

MIDDLEFIELD BANC CORP
Form 10-Q/A
December 13, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20552

FORM 10-Q/A

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the quarterly period ended June 30, 2013

Commission File Number 000-32561

Middlefield Banc Corp.
(Exact name of registrant as specified in its charter)

Ohio **34 - 1585111**
(State or other jurisdiction of incorporation (IRS Employer Identification No.)
or organization)

15985 East High Street, Middlefield, Ohio 44062-9263

(Address of principal executive offices)

(440) 632-1666

(Registrant's telephone number, including area code)

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 website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definition of “large accelerated filer”, “accelerated filer”, and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Small 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

State the number of shares outstanding of each of the issuer's classes of common equity as of the latest practicable date:

Class: Common Stock, without par value

Outstanding at August 7, 2013 : 2,021,912

EXPLANATORY NOTE

This Form 10-Q/A amendment to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2013 is being filed for the sole purpose of filing the corrected Exhibits 31.1, 31.2 and 32.

This Amendment contains the complete text of the original report in addition to the corrected Exhibits listed above. This Amendment does not reflect any events occurring subsequent to the August 7, 2013 filing date of the original Form 10-Q for the quarter ended June 30, 2012 or in any way modify or update disclosures in the original Form 10-Q for the quarter ended June 30, 2013.

MIDDLEFIELD BANC CORP.

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MIDDLEFIELD BANC CORP.

CONSOLIDATED BALANCE SHEET

(Dollar amounts in thousands)

(Unaudited)

	June 30, 2013	December 31, 2012
ASSETS		
Cash and due from banks	\$22,052	\$33,568
Federal funds sold	18,377	11,778
Cash and cash equivalents	40,429	45,346
Investment securities available for sale	179,757	194,472
Loans	412,399	408,433
Less allowance for loan losses	7,749	7,779
Net loans	404,650	400,654
Premises and equipment, net	8,583	8,670
Goodwill	4,559	4,559
Core deposit intangible	173	195
Bank-owned life insurance	8,675	8,536
Accrued interest and other assets	10,966	7,856
TOTAL ASSETS	\$657,792	\$670,288
LIABILITIES		
Deposits:		
Noninterest-bearing demand	\$83,095	\$75,912
Interest-bearing demand	58,238	63,915
Money market	77,563	81,349
Savings	180,875	175,406
Time	185,648	196,753
Total deposits	585,419	593,335
Short-term borrowings	5,407	6,538
Other borrowings	12,635	12,970
Accrued interest and other liabilities	1,781	2,008
TOTAL LIABILITIES	605,242	614,851
STOCKHOLDERS' EQUITY		
Common stock, no par value; 10,000,000 shares authorized, 2,210,822 and 2,181,763 shares issued	34,694	34,295
Retained earnings	24,780	22,485
Accumulated other comprehensive income (loss)	(190)	5,391
Treasury stock, at cost; 189,530 shares	(6,734)	(6,734)

TOTAL STOCKHOLDERS' EQUITY	52,550	55,437
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$657,792	\$670,288

See accompanying notes to unaudited consolidated financial statements.

MIDDLEFIELD BANC CORP.

CONSOLIDATED STATEMENT OF INCOME

(Dollar amounts in thousands, except per share data)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
INTEREST INCOME				
Interest and fees on loans	\$5,550	\$5,641	\$11,122	\$11,178
Interest-bearing deposits in other institutions	9	8	17	12
Federal funds sold	4	4	8	7
Investment securities:				
Taxable interest	625	791	1,299	1,706
Tax-exempt interest				