

Oak Valley Bancorp
Form 8-K
June 19, 2014

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934.**

**Date of
Report:
June 17,
2014**
(Date of
earliest
event
reported)

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

CA
(State or other jurisdiction
of incorporation)

001-34142
(Commission File Number)

26-2326676
(IRS Employer
Identification Number)

125 N. Third Ave. Oakdale, CA 95361
(Address of principal executive offices) (Zip Code)

(209)
848-2265
(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 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders held June 17, 2014, the following matters were submitted to a vote of security holders with the indicated number of votes being cast for, against or withheld, and with the indicated number of abstentions:

1. To re-elect two members and elect one new member of the Board of Directors to serve until the expiration of their three (3) year term or until their successors are duly elected and qualified.

| | Number of Votes | | |
|-------------------------|-----------------|----------|-----------|
| | For | Withheld | Non-Vote |
| Christopher M. Courtney | 3,286,165 | 30,789 | 2,656,448 |
| Michael Q. Jones | 3,300,929 | 16,025 | 2,656,448 |
| Terrance P. Withrow | 3,300,929 | 16,025 | 2,656,448 |

2. To ratify the appointment of Moss Adams, LLP as the Company's registered public accounting firm, to perform audit services for the year 2014.

| | For | Against | Abstain | Non-Vote |
|--|-----------|---------|---------|----------|
| | 5,964,851 | 17,051 | 1,500 | 0 |

Item 7.01. Regulation FD Disclosure.

Oak Valley Bancorp (“Company”) is furnishing presentation materials included as Exhibit 99.1 to this report pursuant to Item 7.01 of Form 8-K. The Company presented these materials addressing, among other things, the Company’s business strategies and financial performance, at the Company’s Annual Meeting of Shareholders on Tuesday, June 17, 2014 at 2:00 p.m. The foregoing description of information contained in the presentation is qualified by reference to such presentation materials attached as Exhibit 99.1. The Company is not undertaking to update this presentation or the information contained therein.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

This report will not be deemed an admission as to the materiality of any information herein or contained in the presentation (including Exhibit 99.1).

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements:

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

99.1 Oak Valley Bancorp presentation materials on June 17, 2014

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 hereunto duly authorized.

Dated: June 18, 2014

OAK VALLEY BANCORP

By: /s/ Richard A. McCarty
Richard A. McCarty
Executive Vice President and Chief
Financial Officer
(Principal Financial Officer and duly
authorized signatory)

Exhibit Index

Exhibit No.

Description

99.1

Oak Valley Bancorp presentation materials on June 17, 2014