

MIDDLEFIELD BANC CORP  
Form 8-K  
November 18, 2014

**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): November 18, 2014**

**Middlefield Banc Corp.**

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

**Ohio**  
**(State or other jurisdiction**  
**of incorporation)**

**15985 East High Street**

**001-36613**  
**(Commission File**  
**Number)**

**34-1585111**  
**(IRS Employer**  
**Identification No.)**

**44062**

**Middlefield, Ohio**  
**(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 7.01: Regulation FD Disclosure**

Middlefield Banc Corp. will use the investor presentation materials included as an exhibit to this Form 8-K Current Report in investor presentations on November 18, 2014. The information in Item 7.01 of this Form 8-K and Exhibit 99.1 attached hereto shall not be deemed filed for purposes of section 18 of the Securities Exchange Act of 1934, nor shall they be deemed incorporated by reference in any filing unless explicitly incorporated by reference.

**Item 9.01(d) Exhibits.**

99.1 investor presentation materials

**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.

Date: November 18, 2014

**Middlefield Banc Corp.**

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

Chief Operating Officer

**EXHIBIT INDEX**

| <b>EXHIBIT<br/>NUMBER</b> | <b>DESCRIPTION</b>              |
|---------------------------|---------------------------------|
| 99.1                      | investor presentation materials |