

OHIO VALLEY BANC CORP
Form 10-K/A
April 26, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

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 0-20914

OHIO VALLEY BANC CORP.
(Exact Name of Small Business Issuer as Specified in its Charter)

Ohio
(State of incorporation)

31-1359191
(I.R.S. Employer Identification No.)

420 Third Avenue
Gallipolis, Ohio
(Address of principal executive offices)

45631
(ZIP Code)

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

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered |
|----------------------------------|---|
| Common Shares, Without Par Value | The NASDAQ Stock Market LLC (The NASDAQ Global Market) |

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 Section 15(d) of the Act.

YES NO

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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 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.

YES NO

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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. (Check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting
company

(Do not check if a smaller reporting company)

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

Based on the closing sales price of \$29.34 per share on June 30, 2009, the aggregate market value of the issuer’s shares held by non-affiliates on such date was \$110,026,379. For this purpose, shares held by non-affiliates are all outstanding shares except those held by the directors and executive officers of the issuer and those held by The Ohio Valley Bank Company as trustee with respect to which The Ohio Valley Bank Company has sole or shared voting or dispositive power.

The number of common shares of the registrant outstanding as of March 12, 2010 was 3,984,009.

Documents Incorporated By Reference:

- (1) Portions of the 2009 Annual Report to Shareholders of Ohio Valley Banc Corp. (Exhibit 13) are incorporated by reference into Part I, Item 1 and Part II, Items 5, 6, 7, 7A and 8.
- (2) Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held May 12, 2010 are incorporated by reference into Part III, Items 10, 11, 12, 13 and 14.

EXPLANATION

This Annual Report on Form 10-K for the fiscal year ended December 31, 2009 (the “Form 10-K”), is being amended solely to correct errors in the years of headings in the Consolidated Statements of Condition on page 2 and in Note H – Other Borrowed Funds on page 17 of the Annual Report to Shareholders attached as Exhibit 13 to the Form 10-K. No other revisions are being made to the Form 10-K. This Form 10-K/A speaks as of the original filing date of the Form 10-K (March 16, 2010) and does not reflect events that may have occurred subsequent to the original filing date.

SIGNATURES

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

OHIO VALLEY BANC CORP.

Date: April 20, 2010

By: /s/ Jeffrey E. Smith
 Jeffrey E. Smith
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on April 20, 2010 by the following persons on behalf of Ohio Valley and in the capacities indicated.

| Name | Capacity |
|---|---|
| /s/Jeffrey E. Smith Jeffrey E. Smith | Chairman, Chief Executive Officer and Director (principal executive officer) |
| /s/Scott W. Shockey Scott W. Shockey | Vice President and Chief Financial Officer (principal financial officer and principal accounting officer) |
| /s/Lannes C. Williamson Lannes C. Williamson | Director |
| /s/Anna P. Barnitz Anna P. Barnitz | Director |
| /s/David W. Thomas David W. Thomas | Director |
| Brent A. Saunders | Director |
| /s/Steven B. Chapman Steven B. Chapman | Director |
| /s/Thomas E. Wiseman Thomas E. Wiseman | Director |
| /s/Harold A. Howe Harold A. Howe | Director |

Director

Robert E. Daniel

/s/Roger D. Williams

Director

Roger D. Williams

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EXHIBIT INDEX

The following exhibits are included in this Form 10-K or are incorporated by reference as noted in the following table:

| Exhibit Number | Exhibit Description |
|----------------|---|
| 3(a) | Amended Articles of Incorporation of Ohio Valley (reflects amendments through April 7, 1999) [for SEC reporting compliance only - - not filed with the Ohio Secretary of State]. Incorporated herein by reference to Exhibit 3(a) to Ohio Valley's Annual Report on Form 10-K for fiscal year ended December 31, 2007 (SEC File No. 0-20914). |
| 3(b) | Code of Regulations of Ohio Valley: Incorporated herein by reference to Exhibit 3(b) to Ohio Valley's current report on Form 8-K (SEC File No. 0-20914) filed November 6, 1992. |
| 4 | Agreement to furnish instruments and agreements defining rights of holders of long-term debt: Incorporated herein by reference to Exhibit 4 to Ohio Valley's Annual Report on Form 10-K for fiscal year ended December 31, 2009 (SEC File No. 0-20914). |
| 10.1 | The Ohio Valley Bank Company Executive Group Life Split Dollar Plan agreement, dated April 29, 2003, between Jeffrey E. Smith and The Ohio Valley Bank Company: Incorporated herein by reference to Exhibit 10.1 to Ohio Valley's Annual Report on Form 10-K for fiscal year ending December 31, 2006 (SEC File No. 0-20914). |
| 10.2 | Schedule A to Exhibit 10.1 identifying other identical Executive Group Life Split Dollar agreements between The Ohio Valley Bank Company and certain executive officers of Ohio Valley Banc Corp.: Incorporated herein by reference to Exhibit 10.2 to Ohio Valley's Annual Report on Form 10-K for fiscal year ended December 31, 2009 (SEC File No. 0-20914). |
| 10.3 | The Ohio Valley Bank Company Director Retirement agreement, dated December 28, 2007, between Jeffrey E. Smith and The Ohio Valley Bank Company: Incorporated herein by reference to Exhibit 10.3 to Ohio Valley's Annual Report on Form 10-K for fiscal year ending December 31, 2007 (SEC File No. 0-20914). |
| 10.4 | Schedule A to Exhibit 10.3 identifying other identical Director Retirement agreements between The Ohio Valley Bank Company and directors of Ohio Valley Banc Corp.: Incorporated herein by reference to Exhibit 10.4 to Ohio Valley's Annual Report on Form 10-K for fiscal year ended December 31, 2009 (SEC File No. 0-20914). |
| 10.5 | The Ohio Valley Bank Company Salary Continuation agreement, dated December 28, 2007, between Jeffrey E. Smith and The Ohio Valley Bank Company: Incorporated herein by reference to Exhibit 10.5 to Ohio Valley's Annual Report on Form 10-K for fiscal year ending December 31, 2007 (SEC File No. 0-20914). |

| Exhibit Number | Exhibit Description |
|----------------|--|
| 10.6(a) | The Ohio Valley Bank Company Director Deferred Fee agreement, dated December 28, 2007, between Anna P. Barnitz and The Ohio Valley Bank Company: Incorporated herein by reference to Exhibit 10.6(a) to Ohio Valley's Annual Report on Form 10-K for fiscal year ending December 31, 2007 (SEC File No. 0-20914). |
| 10.6(b) | The Ohio Valley Bank Company Executive Deferred Compensation agreement, dated December 28, 2007, between Jeffrey E. Smith and The Ohio Valley Bank Company: Incorporated herein by reference to Exhibit 10.6(b) to Ohio Valley's Annual Report on Form 10-K for fiscal year ending December 31, 2007 (SEC File No. 0-20914). |
| 10.7(a) | Schedule A to Exhibit 10.6(a) identifying other identical Director Deferred Fee agreements between The Ohio Valley Bank Company and directors of Ohio Valley Banc Corp.: Incorporated herein by reference to Exhibit 10.7(a) to Ohio Valley's Annual Report on Form 10-K for fiscal year ended December 31, 2009 (SEC File No. 0-20914). |
| 10.7(b) | Schedule A to Exhibit 10.6(b) identifying other identical Executive Deferred Compensation agreements between The Ohio Valley Bank Company and executive officers of Ohio Valley Banc Corp.: Incorporated herein by reference to Exhibit 10.7(b) to Ohio Valley's Annual Report on Form 10-K for fiscal year ending December 31, 2007 (SEC File No. 0-20914). |
| 10.8 | Summary of Compensation for Directors and Named Executive Officers of Ohio Valley Banc Corp.: Incorporated herein by reference to Exhibit 10.8 to Ohio Valley's Annual Report on Form 10-K for fiscal year ended December 31, 2009 (SEC File No. 0-20914). |
| 10.9 | Summary of Bonus Program of Ohio Valley Banc Corp.: Incorporated herein by reference to Exhibit 10.9 to Ohio Valley's Annual Report on Form 10-K for fiscal year ended December 31, 2009 (SEC File No. 0-20914). |
| 11 | Statement regarding computation of per share earnings (included in Note A of the Notes to the Consolidated Financial Statements of this Annual Report on Form 10-K.) |
| 13 | Ohio Valley's Annual Report to Shareholders for the fiscal year ended December 31, 2009: Filed herewith. (Not deemed filed except for portions thereof specifically incorporated by reference into this Annual Report on Form 10-K.) |
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Proxy Statement for 2010 Annual Meeting of Shareholders: Incorporated herein by reference to the registrant's definitive proxy statement for the 2010 Annual Meeting of Shareholders to be filed.

| Exhibit Number | Exhibit Description |
|----------------|--|
| 21 | Subsidiaries of Ohio Valley: Incorporated herein by reference to Exhibit 21 to Ohio Valley's Annual Report on Form 10-K for fiscal year ended December 31, 2009 (SEC File No. 0-20914). |
| 23 | Consent of Crowe Horwath, LLP.: Incorporated herein by reference to Exhibit 23 to Ohio Valley's Annual Report on Form 10-K for fiscal year ended December 31, 2009 (SEC File No. 0-20914). |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification (Principal Executive Officer): Filed herewith. |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification (Principal Financial Officer): Filed herewith. |
| 32 | Section 1350 Certifications (Principal Executive Officer and Principal Accounting Officer): Filed herewith. |

