

MVB FINANCIAL CORP  
Form 424B5  
March 13, 2017

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Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-208949

**PROSPECTUS SUPPLEMENT TO PROSPECTUS  
DATED JANUARY 11, 2016**

## **Common Stock Subscription Rights to Purchase up to 434,783 Shares of Common Stock**

We are distributing to our shareholders, free of charge, non-transferable subscription rights to purchase shares of our common stock. You will receive one right for each share of common stock that you owned of record as of 5:00 p.m., Eastern Time, on March 10, 2017.

Each whole subscription right will entitle you to purchase 0.04349 of a share of our common stock at a subscription price of \$11.50 per share, which we refer to as the basic subscription right. If you fully exercise your basic subscription right and other holders of subscription rights do not fully exercise their basic subscription rights, you may also exercise an over-subscription right to purchase all or any portion of any additional shares of common stock that remain unsubscribed as a result of any unexercised rights subject to the limitations described in this prospectus. If the rights offering is fully subscribed, the total purchase price of the shares offered in the rights offering will be approximately \$5.0 million. We are not requiring a minimum subscription to complete the rights offering. Larry F. Maza, the Company's President, Chief Executive Officer and a member of the Company's Board of Directors (the "CEO") has advised the Company that he intends to exercise his over-subscription right to purchase a minimum of 100,000 Shares, inclusive of the number of shares he may purchase under his basic subscription right.

We have also entered into an investment agreement (the "Investment Agreement") with the CEO, who has agreed to purchase from us that number of additional shares of common stock, if any, equal to the amount by which 100,000 exceeds the number of shares of common stock purchased by the CEO pursuant to the exercise of his basic subscription right and over-subscription right. We refer to the shares of common stock that the CEO may purchase under the Investment Agreement as the "Investor Shares"

Your subscription rights may be exercised at any time during the period starting on March 13, 2017 and ending at 5:00 p.m., Eastern Time, on March 31, 2017, unless extended. We currently do not intend to extend the expiration date. You should carefully consider whether to exercise your rights before the expiration of the rights offering period. The exercise of your subscription rights is irrevocable and our Board of Directors makes no recommendation as to whether you should exercise your rights. Your subscription rights may not be sold, transferred or assigned to anyone else and will not be listed for trading on any stock exchange or trading market. No shareholder exercising subscription rights, together with any other person with whom such shareholder's beneficial ownership may be aggregated under applicable law, may exceed 4.9% beneficial ownership of our common stock upon completion of the rights offering.

We will conduct the rights offering solely on a "best efforts" basis without the services of an underwriter or placement agent, but we may choose to do so at our discretion.

We may amend, terminate or cancel the rights offering, or both, at any time and for any reason. If we terminate the rights offering, the subscription agent will return all subscription payments it has received for the terminated offering without interest, penalty or deduction.

## Edgar Filing: MVB FINANCIAL CORP - Form 424B5

Our common stock is quoted on the OTC Markets OTCQB tier, or OTCQB, under the symbol "MVBF." On March 10, 2017, the closing sale price for our shares was \$13.50 per share. All shares issued in the rights offering will also be quoted on the OTCQB under the same symbol. The rights are not transferable and will not be quoted on the OTCQB or any other stock exchange or trading market.

**This investment in our common stock involves risks. You should carefully consider all of the information set forth in this prospectus supplement and the accompanying prospectus, including the risk factors beginning on page S-16 of this prospectus supplement and on page 4 of the accompanying prospectus, as well as the risk factors and other information contained in any documents we incorporate by reference into this prospectus supplement and the accompanying prospectus before exercising your subscription rights. See "Incorporation of Certain Information by Reference."**

### OFFERING SUMMARY

Price: \$11.50 per share

	<b>Per Share</b>	<b>Total(1)</b>
Gross proceeds	\$ 11.50	\$ 5,000,004
Net proceeds	\$ 10.98	\$ 4,775,004

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(1) Based on 434,783 shares offered being sold and estimated expenses of \$225,000. No assurance can be given that all or any of the shares will be sold.

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**THESE SECURITIES ARE NOT DEPOSITS OR OTHER OBLIGATIONS OF MVB BANK AND ARE NOT INSURED OR GUARANTEED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION, THE DEPOSIT INSURANCE FUND OR ANY OTHER GOVERNMENTAL AGENCY OR FUND.**

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The date of this prospectus supplement is March 13, 2017.

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## Prospectus

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You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide you with additional or different information from that contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. You should assume that the information contained in this prospectus supplement is accurate only as of the date on the front cover of this prospectus supplement, the information contained in the accompanying prospectus is accurate only as of the date on the front cover of the prospectus and any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference, regardless of the time of delivery of this prospectus supplement, the accompanying prospectus or any exercise of the subscription rights. Our business, financial condition, results of operations and prospects may have changed since those dates.

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**ABOUT THIS PROSPECTUS**

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information about us and our securities, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described under the heading "Where You Can Find More Information" below.

Both this prospectus supplement and the accompanying prospectus include important information about us, our common stock and other information you should know before investing in our common stock. This prospectus supplement also adds to, updates and changes information in the accompanying prospectus. To the extent that any statement we make in the prospectus supplement is inconsistent with the statements made in the accompanying prospectus, the statements made in the accompanying prospectus are deemed modified or superseded by the statements made in this prospectus supplement. You should read this prospectus supplement and the accompanying prospectus as well as the additional information described under the caption "Where You Can Find More Information" in the accompanying prospectus before investing in our common stock.

As used in this prospectus supplement, the terms "MVB Financial Corp." "the Company," "we," "our," and "us" refer to MVB Financial Corp. and our consolidated subsidiaries, unless the context indicates otherwise. This prospectus supplement and the accompanying prospectus include our trademarks and other trade names identified herein. All other trademarks and trade names appearing in this prospectus supplement and the accompanying prospectus are the property of their respective holders.

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**QUESTIONS AND ANSWERS RELATING TO THE RIGHTS OFFERING**

*The following are examples of what we anticipate will be common questions about the rights offering. The answers are based on selected information included elsewhere in this prospectus supplement and the accompanying prospectus. The following questions and answers do not contain all of the information that may be important to you and may not address all of the questions that you may have about the rights offering. This prospectus supplement and the accompanying prospectus contain more detailed descriptions of the terms and conditions of the rights offering and provide additional information about us and our business, including potential risks related to the rights offering, the common stock of the Company, and our business.*

**What is being offered in the rights offering?**

We are distributing, at no cost or charge to our shareholders, subscription rights to purchase shares of our common stock. These rights may be exercised only by the shareholders to whom they are distributed, and may not be sold, transferred or assigned to anyone else. Holders of our common stock will receive one subscription right for each share of common stock held of record as of 5:00 p.m., Eastern Time on March 10, 2017, the record date of the rights offering. The subscription rights will be evidenced by subscription rights certificates. Each subscription right will entitle you to purchase 0.04349 of a share of our common stock at a subscription price equal to \$11.50 per whole share. No shareholder exercising subscription rights together with any other person with whom such shareholder's beneficial ownership may be aggregated under applicable law may exceed 4.9% beneficial ownership of our common stock (the "4.9% offering restriction"). Accordingly, no shareholder whose beneficial ownership of our common stock as of the record date, together with any other person with whom such shareholder's beneficial ownership may be aggregated under applicable law, exceeded 4.9%, may participate in the rights offering. You may exercise any number of your subscription rights, or you may choose not to exercise any subscription rights.

Fractional shares of our common stock resulting from the exercise of the basic subscription right or the over-subscription right, each as described below, will be eliminated by rounding down to the nearest whole share, with the total subscription payment being adjusted accordingly. As a result, we may not issue the full number of shares authorized for issuance in connection with the rights offering. Any excess subscription payments received by the subscription agent (or rights agent) will be returned, without interest, penalty or deduction, as soon as practicable after the completion of the rights offering.

**ALL EXERCISES OF SUBSCRIPTION RIGHTS ARE IRREVOCABLE.** Once you deliver your subscription rights certificate to exercise any subscription rights, you cannot revoke the exercise of your subscription rights, even if you later learn information that you consider to be unfavorable and even if the market price of our common stock is below the subscription price. You should not exercise your subscription rights unless you are sure that you wish to purchase additional shares of our common stock.

**What is the basic subscription right?**

For each right that you receive, you will have a basic subscription right to buy from us 0.04349 of a share of our common stock at the subscription price. Subject to the 4.9% offering restriction, you may exercise your basic subscription right for some or all of your subscription rights, or you may choose not to exercise any subscription rights.

For example, if you owned 1,000 shares of our common stock as of 5:00 p.m., Eastern Time, on the record date, you would receive the same number of subscription rights and would have the right to purchase 43.49 shares of common stock (rounded down to 43 shares) for \$11.50 per share with your basic subscription right.

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**What is the over-subscription right?**

If you exercise all of your basic subscription right, you will have the opportunity to purchase all or any portion of the shares of common stock that are not purchased by other holders of subscription rights; provided that, if any over-subscription rights are exercised, we will not issue a number of shares in excess of 434,783 pursuant to the exercise of basic subscription rights and over-subscription rights. If you fully exercise your basic subscription right and other holders of subscription rights do not fully exercise their basic subscription rights, you may also exercise an over-subscription right to purchase all or any portion of the additional shares of common stock that remain unsubscribed as a result of any unexercised rights. While we reserve the right to reject in whole or in part any or all over-subscription requests regardless of the availability of shares, if sufficient common shares are available, we will seek to honor your over-subscription request in full. If, however, over-subscription requests exceed the number of common shares available to be purchased pursuant to the over-subscription right, we will allocate the available common shares among shareholders who oversubscribed by multiplying the number of shares requested by each shareholder through the exercise of their over-subscription rights by a fraction that equals (x) the number of shares available to be issued through over-subscription rights divided by (y) the total number of shares requested by all subscribers through the exercise of their over-subscription rights. We will not issue fractional shares through the exercise of over-subscription rights.

The CEO has advised the Company that he intends to exercise his over-subscription right to purchase a minimum of 100,000 Shares, inclusive of the number of shares he may purchase under his basic subscription right. As of the record date, the CEO had the basic subscription right to purchase 6,587 shares.

In order to properly exercise your over-subscription right, you must deliver the subscription payment related to your over-subscription right prior to the expiration of the rights offering. Because we will not know the total number of unsubscribed shares prior to the expiration of the rights offering, if you wish to maximize the number of shares you purchase pursuant to your over-subscription right, you will need to deliver payment in an amount equal to the aggregate subscription price for the maximum number of shares of our common stock available to you under the over-subscription right. See "The Rights Offering The Subscription Right Over-Subscription Right."

Any excess subscription payments received by the subscription agent will be returned, without interest, as soon as practicable.

**Are there any limitations on the number of subscription rights I may exercise in the rights offering?**

You may only purchase the number of whole shares of common stock purchasable upon exercise of the number of basic subscription rights distributed to you in the rights offering, plus up to the number of shares that may be made available pursuant to the over-subscription rights. Accordingly, the number of shares of common stock you may purchase in the rights offering is limited by the number of shares of our common stock you owned on the record date and by the extent to which other shareholders exercise their subscription rights, including any over-subscription rights. We reserve the right to reject in whole or in part any or all over-subscription requests regardless of the availability of shares.

Your subscription right may be reduced if you are subject to the 4.9% offering restriction.

**How many shares of our common stock will be outstanding after the rights offering and the purchase of Investment Shares, if any, under Investment Agreement?**

Assuming the conditions to the consummation of the transactions contemplated by the Investment Agreement are satisfied, we will issue a minimum of 434,783 shares of our common stock through the exercise of the basic subscription rights and the over-subscription rights (including shares purchased by

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the CEO pursuant to the exercise of those rights). If the rights offering is fully subscribed, we will issue the CEO up to a maximum of an additional 93,413 Investor Shares, and after giving effect to the rights offering and the transactions contemplated by the Investment Agreement, we will have up to a maximum of 10,524,740 shares outstanding.

**How much money will the Company receive from the rights offering and the other transactions under the Investment Agreement?**

If the rights offering is fully subscribed, we will receive an aggregate of approximately \$6,074,254 million from the sale of shares pursuant to the basic subscription rights and oversubscription rights (including shares purchased by the CEO pursuant to the exercise of those rights) and the Investor Shares, if any.

**When is CEO obligated to purchase Investor Shares?**

We have entered into the Investment Agreement with the CEO. Pursuant to the Investment Agreement, in a transaction separate from the rights offering, the CEO has agreed to purchase from us that number of Investor Shares equal to the amount by which 100,000 exceeds the number of shares of common stock purchased by the CEO pursuant to the exercise of his basic subscription right and over-subscription right. The CEO has agreed to not sell or otherwise transfer any Investor Shares purchased by him in excess of Shares acquired through his basic and/or any over-subscription right in the rights offering, in a public or private transaction, for at least six-months from the Closing Date. The price per share paid by the CEO for the Investor Shares will be equal to the subscription price of \$11.50. Please see "The Investment Agreement" for further information.

**How do I exercise my subscription rights?**

If you wish to exercise your subscription rights, you must deliver the following items to the subscription agent, Computershare Trust Company, N.A., before 5:00 p.m., Eastern Time, on March 31, 2017:

a properly completed subscription rights certificate; and

payment for the full amount of shares of common stock you wish to purchase pursuant to your basic subscription right and over-subscription right.

If your shares are held in the name of a broker, dealer, or other nominee, then you should deliver your subscription rights certificate and subscription payment to that record holder. If you are the record holder, then you should deliver your subscription rights certificate and subscription payment by express mail, overnight delivery or by first class mail to the subscription agent as follows:

*By Express Mail or Overnight Delivery:*

Computershare Trust Company, N.A.  
Corporate Actions Voluntary Offer  
250 Royall Street, Suite V  
Canton, MA 02021

*By First Class Mail:*

Computershare Trust Company, N.A.  
Corporate Actions Voluntary Offer  
P.O. Box 43011  
Providence, RI 02940-3011

Payments must be made in full in United States dollars for the full number of shares for which you are subscribing by:

cashier's check drawn on a U.S. bank made payable to Computershare Trust Company, N.A. (acting as subscription agent for MVB Financial Corp.), including the shareholder name as it appears on the subscription rights card and account number as it appears on the subscription rights card; or

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personal check drawn upon a U.S. bank made payable to Computershare Trust Company, N.A. (acting as subscription agent for MVB Financial Corp.); or

wire transfer of immediately available funds to the subscription agent.

Please contact the information agent, Georgeson LLC, at (866) 821-0284 for additional information regarding payment by cashier's check or for instructions on wire transferring the subscription payment. **Any personal check used to pay for shares of our common stock must clear the appropriate financial institutions prior to 5:00 p.m., Eastern Time, on March 31, 2017.** The clearinghouse may require five or more business days. Accordingly, if you intend to pay the subscription payment by means of a personal check, we urge you to make payment sufficiently in advance of the expiration of the rights offering to ensure such payment is both received and cleared by such date.

Additional details are provided under "The Rights Offering Method of Exercising Subscription Rights" and "The Rights Offering Payment Method."

**Why are we conducting the rights offering?**

On December 6, 2016, we announced that we had entered into securities purchase agreements with certain institutional investors pursuant to which we raised aggregate gross proceeds of approximately \$22.0 million through a private placement of 1,913,044 shares of common stock (the "Private Placement"). The rights offering is intended to provide our existing shareholders the opportunity to purchase additional shares of our common stock at the same price as in the Private Placement. See also "Use of Proceeds."

**How was the subscription price of \$11.50 determined?**

The subscription price was set at \$11.50 per share so that our existing shareholders would have the opportunity to purchase additional shares of our common stock at the same price as in the Private Placement.

With respect to the price in the Private Placement, based on advice from our financial advisor, Keefe, Bruyette & Woods, Inc. ("KBW") and the orders placed by the institutional investors in the Private Placement, our Board of Directors concluded that the price of \$11.50 per share of common stock to be issued in the Private Placement was the highest price we could obtain in order to attract the amount of subscriptions necessary to raise \$22.0 million, which is the amount of capital the Board of Directors believed was appropriate to raise in the Private Placement in order to strengthen the Company's balance sheet, position the Company for the initiatives discussed below in "Use of Proceeds" and maintain healthy regulatory capital ratios going forward.

The subscription price is not necessarily related to our book value, net worth or any other established criteria of value and may or may not be considered the fair value of our common stock to be offered in the rights offering. You should not consider the subscription price as an indication of the value of the Company or our common stock. You should not assume or expect that, after the rights offering, our common stock will trade at or above the subscription price in any given time period. The market price of our common stock may decline during or after the rights offering, and you may not be able to sell shares of common stock purchased through the rights offering at a price equal to or greater than the subscription price. You should obtain a current quote for our common stock before exercising your subscription rights and make your own assessment of our business and financial condition, our prospects for the future and the terms of this rights offering.

We retained KBW as our financial advisor to advise us with respect to an appropriate per share price range for the securities offered in the Private Placement, for which service we paid KBW a fee of \$1.21 million upon closing of the Private Placement. KBW will not receive any fee in connection with the rights offering.



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**Am I required to exercise the rights I receive in the rights offering?**

No. You may exercise any number of your subscription rights, or you may choose not to exercise any subscription rights.

**What happens if I choose not to exercise my subscription rights?**

You are not required to exercise your subscription rights or otherwise take any action in response to this rights offering. If you do not exercise your basic subscription right and the rights offering is completed, the number of shares of our common stock you own will not change, but your percentage ownership of our total outstanding common stock will decrease because shares will be purchased by other shareholders in the rights offering. In addition, if you exercise your basic subscription right in full but do not exercise your over-subscription right in full and other shareholders fully exercise their basic subscription right and over-subscription right, the percentage of our common stock owned by all of these other shareholders will increase.

**How soon must I act to exercise my subscription rights?**

The subscription rights may be exercised at any time during the subscription period, which commences on March 13, 2017, through the expiration date for the rights offering, which is 5:00 p.m., Eastern Time, on March 31, 2017 unless extended. We currently do not intend to extend the expiration date. If you elect to exercise any subscription rights, the subscription agent must actually receive all required documents and payments from you at or prior to the expiration date.

**May I transfer my subscription rights?**

No. You may not sell, transfer or assign your subscription rights to anyone else.

**Are we requiring a minimum subscription to complete the rights offering?**

No. We are not requiring a minimum number of rights exercised or shares sold to complete the rights offering.

**Are there any other conditions to the completion of the rights offering?**

Yes. The completion of the rights offering is subject to the conditions described in the subsection below entitled "The Rights Offering Conditions and Termination."

**Can the rights offering be terminated?**

Yes. We may terminate the rights offering at any time prior to the expiration date for any reason. If the Rights Offering is terminated, all subscription payments received by the subscription agent will be returned, without interest, penalty or deduction, as soon as practicable to those persons who subscribed for shares in the rights offering.

**What should I do if I want to participate in the rights offering, but my shares are held in the name of my broker, dealer, custodian bank or other nominee?**

If you hold your shares of our common stock in the name of a broker, dealer, custodian bank or other nominee, then your broker, dealer, custodian bank or other nominee is the record holder of the shares of our common stock that you own. The record holder must exercise the subscription rights on your behalf for the shares of our common stock you wish to purchase.

We will ask your broker, dealer, custodian bank or other nominee to notify you of the rights offering.

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If you wish to participate in the rights offering and purchase shares of our common stock, please contact the record holder of your shares promptly.

**Will the shares of common stock I acquire in the rights offering be subject to any shareholder agreement restricting my ability to sell or transfer my new shares of common stock?**

No. You will not be subject to any shareholder agreement that restricts your ability to sell or transfer any new shares of common stock acquired by you in the rights offering. For more information, see "The Rights Offering Shareholder Agreements and Other Restrictions."

**After I exercise my subscription rights, can I change my mind?**

No. All exercises of subscription rights are irrevocable by the shareholders, even if you later learn information about us that you consider unfavorable. You should not exercise your subscription rights unless you are certain that you wish to purchase the shares of common stock offered pursuant to the rights offering.

**Does exercising my subscription rights involve risk?**

Yes. The exercise of your subscription rights involves risks. You should carefully consider the risks described under the heading "Risk Factors" in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus.

**Has our Board of Directors made a recommendation to our shareholders regarding the rights offering?**

No. Our Board of Directors is not making a recommendation regarding your exercise of the subscription rights. You are urged to decide whether or not to exercise your subscription rights based on your own assessment of our business and the rights offering. See the section entitled "Risk Factors" in this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus.

**What fees or charges apply if I exercise my subscription rights?**

There will be no cost to you beyond the subscription price for the shares of common stock you purchase and any fees your broker may charge you.

**When will I receive my new shares of common stock?**

The subscription agent will arrange for the issuance of the shares of common stock purchased, as soon as practicable after the expiration of the rights offering period. For more information, see "The Rights Offering Issuance of Shares of Common Stock."

**Will the subscription rights be listed on a stock exchange or trading market?**

The subscription rights may not be sold, transferred or assigned to anyone else and will not be quoted on the OTCQB or any other stock exchange or trading market. Our common stock is quoted on the OTCQB under the symbol "MVBF," and the shares of common stock to be issued in connection with the rights offering will also be quoted on the OTCQB under the same symbol.

**What are the U.S. federal income tax consequences of exercising my subscription rights?**

The receipt and exercise of your subscription rights should generally not be taxable under U.S. federal income tax laws. You should, however, seek specific tax advice from your personal tax advisor in

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light of your personal tax situation and as to the applicability and effect of any other tax laws. See the section below entitled "Certain Material U.S. Federal Income Tax Considerations."

**How many shares of common stock will be outstanding after the rights offering?**

As of March 10, 2017, there were 9,996,544 shares of our common stock outstanding. We will issue up to 434,783 shares of common stock in the rights offering, depending on the number of subscription rights that are exercised. Assuming there are no other changes in the number of outstanding shares prior to the expiration of the rights offering, and based on the number of shares outstanding as of March 10, 2017, if we issue all 434,783 shares of common stock available for the exercise of basic subscription rights in the rights offering, we would have 10,431,327 shares of common stock outstanding following the completion of the rights offering.

**Who should I contact if I have more questions?**

If you have more questions about the rights offering or need additional copies of the rights offering documents, please contact the information agent, Georgeson LLC, at 866-821-0284.

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**SUMMARY**

*This summary highlights the information contained elsewhere in or incorporated by reference into this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information that you should consider before deciding whether to exercise your subscription rights. You should carefully read this entire prospectus and the accompanying prospectus, including the information contained under the heading "Risk Factors," and the documents incorporated by reference into this prospectus supplement, which are described below under the headings "Incorporation of Certain Information by Reference" and "Where You Can Find More Information."*

**Company Information**

The Company was formed on May 29, 2003 and became a bank holding company under the laws of West Virginia on January 1, 2004, and, effective December 19, 2012, became a financial holding company. The Company features a subsidiary and multiple affiliated businesses, including MVB Bank, Inc. (the "Bank" or "MVB Bank") and the Bank's wholly-owned subsidiaries MVB Mortgage and MVB Insurance, LLC ("MVB Insurance").

The Bank was formed on October 30, 1997 and chartered under the laws of the State of West Virginia. The Bank commenced operations on January 4, 1999.

During the fourth quarter of 2012, the Bank acquired Potomac Mortgage Group, Inc. ("PMG" which, following July 15, 2013, began doing business under the registered trade name "MVB Mortgage"), a mortgage company in the northern Virginia area, and fifty percent (50%) interest in a mortgage services company, Lender Service Provider, LLC ("LSP"). In the third quarter of 2013, this fifty percent (50%) interest in LSP was reduced to a twenty-five percent (25%) interest through a sale of a partial interest. MVB Mortgage has eleven mortgage only offices, located in Virginia, within the Washington, District of Columbia metropolitan area as well as North Carolina and South Carolina, and, in addition, has mortgage loan originators located at select Bank locations throughout West Virginia.

In addition to MVB Mortgage, the Bank has a wholly-owned subsidiary, MVB Insurance, LLC. MVB Insurance was originally formed in 2000 and reinstated in 2005, as a Bank subsidiary. Effective June 1, 2013, MVB Insurance became a direct subsidiary of the Company. MVB Insurance offers select insurance products such as title insurance, individual insurance, commercial insurance, employee benefits insurance, and professional liability insurance. On June 30, 2016, the Company entered into an Asset Purchase Agreement with USI Insurance Services ("USI"), in which USI purchased substantially all of the assets and assumed certain liabilities of MVB Insurance. MVB Insurance retained the assets related to, and continues to operate, its title insurance business. The title insurance business is immaterial in terms of revenue and the Company has reorganized MVB Insurance as a subsidiary of the Bank.

The Company's primary business activities, through its subsidiaries, are currently community banking and mortgage banking. As a community banking entity, the Bank offers its customers a full range of products through various delivery channels. Such products and services include checking accounts, NOW accounts, money market and savings accounts, time certificates of deposit, commercial, installment, commercial real estate and residential real estate mortgage loans, debit cards, and safe deposit rental facilities. Services are provided through our walk-in offices, automated teller machines, drive-in facilities, and internet and telephone banking. Additionally, the Bank offers non-deposit investment products through an association with a broker-dealer. Since the opening date of January 4, 1999, the Bank has experienced significant growth in assets, loans, and deposits due to overwhelming community and customer support in the Marion County and Harrison County, West Virginia markets, expansion into Monongalia and Kanawha Counties, West Virginia and, most recently, into Fairfax County, Virginia. With the acquisition of PMG, mortgage banking has become an integral portion of the Company's business, has opened up increased market opportunities in the Washington, District of

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Columbia metropolitan region, North Carolina and South Carolina and added diversity to the Company's earnings stream.

Our principal executive office is located at 301 Virginia Avenue, Fairmont, West Virginia 26554 and our telephone number is (304) 363-4800. The Company's Internet web site is [www.mvbbanking.com](http://www.mvbbanking.com). Information contained on, or that can be accessed through, our website does not constitute part of this prospectus supplement.

Additional information about us is included in our filings with the SEC, which are incorporated by reference into this prospectus. See "Where You Can Find More Information" and "Incorporation of Certain Information by Reference" in this prospectus supplement.

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**The Rights Offering**

*The following summary describes the principal terms of the rights offering, but is not intended to be complete. See the section of this prospectus supplement below entitled "The Rights Offering" for a more detailed description of the terms and conditions of the rights offering.*

Securities Offered	We are distributing at no cost or charge to you one subscription right for each share of common stock that you owned as of 5:00 p.m., Eastern Time, on the record date, March 10, 2017, either as a holder of record or, in the case of shares held of record by brokers, custodian banks or other nominees on your behalf, as beneficial owner of the shares.
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Subscription Price	The subscription price per share of common stock is \$11.50.
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Basic Subscription Right	Subject to the 4.9% offering restriction, for each right that you own, you will have a basic subscription right to buy from us 0.04349 of a share of our common stock at the subscription price. You may exercise your basic subscription right for some or all of your subscription rights, or you may choose not to exercise your subscription rights.
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Fractional shares of our common stock resulting from the exercise of the basic subscription right or the over-subscription right will be eliminated by rounding down to the nearest whole share. As a result, we may not issue the full number of shares authorized for issuance in connection with this rights offering.

Over-subscription Right	If you exercise all of your basic subscription right, you will have the opportunity to purchase all or any portion of the shares of common stock that are not purchased by other holders of subscription rights; provided that, if any over-subscription rights are exercised, we will not issue a number of shares in excess of 434,783 pursuant to the exercise of basic subscription rights and over-subscription rights. If you fully exercise your basic subscription right and other holders of subscription rights do not fully exercise their basic subscription rights, you may also exercise an over-subscription right to purchase all or any portion of the additional shares of common stock that remain unsubscribed as a result of any unexercised rights. While we reserve the right to reject in whole or in part any or all over-subscription requests regardless of the availability of shares, if sufficient shares of common stock are available, we will seek to honor your over-subscription right in full. If, however, the number of shares requested by all subscribers exceed the number of shares of common stock available to be purchased pursuant to the over-subscription right, we will allocate the available common shares among shareholders who oversubscribed by multiplying the number of shares requested by each shareholder through the exercise of their over-subscription rights by a fraction that equals (x) the number of shares available to be issued through over-subscription rights divided by (y) the total number of shares requested by all subscribers through the exercise of their over-subscription rights. We will not issue fractional shares through the exercise of over-subscription rights.
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	The CEO has advised the Company that he intends to exercise his over-subscription right to purchase a minimum of 100,000 Shares, inclusive of the number of shares he may purchase under his basic subscription right. As of the record date, the CEO had the basic subscription right to purchase 6,587 shares.
4.9% Rights Offering Limitation	No shareholder exercising subscription rights may thereby exceed, together with any other person with whom such shareholder's ownership may be aggregated under applicable law, 4.9% beneficial ownership of our common stock. Accordingly, no shareholder whose beneficial ownership of our common stock as of the record date, together with any other person with whom such shareholder's beneficial ownership may be aggregated under applicable law, exceeded 4.9%, may participate in the rights offering. Any rights exercised for common stock that would cause the holder to exceed the 4.9% ownership limit will not be considered exercised or subscribed for by that holder. The portion of the subscription price paid by a holder for common stock not considered subscribed for will be returned to that holder, without interest or penalty, as soon as practicable after completion of the rights offering.
Record Date	March 10, 2017
Expiration Date of Rights Offering	The subscription rights offering will expire at 5:00 p.m., Eastern Time, on March 31, 2017, unless extended. We currently do not intend to extend the expiration date.
No Minimum	There is no minimum number of rights that must be exercised or shares sold as a condition to accepting subscriptions and closing the rights offering.
Procedure for Exercising Subscription Rights	The subscription rights may be exercised at any time during the subscription period, which commences on March 13, 2017. To exercise your subscription rights, you must properly complete the enclosed subscription rights certificate and deliver it, along with the full subscription price (including any amounts in respect of an over-subscription request), to the subscription agent, Computershare Trust Company, N.A., before 5:00 p.m., Eastern Time, on March 31, 2017, unless extended. We currently do not intend to extend the expiration date.
Use of Proceeds	We intend to use the net proceeds to fund future asset growth and for general corporate purposes. See the section below entitled "Use of Proceeds."
Non-Transferability of Subscription Rights	The subscription rights may not be sold, transferred or assigned to anyone else and will not be quoted on the OTCQB or any other stock exchange or trading market.

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No Revocation of Exercise by Shareholders	All exercises of subscription rights are irrevocable, even if you later learn information about us that you consider unfavorable. You should not exercise your subscription rights unless you are certain that you wish to purchase the shares of common stock offered pursuant to the rights offering.
Conditions to the Rights Offering	The completion of the rights offering is subject to the conditions described in the section below entitled "The Rights Offering Conditions and Termination."
Investment Agreement	We have entered into the Investment Agreement with the CEO. Pursuant to the Investment Agreement, in a transaction separate from the rights offering, the CEO has agreed to purchase from us that number of additional shares of common stock, if any, equal to the amount by which 100,000 exceeds the number of shares of common stock purchased by the CEO pursuant to the exercise of his basic subscription right and over-subscription right. We refer to the shares of common stock that the CEO may purchase under the Investment Agreement as the "Investor Shares". The price per share paid by the CEO for all such common stock will be equal to the subscription price of \$11.50. The CEO has agreed to not sell or otherwise transfer any Investor Shares purchased by him in excess of Shares acquired through his basic and/or any over-subscription privilege in the Rights Offering, in a public or private transaction for at least six months from the Closing Date. See "The Investment Agreement" for further information.
No Board Recommendation	Our Board of Directors is not making a recommendation regarding your exercise of the subscription rights. You are urged to make your own decision whether or not to exercise your subscription rights based on your own assessment of our business and the rights offering. See the section below entitled "Risk Factors."
Certain Material U.S. Federal Income Tax Considerations	The receipt and exercise of your subscription rights should generally not be taxable under U.S. federal income tax laws. However, you should seek specific tax advice from your personal tax advisor in light of your personal tax situation and as to the applicability and effect of any other tax laws. See the section below entitled "Certain Material U.S. Federal Income Tax Considerations."
Subscription Agent	Computershare Trust Company, N.A.
Information Agent	Georgeson LLC
Shares of Common Stock Outstanding Before the Rights Offering	As of March 10, 2017, 9,996,544 shares of our common stock were outstanding.



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Shares of Common Stock Outstanding After Completion of the Rights Offering	Assuming the conditions to the consummation of the transactions contemplated by the Investment Agreement are satisfied, we will issue a minimum of 434,783 shares of our common stock through the exercise of the basic subscription rights and the over-subscription rights (including shares purchased by the CEO pursuant to the exercise of those rights). If the rights offering is fully subscribed, we will issue the CEO up to a maximum of an additional 93,413 Investor Shares, and after giving effect to the rights offering and the transactions contemplated by the Investment Agreement, we will have up to a maximum of 10,524,740 shares outstanding.
Risk Factors	Shareholders considering making an investment by exercising subscription rights in the rights offering should carefully read and consider the information set forth in the section entitled "Risk Factors" beginning on page S-16 of this prospectus supplement and page 4 of the accompanying prospectus, together with the other information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including the information contained under the heading "Risk Factors" in our Annual Reports on Form 10-K for the year ended December 31, 2016 ("2016 Form 10-K") filed with the SEC on March 10, 2017.
Fees and Expenses	We will pay the fees and expenses related to the rights offering, which we estimate to be \$225,000.
Questions	If you have more questions about the rights offering or need additional copies of the rights offering documents, please contact the information agent, Georgeson LLC, at 866-821-0284.

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**CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement and the documents incorporated by reference herein may contain forward-looking statements, within the meaning of such term in the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act and Section 21E of the Exchange Act of 1934 (the "Exchange Act"), with respect to the financial condition, results of operations, plans, objectives, future performance and business of the Company. Forward-looking statements, which may be based upon beliefs, expectations and assumptions of the Company's management and on information available to management at the time the statements are made, are generally identifiable by the use of words such as "believe," "expect," "anticipate," "bode," "predict," "suggest," "project," "appear," "plan," "intend," "estimate," "may," "will," "would," "could," "should," "likely," or other similar expressions. Additionally, all statements in this prospectus supplement and the documents incorporated by reference herein, including forward-looking statements, speak only as of the date they are made, and, except as required by law, we undertake no obligation to update any statement in light of new information or future events.

These forward-looking statements are not guarantees of future performance, nor should they be relied upon as representing the Company's management's views as of any subsequent date. Forward-looking statements involve significant risks and uncertainties and actual results may differ materially from those presented. Factors that might cause such differences include, but are not limited to:

the ability of the Company and its subsidiaries to successfully execute business plans, manage risks, and achieve objectives;

changes in local, national and international political and economic conditions, including without limitation the political and economic effects of the recent economic crisis, delay of recovery from that crisis, economic conditions and fiscal imbalances in the United States and other countries, potential or actual downgrades in rating of sovereign debt issued by the United States and other countries, and other major developments, including wars, military actions, and terrorist attacks;

changes in financial market conditions, either internationally, nationally or locally in areas in which the Company and its subsidiaries conduct operations, including without limitation, reduced rates of business formation and growth, commercial and residential real estate development and real estate prices;

fluctuations in markets for equity, fixed-income, commercial paper and other securities, including availability, market liquidity levels, and pricing; changes in interest rates, the quality and composition of the loan and securities portfolios, demand for loan products, deposit flows and competition;

the ability of the Company and its subsidiaries to successfully conduct acquisitions and integrate acquired businesses;

potential difficulties in expanding the businesses of the Company and its subsidiaries in existing and new markets;

increases in the levels of losses, customer bankruptcies, bank failures, claims, and assessments;

changes in fiscal, monetary, regulatory, trade and tax policies and laws, and regulatory assessments and fees, including policies of the U.S. Department of Treasury, the Board of Governors of the Federal Reserve Board System (the "Federal Reserve"), and the Federal Deposit Insurance Corporation ("FDIC");

the impact of executive compensation rules under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and banking regulations which may impact

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the ability of the Company and its subsidiaries, and other U.S. financial institutions to retain and recruit executives and other personnel necessary for their businesses and competitiveness;

the impact of the Dodd-Frank Act and of new international standards known as Basel III, and rules and regulations thereunder, many of which have not yet been promulgated, on our required regulatory capital and liquidity levels, governmental assessments on us, the scope of business activities in which we may engage, the manner in which the Company and its subsidiaries engage in such activities, the fees that the Company's subsidiaries may charge for certain products and services, and other matters affected by the Dodd-Frank Act and these international standards;

continuing consolidation in the financial services industry; new legal claims against the Company and its subsidiaries, including litigation, arbitration and proceedings brought by governmental or self-regulatory agencies, or changes in existing legal matters;

success in gaining regulatory approvals, when required, including for proposed mergers or acquisitions;

changes in consumer spending and savings habits;

increased competitive challenges and expanding product and pricing pressures among financial institutions;

inflation and deflation;

technological changes and the implementation of new technologies by the Company and its subsidiaries;

the ability of the Company and its subsidiaries to develop and maintain secure and reliable information technology systems;

legislation or regulatory changes which adversely affect the operations or business of the Company and its subsidiaries;

the ability of the Company and its subsidiaries to comply with applicable laws and regulations; changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or regulatory agencies; and

costs of deposit insurance and changes with respect to FDIC insurance coverage levels.

These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

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**RISK FACTORS**

*An investment in our common stock involves a high degree of risk. You should carefully read and consider the risks described below, together with the other information contained in or incorporated by reference into this prospectus supplement, including the information contained under the heading "Risk Factors" in the accompanying prospectus and in our 2016 Form 10-K and in any updates to those Risk Factors contained in our quarterly reports on Form 10-Q, before making a decision to invest in our common stock. The risks described below and in the documents referred to in the preceding sentence are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business operations. If any of these risks actually occurs, our business, financial condition and results of operations could suffer. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.*

**Risks Related to the Rights Offering**

*If you do not fully exercise your basic subscription right, your interest in us may be significantly diluted. In addition, if you do not exercise your basic subscription right in full and the subscription price is less than the fair value of our common stock, then you would experience an immediate dilution of the aggregate fair value of your shares, which could be substantial.*

Up to 434,783 shares of common stock are issuable in the rights offering. If you do not choose to fully exercise your basic subscription right, your percentage ownership interest in us may significantly decrease. In addition, if you exercise your basic subscription right in full but do not exercise your over-subscription right in full and other shareholders fully exercise their basic subscription right and their over-subscription right, the percentage of our common stock owned by such other shareholders will increase. For example, if you own 99,965 shares of common stock before the rights offering, or approximately 1.0% of our common stock, and you do not exercise any of your basic subscription right or over-subscription right while all other shareholders exercise their basic subscription right and over-subscription right in full, then your percentage ownership will be reduced to approximately 0.96%. In addition, if you do not exercise your basic subscription right in full and the subscription price is less than the fair value of our common stock, you would experience immediate dilution of the value of your shares relative to what your value would have been had our common stock been issued at fair value. This dilution could be substantial.

*Your ownership interest could also be diluted pursuant to the Investment Agreement.*

We have entered into the Investment Agreement with the CEO, under which the CEO has agreed, if applicable, to purchase the Investor Shares. The issuance of the Investor Shares will result in the dilution of your ownership interest, irrespective of whether you participate in the rights offering.

If the rights offering is fully subscribed, we will issue up to 100,000 shares to the CEO pursuant to the exercise of his basic subscription rights and over-subscription rights and, if applicable, his purchase of Investor Shares. Under such circumstances, the CEO could own approximately 2.4% of our common stock after giving effect to the foregoing transactions.

*The subscription price determined for the rights offering is not an indication of the fair value of our common stock.*

The subscription price is not necessarily related to our book value, net worth or any other established criteria of value and may or may not be considered the fair value of our common stock to be offered in the rights offering. You should not consider the subscription price as an indication of the value of the Company or our common stock. You should not assume or expect that, after the rights offering, our common stock will trade at or above the subscription price in any given time period. The

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market price of our common stock may decline during or after the rights offering, and you may not be able to sell shares of common stock purchased through the rights offering at a price equal to or greater than the subscription price. You should obtain a current quote for our common stock before exercising your subscription rights and make your own assessment of our business and financial condition, our prospects for the future and the terms of this rights offering.

***Because we do not have any formal commitments from any of our shareholders to participate in the rights offering, the net proceeds we receive from the rights offering may be lower than currently anticipated.***

We do not have any formal commitments from any of our shareholders to participate in the rights offering, and we cannot assure you that our other shareholders will exercise all or any part of their basic subscription right or their over-subscription right. Our CEO, however, has advised us that he intends to exercise his over-subscription right to purchase a minimum of 100,000 Shares, inclusive of the number of shares he may purchase under his basic subscription right. If our shareholders subscribe for fewer shares of our common stock than anticipated, the net proceeds we receive from the rights offering could be significantly reduced and we could incur damage to our reputation.

***The rights offering may cause the price of our common stock to decline.***

Depending upon the trading price of our common stock at the time of our announcement of the rights offering, the announcement of the rights offering, including the subscription price, together with the number of shares of common stock we could issue if the rights offering are completed, may result in an immediate decrease in the trading price of our common stock. This decrease may continue after the completion of the rights offering. If that occurs, the price you pay to purchase shares of our common stock in the rights offering may be at a price greater than the prevailing trading price. Further, if a substantial number of subscription rights are exercised and the holders of the shares received upon exercise of those subscription rights choose to sell some or all of those shares, the resulting sales could also depress the trading price of our common stock.

***We may terminate the rights offering at any time prior to their respective expiration dates, and neither we nor the subscription agent will have any obligation to you except to return your subscription payment.***

We may at our sole discretion terminate the rights offering at any time prior to the expiration of the respective offering periods. If we elect to terminate the rights offering, neither we nor the subscription agent will have any obligation with respect to the subscription rights except to return to you, without interest, penalty or deduction, as soon as practicable after termination of the applicable offering, any subscription payments. In addition, we may suffer reputational harm if the rights offering is terminated prior to the expiration date.

***You will not be able to sell the shares of common stock you buy in the rights offering until the shares you elect to purchase are issued to you.***

If you purchase shares in either offering, we will issue your shares as soon as practicable following the expiration of the applicable offering. If your shares are held by a broker, dealer, custodian bank or other nominee and you purchase shares, your nominee will be credited with the shares you purchase and your account will be credited by your nominee.

Until the shares of common stock you elect to purchase are issued to you, you may not be able to sell the shares subscribed for. Although we will endeavor to issue the shares as soon as practicable after completion of the applicable offering, after all necessary calculations have been completed, there may be a delay between the expiration date of the applicable offering and the time that the shares are issued. The stock price may decline between the time you decide to sell your shares and the time you are actually able to sell your shares.