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“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))

**SECTION 5 — CORPORATE GOVERNANCE AND MANAGEMENT**

**Item 5.02 Departure of Directors of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Under the terms and conditions of the 2012 Annual Executive Performance Incentive Plan, as filed on July 19, 2012, the following awards were paid to Executive Officers on January 16, 2013:

<u>Named Executive</u>	<u>Award</u>
Larry F. Mazza	\$103,313
Roger J. Turner	\$35,750
John T. Schirripa	\$31,688
Donald T. Robinson	\$30,063
David A. Jones	\$17,719
Eric L. Tichenor	\$9,969

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Exhibit Description

10.5 MVB Annual Executive Performance Incentive Plan (incorporated by reference to Exhibit 10.5 of MVB Financial Corp's Current Report on Form 8-K filed on July 19, 2012)

**SIGNATURES**

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

**MVB Financial Corp**

By/s/ Eric L. Tichenor

Eric L. Tichenor

Senior VP, Chief Financial Officer

Date: January 22, 2013