

MIDDLEFIELD BANC CORP  
Form 8-K  
May 15, 2013

**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): May 15, 2013

**Middlefield Banc Corp.**

(Exact name of registrant specified in its charter)

**Ohio**  
(State or other jurisdiction

of incorporation)

**000-32561**  
(Commission

File Number)

**34-1585111**  
(IRS Employer

Identification No.)

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**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 7.01: Regulation FD Disclosure**

The slide presentation included as an exhibit to this Form 8-K Current Report will be used at the 2013 Annual Meeting of Shareholders. The information in Item 7.01 of this Form 8-K and Exhibit 99.1 attached hereto shall not be deemed filed for purposes of section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference.

**Item 9.01(d) Exhibits.**

99.1 Presentation to 2013 Annual Meeting of Shareholders

**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: May 15, 2013

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

**EXHIBIT INDEX**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
99.1	Presentation to 2013 Annual Meeting of Shareholders