stock 50,000 |
| Common Stock Options | \$ 12 ⁽²⁾ | | | | | 01/01/2014 ⁽⁵⁾ 01/01/2023 | Common Stock 50,000 |
| Common Stock Options | \$ 16 ⁽²⁾ | | | | | 02/01/2015 ⁽⁶⁾ 02/01/2024 | Common Stock 120,000 |
| Common Stock Options | \$ 12.5 | | | | | 02/03/2017 ⁽⁷⁾ 02/03/2026 | Common Stock 100,000 |
| Common Stock Options | \$ 12.85 | | | | | 03/21/2018 ⁽⁸⁾ 03/21/2027 | Common Stock 50,000 |
| Common Stock Options | \$ 19.65 | | | | | 02/21/2019 ⁽⁹⁾ 02/21/2028 | Common Stock 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mazza Larry F 301 VIRGINIA AVENUE FAIRMONT, WV 26554 | X | | President & CEO | |

Signatures

/s/ Lisa Wanstreet McCormick, POA for Larry F.
Mazza

04/03/2019

__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) This total includes 23 shares acquired through MVB's Dividend Reinvestment Plan from March 2018 to present.
 - (2) Total price and # of shares adjusted for 2 for 1 Stock Split 04-01-14
 - (3) Stock Options granted - 1/5 of the shares became exercisable on 01/01/11, 01/01/12, 01/01/13, 01/01/14 and 01/01/15, respectively
 - (4) Stock Options granted - 1/5 of the shares became exercisable on 12/31/13, 12/31/14, 12/31/15, 12/31/16 and 12/31/17, respectively
 - (5) Stock Options granted - 1/5 of the shares became exercisable on 01/01/14, 01/01/15, 01/01/16, 01/01/17 and 01/01/18, respectively
 - (6) Stock Options granted - 1/5 of the shares became exercisable on 02/01/15, 02/01/16, 02/01/17, 02/01/18 and 02/01/19, respectively
 - (7) Stock Options granted - 1/5 of the shares become exercisable on 02/03/17, 02/03/18, 02/03/19, 02/03/20 and 02/03/21, respectively.
 - (8) Stock Options granted - 1/5 of the shares become exercisable on 03/21/18, 03/21/19, 03/21/20, 03/21/21 and 03/21/22, respectively
 - (9) Stock Options granted - 1/5 of the shares become exercisable on 02/21/19, 02/21/20, 02/21/21, 02/21/22 and 02/21/23, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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