

MVB FINANCIAL CORP  
Form 8-K  
January 22, 2013

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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report January 22, 2013**

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**MVB FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

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**WV**                                  **000-50567**    **20-0034461**  
(State or Other Jurisdiction (Commission (I.R.S. Employer  
of Incorporation)                      File Number) Identification No.)  
**301 Virginia Avenue, Fairmont, WV 26554-2777**  
(Address of Principal Executive Offices) (Zip Code)

**304-363-4800**  
(Registrant's telephone number, including area code)

**N/A**  
(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)

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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))

**Item 3.02 Unregistered Sales of Equity Securities**

Since the previous Form 8-K was filed on January 4, 2013, MVB Financial Corp has sold 198,799 shares of common stock at \$24 per share totaling \$4,771,176 under Section 4(2) of the Securities Act of 1933, as amended, and under Rule 506 of Regulation D promulgated thereunder. The issuer believes the offering satisfies all terms and conditions of 230.506 of Regulation D.

**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, 2012