

MIDDLEFIELD BANC CORP  
Form 8-K  
February 26, 2016

**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**

**February 24, 2016**

**(Date of Report: Date of earliest event reported)**

**Middlefield Banc Corp.**

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

**Ohio**

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

**001-36613**

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**(Commission File Number)**

**34-1585111**

**(I.R.S. Employer Identification Number)**

**15985 East High Street**

**Middlefield, Ohio 44062**

**(Address of principal executive offices, including zip code)**

**(440) 632-1666**

**(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 5.02 (b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers

On February 24, 2016, Joseph J. Thomas, a member of the Board of Directors of both Middlefield Banc Corp. ( Middlefield ) and its wholly-owned subsidiary, The Middlefield Banking Company ( Bank ) informed the Board of Directors of his intention to resign from both organizations effective as of March 31, 2016. Mr. Thomas has been a valued member of the Boards since 2013.

Mr. Thomas' decision to resign from both Boards of Directors did not involve any disagreement with Middlefield, Middlefield's management, or Middlefield's Board of Directors.

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: February 26, 2016

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