



## EXPLANATORY NOTE

On May 12, 2017, Ohio Valley Banc Corp. (the "Company") filed a Current Report on Form 8-K (the "Original Form 8-K") to report the results of the voting at the Annual Meeting of Shareholders of the Company held on May 10, 2017 (the "Annual Meeting"). One of the matters voted upon by the shareholders of the Company was the non-binding advisory vote on the frequency of future non-binding advisory votes on executive compensation. The Board of Directors of the Company has since evaluated the results of that advisory frequency vote and made a determination with respect to how frequently it will conduct advisory votes on executive compensation in the future. This Current Report on Form 8-K/A is being filed to update the disclosure under Item 5.07 of the Original Form 8-K to provide the Board of Directors' determination and to correct the date of the Original Form 8-K, which should have been May 10, 2017. No other changes are being made to the Original Form 8-K.

### Item 5.07 Submission of Matters to a Vote of Security Holders.

As reported in the Original Form 8-K, the following were the results of the vote at the Annual Meeting on the frequency of advisory votes on executive compensation:

One Year	2,720,947
Two Years	151,416
Three Years	142,510
Abstain	263,636
Broker Non-votes	628,994

In light of these voting results and the other factors considered by the directors in recommending to the shareholders a frequency of once every year, the Board of Directors determined at a meeting held on July 18, 2017, that the Company will hold an advisory vote on the compensation of the named executive officers every year until the next required advisory vote on the frequency of future non-binding advisory votes on executive compensation. Thus, the next advisory vote on executive compensation will occur at the annual meeting of the shareholders of the Company in 2018.

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SIGNATURE

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, thereunto duly authorized.

OHIO VALLEY BANC CORP.

Date: July 19, 2017 By: /s/ Thomas E. Wiseman  
Name: Thomas E. Wiseman  
Title: President and Chief Executive Officer