

Oak Valley Bancorp  
Form 8-K  
June 19, 2014

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

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**FORM 8-K**

**CURRENT REPORT**

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

**Date of  
Report:  
June 17,  
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)

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 5.07. Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting of Stockholders held June 17, 2014, the following matters were submitted to a vote of security holders with the indicated number of votes being cast for, against or withheld, and with the indicated number of abstentions:

1. To re-elect two members and elect one new member of the Board of Directors to serve until the expiration of their three (3) year term or until their successors are duly elected and qualified.

	Number of Votes		
	For	Withheld	Non-Vote
Christopher M. Courtney	3,286,165	30,789	2,656,448
Michael Q. Jones	3,300,929	16,025	2,656,448
Terrance P. Withrow	3,300,929	16,025	2,656,448

2. To ratify the appointment of Moss Adams, LLP as the Company's registered public accounting firm, to perform audit services for the year 2014.

	For	Against	Abstain	Non-Vote
	5,964,851	17,051	1,500	0

**Item 7.01. Regulation FD Disclosure.**

Oak Valley Bancorp (“Company”) is furnishing presentation materials included as Exhibit 99.1 to this report pursuant to Item 7.01 of Form 8-K. The Company presented these materials addressing, among other things, the Company’s business strategies and financial performance, at the Company’s Annual Meeting of Shareholders on Tuesday, June 17, 2014 at 2:00 p.m. The foregoing description of information contained in the presentation is qualified by reference to such presentation materials attached as Exhibit 99.1. The Company is not undertaking to update this presentation or the information contained therein.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

This report will not be deemed an admission as to the materiality of any information herein or contained in the presentation (including Exhibit 99.1).

**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 presentation materials on June 17, 2014

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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 hereunto duly authorized.

Dated: June 18, 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 presentation materials on June 17, 2014