

MIDDLEFIELD BANC CORP  
Form 8-K  
January 11, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): January 10, 2017**

**Middlefield Banc Corp.**

**(Exact name of registrant specified in its charter)**

**Ohio**  
**(State or other jurisdiction**

**of incorporation)**

**15985 East High Street, Middlefield, Ohio**

**001-36613**  
**(Commission**

**File Number)**

**34-1585111**  
**(IRS Employer**

**Identification No.)**

**44062-0035**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code (440) 632-1666**

**[not applicable]**

**(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 (see General Instruction A.2. below):

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)

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 5.07 Submission of Matters to a Vote of Security Holders.**

On January 10, 2017, Middlefield Banc Corp. (the Company) held a special meeting of its stockholders to approve the transactions under the Agreement and Plan of Reorganization, dated as of July 28, 2016, by and among Middlefield Banc Corp., MBC Interim Bank, The Middlefield Banking Company, and Liberty Bank, N.A. (the Agreement and Plan of Reorganization), pursuant to which Liberty Bank, N.A. would merge into The Middlefield Banking Company, which is the Company's wholly owned bank subsidiary (the Merger). The stockholders voted upon the following proposals:

**Proposal 1:** To approve the transactions under the Agreement and Plan of Reorganization.

| <b>votes for</b> | <b>votes against</b> | <b>abstentions</b> | <b>broker nonvotes</b> |
|------------------|----------------------|--------------------|------------------------|
| 1,695,789        | 22,964               | 23,268             | 0                      |

**Proposal 2:** To approve issuance of up to 563,261 shares of Middlefield Banc Corp. common stock in the Merger.

| <b>votes for</b> | <b>votes against</b> | <b>abstentions</b> | <b>broker nonvotes</b> |
|------------------|----------------------|--------------------|------------------------|
| 1,690,983        | 29,944               | 21,094             | 0                      |

**Proposal 3:** To adjourn the special meeting if adjournment is necessary to allow solicitation of additional proxies if there are insufficient votes to adopt and approve the Agreement and Plan of Reorganization.

| <b>votes for</b> | <b>votes against</b> | <b>abstentions</b> | <b>broker nonvotes</b> |
|------------------|----------------------|--------------------|------------------------|
| 1,591,454        | 126,888              | 23,679             | 0                      |

**Item 8.01 Other Events.**

Liberty Bank, N.A. advised the Company that at Liberty Bank N.A.'s annual meeting of stockholders held on December 22, 2016, Liberty Bank N.A. stockholders approved the Agreement and Plan of Reorganization. Accordingly, all stockholder approvals required to complete the Merger have been obtained.

**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.

**Middlefield Banc Corp.**

Date: January 10, 2017

/s/ James R. Heslop, II  
James R. Heslop, II  
Executive Vice President and Chief Operating Officer