

MVB FINANCIAL CORP  
Form S-8  
August 27, 2007

As filed with the Securities and Exchange Commission on August 27, 2007

Registration No 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-8

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REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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# MVB FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

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West Virginia  
(State or other jurisdiction of  
incorporation or organization)

20-0034461  
(I.R.S. Employer  
Identification No.)

301 Virginia Avenue  
(Address of Principal Executive Offices)

Fairmont  
(City)  
(304) 363-4800

West Virginia  
(State)

26554  
(Zip Code)

(Registrant's telephone number, including area code)

MVB FINANCIAL CORP.

2003 STOCK INCENTIVE PLAN

James R. Dick Martin

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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)

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CALCULATION OF REGISTRATION FEE

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| Title of Each Class of<br>Securities to be Registered | Amount to<br>be<br>Registered | Proposed Maximum<br>Offering Price Per<br>Unit (1) | Proposed Maximum<br>Aggregate Offering<br>Price (1) | Amount of<br>Registration Fee |
|---|-------------------------------|--|---|-------------------------------|
| Common Stock, \$1.00 Par Value                        | 244,875                       | \$ 15.07   | \$ 3,690,266  | \$ 113.29                     |

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- (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 June 30, 2007.
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**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, and the contents of that earlier registration Statement 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 Brown, Edwards & Company, L.L.P.
- 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 August 27, 2007.

MVB Financial Corp.

By: /s/ James R. Martin  
James R. Martin  
(Principal Executive Officer)

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

Dated: August 27, 2007

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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.

| <b>Signatures</b>                      | <b>Title</b>                  | <b>Date</b>     |
|--|-------------------------------|-----------------|
| /s/ James R. Martin<br>James R. Martin | President and Chief Executive |                 |
|  | Officer and Director          | August 27, 2007 |
| Barbara L. Alexander                   | Director                      |                 |
| /s/ *<br>Robert L. Bell                | Director                      | August 27, 2007 |
|  | Director                      |                 |
| Stephen R. Brooks                      |                               |                 |
| /s/ *<br>Harvey M. Havlichek           | Director                      | August 27, 2007 |
| /s/ *<br>Larry F. Mazza                | Director                      | August 27, 2007 |
| /s/ *<br>Dr. Saad Mossallati           | Director                      | August 27, 2007 |
|  | Director                      |                 |
| Dr. Kelly R. Nelson                    |                               |                 |
| /s/ *<br>Leonard W. Nossokoff          | Director                      | August 27, 2007 |
| /s/ *<br>J. Christopher Pallotta       | Director                      | August 27, 2007 |
|  | Director                      |                 |
| Nitesh S. Patel                        |                               |                 |
| /s/ *<br>Louis W. Spatafore            | Director                      | August 27, 2007 |
| /s/ *<br>Wayne Stanley                 | Director                      | August 27, 2007 |
| /s/ *<br>Richard L. Toothman           | Director                      | August 27, 2007 |

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| <b>Signatures</b>  | <b>Title</b> | <b>Date</b>     |
|--|--------------|-----------------|
| /s/ *<br>Dr. Michael F. Trent                                    | Director     | August 27, 2007 |
| /s/ *<br>Samuel J. Warash  | Director     | August 27, 2007 |
| /s/ James R. Martin<br>* By James R. Martin,<br>Attorney in Fact | Director     | August 27, 2007 |

**EXHIBIT INDEX**

**Exhibits**

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- 24 Power of Attorney