

Community Bankers Trust Corp
Form 10-K/A
January 14, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 3)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-32590

COMMUNITY BANKERS TRUST CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation or organization) 4235 Innslake Drive, Suite 200	20-2652949 (I.R.S. Employer Identification No.) 23060 (Zip Code) Registrant's telephone number, including area code (804) 934-9999
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Securities registered pursuant to Section 12(b) of the Act:

Title of each class Units, each consisting of one share of Common Stock and one Warrant	Name of each exchange on which registered NYSE Amex
Common Stock, \$0.01 par value	NYSE Amex
Warrants to Purchase Common Stock	NYSE Amex

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$73,765,568

On March 1, 2010, there were 21,468,455 shares of the registrant's common stock, par value \$0.01, outstanding, which is the only class of the registrant's common stock.

DOCUMENTS INCORPORATED BY REFERENCE

None

EXPLANATORY NOTE

The Registrant hereby amends its Annual Report on Form 10-K for the year ended December 31, 2009 (filed on April 23, 2010 with the Securities and Exchange Commission), as amended by its Annual Report on Form 10-K/A (Amendment No. 1) (filed on April 30, 2010 with the Securities and Exchange Commission) and its Annual Report on Form 10-K/A (Amendment No. 2) (filed on May 28, 2010 with the Securities and Exchange Commission), as set forth in this Annual Report on Form 10-K/A (Amendment No. 3).

The only items that the Registrant is amending in this Form 10-K/A are a percentage of ownership calculation in Item 12, required language for related party transactions in Item 13 and the exhibit list in Item 15 to include the exhibits to this filing. The disclosures that the Registrant has presented in this Form 10-K/A are as of the dates indicated, and the Registrant has not undertaken to update such disclosures for any subsequent events or developments.

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PART III

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Directors and Officers

The following table sets forth information regarding beneficial ownership of the Company's common stock, as of May 1, 2010, for each director, each of the individuals named in the Summary Compensation Table in Item 11 above (who are referred to as the named executive officers) and the Company's current directors and executive officers as a group.

Name	Shares of Common Stock (1)	Option Shares (2)	Total Shares of Common Stock Beneficially Owned	Percent of Class
NAMED EXECUTIVE OFFICERS				
George M. Longest, Jr. (3)	27,498	12,195	39,693	*
Bruce E. Thomas	4,553	4,760	9,313	*
Gary A. Simanson (3)	1,100,000		1,100,000	5.1
M. Andrew McLean (4)	16,977	4,402	21,379	*
Patrick J. Tewell (4)	4,954	7,100	12,054	*
DIRECTORS				
Richard F. Bozard	4,710	5,680	10,390	*
L. McCauley Chenault	13,907	2,692	16,599	*
Alexander F. Dillard, Jr.	133,963	2,979	136,942	*
P. Emerson Hughes, Jr.	24,582	860	25,442	*
Philip T. Minor	81,498	3,437	84,935	*
Troy A. Peery, Jr.	14,940	16,330	31,270	*
Eugene S. Putnam, Jr.	35,900		35,900	*
John C. Watkins	6,970	15,194	22,164	*
Robin Traywick Williams	8,702	10,082	18,784	*
All current directors and executive officers as a group (16 persons)	1,484,950	79,936	1,564,886	7.3

* Less than one percent of class, based on the total number of shares of common stock outstanding on May 1, 2010.

- (1) Amounts include shares of common stock that the individual owns directly or indirectly through affiliated corporations, close relatives, and dependent children or as custodians or trustees.
- (2) Amounts reflect shares of common stock that could be acquired through the exercise of stock options within 60 days after May 1, 2010.
- (3) Messrs. Longest and Simanson are also directors, and Mr. Simanson was an executive officer until April 2010. The shares of common stock for Mr. Simanson include 739,684 shares of common stock that are issuable upon exercise of warrants that are subject to restrictions on disposition, including exercise, through June 8, 2010, pursuant to option agreements between Community Bankers Acquisition LLC and certain third party option holders. Mr. Simanson is the sole manager of, and has sole dispositive power with respect to, Community Bankers Acquisition LLC.
- (4) Messrs. McLean and Tewell were executive officers until April 2010.

Principal Stockholders

The following table contains information regarding the persons or groups that the Company knows to beneficially own more than five percent of the Company's common stock as of May 1, 2010. Information with respect to Gary A. Simanson and his ownership is set forth above in the Directors and Officers' section.

Name and Address	Shares of Common Stock Beneficially Owned	
	Number	Percent of Class
Morgan Stanley (1) 1585 Broadway New York, New York 10036	2,025,000	9.4
FrontPoint Partners LLC Two Greenwich Plaza Greenwich, Connecticut 06830		
Wellington Management Company, LLP (2) 75 State Street Boston, Massachusetts 02109	1,805,196	8.4
Weiss Multi-Strategy Advisers LLC (3) George A. Weiss Frederick E. Doucette III One State Street, 20th Floor Hartford, Connecticut 06103	1,740,800	8.1

- (1) Based on information set forth in a Schedule 13G filed with the Securities and Exchange Commission on February 12, 2010. The Schedule 13G reports that, as of December 31, 2009, each of Morgan Stanley, in its capacity as a parent holding company, and FrontPoint Partners LLC, an investment adviser and wholly-owned subsidiary of Morgan Stanley, has sole voting power and dispositive power with respect to 2,025,000 shares of common stock.
- (2) Based on information set forth in a Schedule 13G filed with the Securities and Exchange Commission on February 12, 2010. The Schedule 13G reports that, as of December 31, 2009, Wellington Management Company, LLP, in its capacity as an investment adviser, has shared voting power and dispositive power with respect to 1,805,196 shares of common stock.
- (3) Based on information set forth in a Schedule 13G filed with the Securities and Exchange Commission on February 12, 2010. The Schedule 13G reports that, as of December 31, 2009, each of Weiss Multi-Strategy Advisers LLC, in its capacity as an investment adviser, George A. Weiss and Frederick E. Doucette III has shared voting power with respect to 1,646,100 shares of common stock and shared dispositive power with respect to 1,740,800 shares of common stock.

Equity Compensation Plan Information

The following table gives information about common stock that may be issued upon the exercise of options, warrants and rights under equity compensation plans as of December 31, 2009. Prior to the mergers, both TransCommunity Financial and BOE Financial maintained equity compensation plans as incentives for certain officers and directors. In the mergers, the Company adopted all awards that were outstanding under such plans, but terminated certain provisions of them so that no further awards will be made under them.

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In 2009, the Company adopted the Community Bankers Trust Corporation 2009 Stock Incentive Plan. The Company did not make any awards under that plan during the year ended December 31, 2009.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in First Column)
Equity Compensation Plans Approved by Security Holders			
Plans of Predecessor Companies (1)	486,763	\$ 5.96	958,799
2009 Stock Incentive Plan			2,650,000
Equity Compensation Plans Not Approved by Security Holders			
Total	486,763	\$ 5.96	3,608,799

- (1) Includes the following equity compensation plans that were approved by stockholders of TransCommunity Financial or BOE Financial, as the case may be, and adopted by the Company in the mergers: the TransCommunity Financial Corporation 2001 Stock Option Plan, the TransCommunity Financial Corporation 2007 Equity Compensation Plan, the BOE Financial Services of Virginia, Inc. Stock Incentive Plan and the BOE Financial Services of Virginia, Inc. Stock Option Plan for Outside Directors. Certain provisions of these plans were terminated so that no further awards will be made under them.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Certain Relationships and Related Transactions

All of the shares of common stock outstanding immediately prior to the Company's initial public offering, including 862,500 shares held by Gary A. Simanson, a director and the Company's former Chief Strategic Officer, and Community Bankers Acquisition LLC, of which Mr. Simanson is the sole manager, were originally held in escrow by Continental Stock Transfer & Trust Company as escrow agent. Because the Company completed a business combination on or before the deadlines contained in its initial certificate of incorporation, these shares were released from escrow on June 2, 2009. The holders of the majority of the 1,875,000 shares that the Company issued prior to its initial public offering are entitled to make up to two demands that the Company register these shares for resale pursuant to an agreement signed concurrently with the consummation of the Company's initial public offering. The holders of the majority of these shares are entitled to elect to exercise these registration rights at any time after the date on which these shares of common stock are released from escrow. In addition, these stockholders will have certain "piggy-back" registration rights on registration statements filed subsequent to the date on which these shares of common stock are released from escrow. The Company will bear the expenses incurred in connection with the filing of any such registration statements.

Some of the Company's directors and executive officers are at present, as in the past, its banking customers. As such, the Company, through its banking subsidiary, has had, and expects to have in the future, banking transactions with directors, officers, principal stockholders and their associates. All loans and commitments to lend to such parties have been made in the ordinary course of business and on substantially the same terms, including interest rates and collateral on loans, as those prevailing at the same time for comparable transactions with others. These transactions do not involve more than the normal risk of collectibility or present other unfavorable features. The aggregate outstanding balance of loans to such parties at December 31, 2009 was \$7.2 million.

The Company has not adopted a formal policy that covers the review and approval of related person transactions by its Board of Directors that is separate from the Code of Conduct and Ethics that applies to directors, officers and all employees of the Company and its subsidiaries. The Board reviews all proposed related party transactions for approval. During such a review, the Board will consider, among other things, the related person's relationship to the Company, the facts and circumstances of the proposed transaction, the aggregate dollar amount of the transaction, the related person's relationship to the transaction and any other material information. Those directors that are involved in a proposed related party transaction are excused from the Board and/or committee meeting during the discussion and vote of the proposal.

Director Independence

The Company's Board of Directors has determined that 9 of its 11 members are independent as defined by the listing standards of NYSE Amex, including the following: Richard F. Bozard, L. McCauley Chenault, Alexander F. Dillard, Jr., P. Emerson Hughes, Jr., Philip T. Minor, Troy A. Peery, Jr., Eugene S. Putnam, Jr., John C. Watkins and Robin Traywick Williams. In reaching this conclusion, the Board of Directors considered that the Company and its subsidiaries conduct business with companies of which certain members of the Board of Directors or members of their immediate families are or were directors or officers.

In making this independence determination, the Board of Directors considered certain relationships between the Company and certain of its directors, such as the provision of legal services by law firms with which Messrs. Chenault and Dillard are affiliated, to determine whether such director was independent under NYSE Amex's listing standards. See the "Certain Relationships and Related Transactions" section above for additional information on certain transactions with members of the Company's Board of Directors.

George B. Elliott, who served as a director during all of 2009, was also determined to be independent during 2009.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Form 10-K:

1. Consolidated Financial Statements. Reference is made to the Consolidated Financial Statements, the report thereon and the notes thereto, with respect to the Company and each of the Predecessor Entities, commencing at page 57 of this Form 10-K.

2. Financial Statement Schedules. All supplemental schedules are omitted as inapplicable or because the required information is included in the Consolidated Financial Statements or notes thereto.

3. Exhibits

No.	Description
2.1	Agreement and Plan of Merger, dated as of September 5, 2007, by and between Community Bankers Acquisition Corp. and TransCommunity Financial Corporation, incorporated by reference to the Company's Current Report on Form 8-K filed on September 7, 2007 (File No. 001-32590)
2.2	Agreement and Plan of Merger, dated as of December 13, 2007, by and between Community Bankers Acquisition Corp. and BOE Financial Services of Virginia, Inc., incorporated by reference to the Company's Current Report on Form 8-K filed on December 14, 2007 (File No. 001-32590)
2.3	Purchase and Assumption Agreement, dated as of November 21, 2008, by and among the Federal Deposit Insurance Corporation, as Receiver for The Community Bank, Bank of Essex and the Federal Deposit Insurance Corporation, incorporated by reference to the Company's Current Report on Form 8-K filed on November 28, 2008 (File No. 001-32590)

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- 2.4 Purchase and Assumption Agreement, dated as of January 30, 2009, by and among the Federal Deposit Insurance Corporation, Receiver of Suburban Federal Savings Bank, Crofton, Maryland, Bank of Essex and the Federal Deposit Insurance Corporation, incorporated by reference to the Company's Current Report on Form 8-K filed on February 5, 2009 (File No. 001-32590)
- 3.1 Amended and Restated Certificate of Incorporation, incorporated by reference to the Company's Current Report on Form 8-K filed on June 5, 2008 (File No. 001-32590)
- 3.2 Certificate of Designations for Fixed Rate Cumulative Perpetual Preferred Stock, Series A, incorporated by reference to the Company's Current Report on Form 8-K filed on December 23, 2008 (File No. 001-32590)
- 3.3 Certificate of Amendment of Amended and Restated Certificate of Incorporation, effective as of July 17, 2009*
- 3.4 Amended and Restated Bylaws, incorporated by reference to the Company's Current Report on Form 8-K filed on July 1, 2008 (File No. 001-32590)
- 4.1 Specimen Unit Certificate, incorporated by reference to the Company's Registration Statement on Form S-1 or amendments thereto (File No. 333-124240)
- 4.2 Specimen Common Stock Certificate, incorporated by reference to the Company's Registration Statement on Form S-1 or amendments thereto (File No. 333-124240)
- 4.3 Specimen Warrant Certificate, incorporated by reference to the Company's Registration Statement on Form S-1 or amendments thereto (File No. 333-124240)
- 4.4 Form of Unit Purchase Option to be granted to the representatives, incorporated by reference to the Company's Registration Statement on Form S-1 or amendments thereto (File No. 333-124240)
- 4.5 Form of Warrant Agreement between Continental Stock Transfer & Trust Company and Community Bankers Acquisition Corp., incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on November 14, 2007 (File No. 001-32590)
- 4.6 Warrant Clarification Agreement dated as of January 29, 2007 between the Company and Continental Stock Transfer and Trust Co., incorporated by reference to the Company's Current Report on Form 8-K filed on February 12, 2007 (File No. 001-32590)
- 4.7 Unit Purchase Option Clarification Agreement dated as of January 29, 2007 between the Company and the holders, incorporated by reference to the Company's Current Report on Form 8-K filed on February 12, 2007 (File No. 001-32590)
- 4.8 Warrant to Purchase 780,000 Shares of Common Stock, incorporated by reference to the Company's Current Report on Form 8-K filed on December 23, 2008 (File No. 001-32590)
- 10.1 Investment Management Trust Agreement between Continental Stock Transfer & Trust Company and Community Bankers Acquisition Corp., incorporated by reference to the Company's Registration Statement on Form S-1 or amendments thereto (File No. 333-124240)
- 10.2 Stock Escrow Agreement between Community Bankers Acquisition Corp., Continental Stock Transfer & Trust Company and the Initial Stockholders, incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on November 14, 2007 (File No. 001-32590)
- 10.3 Registration Rights Agreement among Community Bankers Acquisition Corp. and the Initial Stockholders, incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on November 14, 2007 (File No. 001-32590)
- 10.4 Letter Agreement, dated December 19, 2008, including the Securities Purchase Agreement - Standard Terms incorporated by reference therein, between the Company and the United States Department of the Treasury, incorporated by reference to the Company's Current Report on Form 8-K filed on December 23, 2008 (File No. 001-32590)

- 10.5 Employment Agreement between Community Bankers Acquisition Corp. and George M. Longest, Jr. , incorporated by reference to the Company s Current Report on Form 8-K/A filed on July 28, 2008 (File No. 001-32590)
- 10.6 Employment Agreement between Community Bankers Acquisition Corp. and Bruce E. Thomas, incorporated by reference to the Company s Current Report on Form 8-K/A filed on July 28, 2008 (File No. 001-32590)
- 10.7 Employment Agreement by and between TransCommunity Financial Corporation and Patrick J. Tewell, incorporated by reference to the Company s Current Report on Form 8-K/A filed on July 28, 2008 (File No. 001-32590)
- 10.8 Employment Agreement by and between TransCommunity Financial Corporation and M. Andrew McLean, incorporated by reference to the Company s Current Report on Form 8-K/A filed on July 28, 2008 (File No. 001-32590)
- 10.9 Change in Control Agreement by and between TransCommunity Financial Corporation and Patrick J. Tewell, incorporated by reference to the Company s Current Report on Form 8-K/A filed on July 28, 2008 (File No. 001-32590)
- 10.10 Change in Control Agreement by and between TransCommunity Financial Corporation and M. Andrew McLean, incorporated by reference to the Company s Current Report on Form 8-K/A filed on July 28, 2008 (File No. 001-32590)
- 10.11 Employment Agreement between Community Bankers Trust Corporation and Gary A. Simanson, incorporated by reference to the Company s Quarterly Report on Form 10-Q filed on November 14, 2008 (File No. 001-32590)
- 10.12 Form of Waiver, executed by each of George M. Longest, Bruce E. Thomas, Patrick J. Tewell, Gary A. Simanson and M. Andrew McLean, incorporated by reference to the Company s Current Report on Form 8-K filed on December 23, 2008 (File No. 001-32590)
- 10.13 Form of Letter Agreement, executed by each of George M. Longest, Bruce E. Thomas, Patrick J. Tewell, Gary A. Simanson and M. Andrew McLean with the Company, incorporated by reference to the Company s Current Report on Form 8-K filed on December 23, 2008 (File No. 001-32590)
- 10.14 TransCommunity Financial Corporation 2001 Stock Option Plan, as amended and restated effective March 27, 2003, incorporated by reference to TransCommunity Financial Corporation s Quarterly Report on Form 10-QSB filed on May 14, 2003 (File No. 000-33355)
- 10.15 Form of Non-Qualified Stock Option Agreement for Employee for TransCommunity Financial Corporation 2001 Stock Option Plan, incorporated by reference to TransCommunity Financial Corporation s Annual Report on Form 10-KSB filed on March 30, 2005 (File No. 000-33355)
- 10.16 Form of Non-Qualified Stock Option Agreement for Director for TransCommunity Financial Corporation 2001 Stock Option Plan, incorporated by reference to TransCommunity Financial Corporation s Annual Report on Form 10-KSB filed on March 30, 2005 (File No. 000-33355)
- 10.17 TransCommunity Financial Corporation 2007 Equity Compensation Plan, incorporated by reference to TransCommunity Financial Corporation s Quarterly Report on Form 10-Q filed on August 13, 2007 (File No. 000-33355)
- 10.18 Form of Restricted Stock Award Agreement for TransCommunity Financial Corporation 2007 Equity Compensation Plan, incorporated by reference to TransCommunity Financial Corporation s Current Report on Form 8-K filed on July 31, 2007 (File No. 000-33355)

- 10.19 BOE Financial Services of Virginia, Inc. Stock Incentive Plan, incorporated by reference to Exhibit A of the Proxy Statement included in BOE Financial Services of Virginia, Inc. s Registration Statement on Form S-4 filed on March 24, 2000 (File No. 333-33260)
- 10.20 First Amendment to BOE Financial Services of Virginia, Inc. s Stock Incentive Plan, incorporated by reference to BOE Financial Services of Virginia, Inc. s Registration Statement on Form S-8 filed on November 8, 2000 (File No. 333-49538)
- 10.21 BOE Financial Services of Virginia, Inc. Stock Option Plan for Outside Directors, incorporated by reference to Exhibit A of the Proxy Statement included in BOE Financial Services of Virginia, Inc. s Registration Statement on Form S-4 filed on March 24, 2000 (File No. 333-33260)
- 10.22 First Amendment to BOE Financial Services of Virginia, Inc. Stock Option Plan for Outside Directors, incorporated by reference to BOE Financial Services of Virginia, Inc. s Registration Statement on Form S-8 filed on November 8, 2000 (File No. 333-49538)
- 10.23 Community Bankers Trust Corporation 2009 Stock Incentive Plan, incorporated by reference to the Company s Current Report on Form 8-K filed on June 24, 2009 (File No. 001-32590)
- 21.1 Subsidiaries of Community Bankers Trust Corporation*
- 23.1 Consent of Rosen Seymour Shapss Martin & Company LLP*
- 23.2 Consent of Yount, Hyde & Barbour, P.C.*
- 31.1 Rule 13a-14(a)/15d-14(a) Certification for Chief Executive Officer*
- 31.2 Rule 13a-14(a)/15d-14(a) Certification for Chief Financial Officer*
- 31.3 Rule 13a-14(a)/15d-14(a) Certification for Chief Executive Officer (Amendment No. 1)*
- 31.4 Rule 13a-14(a)/15d-14(a) Certification for Chief Financial Officer (Amendment No. 1)*
- 31.5 Rule 13a-14(a)/15d-14(a) Certification for Chief Executive Officer (Amendment No. 2)*
- 31.6 Rule 13a-14(a)/15d-14(a) Certification for Chief Financial Officer (Amendment No. 2)*
- 31.7 Rule 13a-14(a)/15d-14(a) Certification for Chief Executive Officer (Amendment No. 3)**
- 31.8 Rule 13a-14(a)/15d-14(a) Certification for Chief Financial Officer (Amendment No. 3)**
- 32.1 Section 1350 Certifications*
- 99.1 Certification of Principal Executive Officer for First Fiscal Year Pursuant to EESA §III(b)(4)*
- 99.2 Certification of Principal Financial Officer for First Fiscal Year Pursuant to EESA §III(b)(4)*

* Previously filed.

** Filed herewith.

(b) Exhibits. See Item 15(a)3. above

(c) Financial Statement Schedules. See Item 15(a)2. above

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMMUNITY BANKERS TRUST CORPORATION
(Registrant)

Date: January 13, 2011

By: */s/* BRUCE E. THOMAS
Bruce E. Thomas
Executive Vice President and Chief Financial Officer