
Section 1: 8-K (FORM 8-K)

**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**

May 13, 2019 (Date of Report: Date of earliest event reported)

Middlefield Banc Corp.

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

001-36613
(Commission
File Number)

34-1585111
(I.R.S. Employer
Identification Number)

**15985 East High Street
Middlefield, Ohio 44062**
(Address of principal executive offices, including zip code)

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

(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	MBCN	The NASDAQ Stock Market, LLC (NASDAQ Capital Market)

ITEM 8.01 Other Events

On May 13, 2019, the Board of Directors of Middlefield Banc Corp., Middlefield, Ohio, approved a quarterly cash dividend of \$0.28 per common share to shareholders of record on May 31, 2019, payable on June 14, 2019. A press release announcing this declaration is included as Exhibit 99.1 to this current report on Form 8-K.

Middlefield Banc Corp. is a bank holding company with total assets of \$1.28 billion at March 31, 2019. The Company's subsidiary bank, The Middlefield Banking Company, operates 15 full-service banking centers and one loan production office at locations in Northeast Ohio and Central Ohio.

Middlefield Banc Corp. may be accessed at www.middlefieldbank.bank. The Company's common shares are traded on the NASDAQ Capital Market under the symbol "MBCN".

ITEM 9.01 Financial Statements and Exhibits

99.1 [May 14, 2019 press release of Middlefield Banc Corp.](#)

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: May 14, 2019

/s/ James R. Heslop, II

Executive Vice President and COO

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



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PRESS RELEASE

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Middlefield Banc Corp. Announces 2019 Second Quarter Cash Dividend Payment

MIDDLEFIELD, OHIO, May 14, 2019 ◆◆◆◆ Middlefield Banc Corp. (NASDAQ: MBCN) today announced that the Company's Board of Directors declared a quarterly cash dividend of \$0.28 per common share payable on June 14, 2019, to shareholders of record on May 31, 2019.

Middlefield Banc Corp., headquartered in Middlefield, Ohio, is a bank holding company with total assets of over \$1.28 billion at March 31, 2019. The bank operates 15 full-service banking centers and an LPL Financial® brokerage office serving Beachwood, Chardon, Cortland, Dublin, Garrettsville, Mantua, Middlefield, Newbury, Orwell, Powell, Solon, Sunbury, Twinsburg, and Westerville. The Bank also operates a Loan Production Office in Mentor, Ohio. Additional information is available at www.middlefieldbank.bank.

This press release of Middlefield Banc Corp. and the reports Middlefield Banc Corp. files with the Securities and Exchange Commission often contain “forward-looking statements” relating to present or future trends or factors affecting the banking industry and, specifically, the financial operations, markets and products of Middlefield Banc Corp. These forward-looking statements involve certain risks and uncertainties. There are a number of important factors that could cause Middlefield Banc Corp.'s future results to differ materially from historical performance or projected performance. These factors include, but are not limited to: (1) a significant increase in competitive pressures among financial institutions; (2) changes in the interest rate environment that may reduce interest margins; (3) changes in prepayment speeds, charge-offs and loan loss provisions; (4) less favorable than expected general economic conditions; (5) legislative or regulatory changes that may adversely affect businesses in which Middlefield Banc Corp. is engaged; (6) technological issues which may adversely affect Middlefield Banc Corp.'s financial operations or customers; (7) changes in the securities markets; or (8) risk factors mentioned in the reports and registration statements Middlefield Banc Corp. files with the Securities and Exchange Commission. Middlefield Banc Corp. undertakes no obligation to release revisions to these forward-looking statements or to reflect events or circumstances after the date of this press release.

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