

MIDDLEFIELD BANC CORP  
Form 8-K  
December 17, 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): December 17, 2014**

**Middlefield Banc Corp.**

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

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

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

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

**15985 East High Street, Middlefield, Ohio**  
**(Address of principal executive offices)**

**44062**  
**(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 5.02: Compensatory Arrangements of Certain Officers**

At a meeting of the board of directors of The Middlefield Banking Company held on December 15, 2014, the nonemployee members of the board took a number of actions affecting officer compensation, including determining the compensation of President and Chief Executive Officer Thomas G. Caldwell, Executive Vice President and Chief Operating Officer James R. Heslop, II, and Chief Financial Officer and Treasurer Donald L. Stacy. Base salary in 2015 for Mr. Caldwell will be \$273,520 (an increase of \$10,520), for Mr. Heslop \$211,236 (an increase of \$8,124), and for Mr. Stacy \$166,400 (an increase of \$6,400). None of these officers is a party to an employment agreement.

**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: December 17, 2014

/s/ James R. Heslop, II  
Executive Vice President  
Chief Operating Officer