

MVB FINANCIAL CORP

Reported by
MAZZA LARRY F

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/24/22 for the Period Ending 05/20/22

Address	301 VIRGINIA AVENUE FAIRMONT, WV, 26554-2777
Telephone	3043634800
CIK	0001277902
Symbol	MVBF
SIC Code	6022 - State Commercial Banks
Industry	Banks
Sector	Financials
Fiscal Year	12/31

FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Mazza Larry F		MVB FINANCIAL CORP [MVBFI]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
113 PLATINUM DR.		5/20/2022		Chief Executive Officer	
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
BRIDGEPORT, WV 26554				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	5/20/2022		M		8,868 ⁽¹⁾ ₍₂₎	A	\$0	546,480	D	
Common Stock	5/20/2022		M		6,556 ⁽²⁾ ₍₃₎	A	\$0	553,036	D	
Common Stock	5/20/2022		M		4,107 ⁽⁴⁾ ₍₅₎	A	\$0	557,143	D	
Common Stock	5/20/2022		F		6,027	D	\$0	551,153 ⁽⁶⁾	D	
Common Stock								22,305	I	Owned By - Melissa Mazza ⁽⁷⁾

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
RSU - TSR	\$0	5/20/2022		M			5,728	5/20/2022	⁽⁸⁾	Common Stock	5,728	\$0	0	D	
RSU - ROA Award	\$0	5/20/2022		M			4,235	5/20/2022	⁽⁹⁾	Common Stock	4,235	\$0	0	D	
RSU - Time- Vested Award	\$0	5/20/2022		M			3,953	5/20/2020	⁽¹⁰⁾	Common Stock	3,953	\$0	7,906	D	

Explanation of Responses:

- (1) Includes 276 dividend equivalent shares accrued since the time of grant.
- (2) Acquired upon achievement of certain performance criteria pursuant to the performance-based restricted stock units granted on May 20, 2019. The performance conditions applicable to the award were determined to have been satisfied by the Company's HR & Compensation Committee.
- (3) Includes 204 dividend equivalent shares accrued since the time of grant.
- (4) Includes 154 dividend equivalent shares accrued since the time of grant.
- (5) 1/5 of the restricted units, granted May 20, 2019, have vested and are being issued.
- (6) Includes 37 shares acquired through MVB's Dividend Reinvestment Plan.
- (7) Owned by Melissa Mazza
- (8) The restricted units were granted pursuant to the 2013 Stock Incentive Plan (Amended) and will vest in one installment at the end of three years upon meeting the Total Shareholder Return target.
- (9) The restricted units were granted pursuant to the 2013 Stock Incentive Plan (Amended), which vest in one installment at the end of three years upon meeting

the established ROA target.

- (10) The restricted units were granted pursuant to the 2013 Stock Incentive Plan (Amended) and have a five-year graded vesting schedule assuming continued employment with the Company.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mazza Larry F 113 PLATINUM DR. BRIDGEPORT, WV 26554	X		Chief Executive Officer	

Signatures

Lisa J. McCormick, POA for Larry F. Mazza

5/23/2022

******Signature of Reporting Person

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Lisa Wanstreet McCormick and Eric Tichenor, signing singly, the undersigneds true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of MVB Financial Corp. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of June, 2005.

/s/ Larry F. Mazza
Signature