

OHIO VALLEY BANC CORP

Form 8-K/A

July 19, 2017

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

May 10, 2017

Date of Report (Date of earliest event reported)

OHIO VALLEY BANC CORP.

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction of incorporation)

0-20914

31-1359191

(Commission File Number) (IRS Employer Identification No.)

420 Third Avenue, Gallipolis, Ohio 45631

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (740) 446-2631

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

EXPLANATORY NOTE

On May 12, 2017, Ohio Valley Banc Corp. (the "Company") filed a Current Report on Form 8-K (the "Original Form 8-K") to report the results of the voting at the Annual Meeting of Shareholders of the Company held on May 10, 2017 (the "Annual Meeting"). One of the matters voted upon by the shareholders of the Company was the non-binding advisory vote on the frequency of future non-binding advisory votes on executive compensation. The Board of Directors of the Company has since evaluated the results of that advisory frequency vote and made a determination with respect to how frequently it will conduct advisory votes on executive compensation in the future. This Current Report on Form 8-K/A is being filed to update the disclosure under Item 5.07 of the Original Form 8-K to provide the Board of Directors' determination and to correct the date of the Original Form 8-K, which should have been May 10, 2017. No other changes are being made to the Original Form 8-K.

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

As reported in the Original Form 8-K, the following were the results of the vote at the Annual Meeting on the frequency of advisory votes on executive compensation:

One Year	2,720,947
Two Years	151,416
Three Years	142,510
Abstain	263,636
Broker Non-votes	628,994

In light of these voting results and the other factors considered by the directors in recommending to the shareholders a frequency of once every year, the Board of Directors determined at a meeting held on July 18, 2017, that the Company will hold an advisory vote on the compensation of the named executive officers every year until the next required advisory vote on the frequency of future non-binding advisory votes on executive compensation. Thus, the next advisory vote on executive compensation will occur at the annual meeting of the shareholders of the Company in 2018.

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, thereunto duly authorized.

OHIO VALLEY BANC CORP.

Date: July 19, 2017 By: /s/ Thomas E. Wiseman
Name: Thomas E. Wiseman
Title: President and Chief Executive Officer