

Oak Valley Bancorp  
Form 8-K/A  
March 21, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934.**

**Date of Report: January 22, 2014**

(Date of earliest event reported)

**Oak Valley Bancorp**

(Exact name of registrant as specified in its charter)

**CA**

(State or other jurisdiction  
of incorporation)

**001-34142**

(Commission File Number)

**26-2326676**

(IRS Employer  
Identification Number)

**125 N. Third Ave. Oakdale, CA 95361**  
(Address of principal executive offices) (Zip Code)

**(209) 848-2265**

(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)

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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))

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**Item 2.02. Results of Operations and Financial Condition**

On January 22, 2014, Oak Valley Bancorp issued a press release announcing the Company's operating results for the quarter ended December 31, 2013. The common equity and total capital of \$65,310,000 was erroneously overstated by \$793,000 as a result of a common stock dividend that was declared in December 2013 but inadvertently was not transferred out of equity and into a liability account at that time. The effect of the error was that, as of December 31, 2013, the book value per share should have been \$8.14 instead of \$8.24 and the price to book ratio changed should have been 1.03 instead of 1.02.

On March 18, 2014, we issued a new press release correcting the information previously announced on January 22, 2014.

The information in this Current Report on Form 8-K/A, including the exhibit, is furnished pursuant to Item 2.02 and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities under that Section. Furthermore, the information in this Current Report on Form 8-K/A, including the exhibit, shall not be deemed to be incorporated by reference into any filing of Oak Valley Bancorp under the Securities Act of 1933.

**Item 9.01. Financial Statements and Exhibits**

**(a) Financial statements:**

None

**(b) Pro forma financial information:**

None

**(c) Shell company transactions:**

None

**(d) Exhibits**

99.1 Oak Valley Bancorp March 18, 2014 press release as amended by this Form 8-K/A

**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 hereunto duly authorized.

Dated: March 20, 2014

**OAK VALLEY BANCORP**

By: /s/ Richard A. McCarty  
Richard A. McCarty  
Executive Vice President and Chief  
Financial Officer

(Principal Financial Officer and duly  
authorized signatory)

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**Exhibit Index**

**Exhibit No. Description**

99.1 Oak Valley Bancorp March 18, 2014 press release as amended by this Form 8-K/A