
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**

July 24, 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))

Securities registered pursuant to Section 12(b) of the 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)

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.

ITEM 8.01 OTHER EVENTS

The following information is furnished under Item 8.01. On July 24, 2019, Middlefield Banc Corp. issued a press release announcing that management will be attending the KBW Annual Summer Community Bank Conference in New York, NY on July 30, 2019., as well as the Boenning & Scattergood Community Bank Conference in Hershey, PA on August 8, 2019. A copy of the press release is attached hereto as Exhibit 99 and is incorporated herein by this reference.

The information contained or incorporated by reference in this current report on Form 8-K may contain forward-looking statements, including certain plans, expectations, goals, and projections, which are subject to numerous assumptions, risks, and uncertainties. Actual results could differ materially from those contained or implied by such statements for a variety of factors, including: changes in economic conditions; movements in interest rates; competitive pressures on product pricing and services; success and timing of business strategies; the nature, extent, and timing of governmental actions and reforms; and extended disruption of vital infrastructure. All forward-looking statements included in this current report on Form 8-K are based on information available at the time of the report. Middlefield Banc Corp. assumes no obligation to update any forward-looking statement.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

The following exhibits are furnished herewith:

EXHIBITS

99 July 24, 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: July 24, 2019

/s/ James R. Heslop, II
Executive Vice President and COO

[\(Back To Top\)](#)

Section 2: EX-99 (EX-99)

Exhibit 99



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PRESS RELEASE

Company Contact:

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**Middlefield Banc Corp. Attending Two Upcoming
Institutional Investor Conferences**

MIDDLEFIELD, OHIO, July 24, 2019 ♦♦♦♦ Middlefield Bank (Nasdaq: MBCN) today announced management will be attending two upcoming institutional investor conferences.

On July 30, 2019, management will be attending the KBW Annual Summer Community Bank Conference in New York, NY. Middlefield's management is scheduled to present on July 30th at 8:35 a.m. Eastern Time, with one-on-one meetings to be held throughout the conference.

On August 8, 2019, management will be attending the Boenning & Scattergood Community Bank Conference in Hershey, PA. The Company will be hosting one-on-one meetings with investors who are registered to attend the conference.

"We recently announced record second quarter earnings of \$1.01 per diluted share. The quarter ended with a record book value of \$41.41 per share, a 9.1% increase from June 30, 2018," stated Thomas G. Caldwell, President and Chief Executive Officer. "We believe we are well positioned to continue profitably growing our business, which includes opportunities to drive noninterest income in 2019 and beyond. We look forward to attending these conferences and sharing our compelling investment opportunity with investors."

About Middlefield

Middlefield Banc Corp., headquartered in Middlefield, Ohio, is the bank holding company of The Middlefield Banking Company with total assets of \$1.29 billion at June 30, 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.

[\(Back To Top\)](#)