

**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 (Date of earliest event reported):** February 18, 2026

**MVB Financial Corp**

(Exact name of registrant as specified in its charter)

**West Virginia**

**001-38314**

**20-0034461**

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**301 Virginia Avenue, Fairmont, WV**

**26554-2777**

(Address of principal executive offices)

(Zip Code)

**(304) 363-4800**

(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))

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

**Title of each class**

**Trading Symbol(s)**

**Name of each exchange on which registered**

Common stock, \$1.00 par value

MVBF

The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(d) Election of Director**

On February 18, 2026, MVB Financial Corp. ("MVB" or the "Company") issued a press release announcing the appointment of Adam Famularo as a member of the Board. Mr. Famularo is a member of the Finance Committee.

Mr. Famularo brings extensive experience in financial technology and artificial intelligence to MVB's Board. Since 2021, he has served as CEO of WorkFusion, a pioneer in agentic AI for financial crime compliance.

"A visionary business leader in agentic AI and fighting financial crime, Adam Famularo will be an invaluable asset as MVB continues to grow and scale in an ever-changing financial landscape," Larry F. Mazza, CEO and President, MVB said.

Mr. Famularo also serves on the Boards of Lucidworks, DQ Labs, Inc. and First Due Size-Up. Mr. Famularo is dedicated to developing industry leading software, ensuring customer and partner success, building world-class teams and delivering great returns for customers, shareholders and investors.

Prior to WorkFusion, he served as CEO at erwin, Inc., which was acquired by Quest Software. As a co-founder of erwin, in collaboration with Parallax Capital Partners, he helped the world's largest organizations discover, manage, protect and leverage enterprise data to drive successful digital transformation.

His earlier experience includes leadership roles at Verizon, where he oversaw the enterprise partner organization world-wide, and CA Technologies, where he served as a Senior Vice President and General Manager for Cloud Computing business and Storage & Data Management business units.

Mr. Famularo is a frequent contributor to industry publications and serves on the National Advisory Council for Donorschoose.org, a charity focused on helping children succeed in the classroom. He is a graduate of Harvard Business School's General Management Program and holds a master's degree from Dowling College and a bachelor's degree from SUNY Oneonta.

Mr. Famularo does not have any transactions reportable under Item 404(a) of Regulation S-K and there were no arrangements or understandings pursuant to which Famularo was appointed as a director. Mr. Famularo will be entitled to the same compensation and benefits made available to the Company's non-employee directors generally.

A copy of the Company's press release is being furnished as Exhibit 99.1 and hereby incorporated by reference.

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**Item 7.01. Regulation FD Disclosure.**

On February 18, 2026, the Company issued a press release announcing the naming of current director, Dr. Kelly R. Nelson, as Board Chairman, effective February 17, 2026.

Dr. Nelson, who has been a member of the Board since 2004, replaces retiring Chairman W. Marston “Marty” Becker. Dr. Nelson currently is Chairman of the Risk & Compliance Committee and a member of the Audit Committee and Nominating & Corporate Governance Committee.

"Dr. Nelson brings a combination of medical expertise, business acumen and deep community commitment to his new role as Chairman," said Larry F. Mazza, CEO and President, MVB. "His experience makes him uniquely suited for this leadership role. Dr. Nelson previously chaired MVB’s Board Risk and Compliance Committee, directly supervising these functions for the Bank and helping our enterprise rise to the next level. In addition, Dr. Nelson assisted MedExpress urgent care scale to national prominence."

Dr. Nelson is a physician in Bridgeport, W.Va., and is affiliated with United Hospital Center. He was formerly Senior Vice President of MedExpress Urgent Care, and for the prior 27 years, the Medical Director for Medbrook Medical Associates. He is extremely active in community organizations and is currently President and Board member of the Medbrook Children’s Charity. He is a graduate of Auburn University with a Bachelor of Science degree in Biology and the University of Alabama, School of Medicine.

**Item 7.01. Regulation FD Disclosure.**

On February 18, 2026, MVB Financial Corp. issued a press release announcing that its Board of Directors has declared a quarterly cash dividend of \$0.17 per share to shareholders of record on March 1, 2026, payable March 15, 2026.

This is the first quarterly dividend for 2026, maintaining the dividend declared in the previous quarter.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

[99.1](#) Press release of MVB Financial Corp. dated February 18, 2026

[99.2](#) Press release of MVB Financial Corp. dated February 18, 2026

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## 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.

**MVB Financial Corp.**

By: /s/ Michael R. Sumbs

Michael R. Sumbs

Executive Vice President and Chief Financial Officer

Date: February 18, 2026



## **MEDIA CONTACT**

**Amy Baker**

VP, Corporate Communications and Marketing

MVB Bank

[abaker@mvpbanking.com](mailto:abaker@mvpbanking.com)

(844) 682-2265

## **INVESTOR RELATIONS**

**Marcie Lipscomb**

[mlipscomb@mvpbanking.com](mailto:mlipscomb@mvpbanking.com)

(844) 682-2265

# **MVB Financial Names Dr. Kelly Nelson Chairman of the Board of Directors; Appoints Adam Famularo New Director**

FAIRMONT, W.Va. (February 18, 2026) – The Board of Directors of MVB Financial Corp. (“MVBF” or “MVB Financial”) (Nasdaq: MVBF), today announced that Dr. Kelly R. Nelson has been named Chairman of the Board and announced the appointment of Adam Famularo as a Member of the Board, effective February 17, 2026.

### **Dr. Nelson Assumes Chairman Role**

Dr. Nelson, who has been a member of the Board since 2004, replaces retiring Chairman W. Marston “Marty” Becker.

"Dr. Nelson brings a combination of medical expertise, business acumen and deep community commitment to his new role as Chairman," said Larry F. Mazza, CEO and President, MVB Financial. "His experience makes him uniquely suited for this leadership role. Dr. Nelson previously chaired MVB's Board Risk and Compliance Committee, directly supervising these functions for the Bank and helping our enterprise rise to the next level. In addition, Dr. Nelson assisted MedExpress urgent care scale to national prominence."

Dr. Nelson is a physician in Bridgeport, W.Va., and is affiliated with United Hospital Center. He was formerly Senior Vice President of MedExpress Urgent Care, and for the prior 27 years, the Medical Director for Medbrook Medical Associates. He is extremely active in community organizations and is currently President and Board member of the Medbrook Children's Charity. He is a graduate of Auburn University with a Bachelor of Science degree in Biology and the University of Alabama, School of Medicine.

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### **Adam Famularo Joins Board of Directors**

Famularo brings extensive experience in financial technology and artificial intelligence to MVB's Board. Since 2021, he has served as CEO of WorkFusion, a pioneer in agentic AI for financial crime compliance.

“A visionary business leader in agentic AI and fighting financial crime, Adam Famularo will be an invaluable asset as MVB continues to grow and scale in an ever-changing financial landscape,” Mazza said.

Famularo also serves on the Boards of Lucidworks, DQ Labs, Inc. and First Due Size-Up. Famularo is dedicated to developing industry leading software, ensuring customer and partner success, building world-class teams and delivering great returns for customers, shareholders and investors.

Prior to WorkFusion, he served as CEO at erwin, Inc., which was acquired by Quest Software. As a co-founder of erwin, in collaboration with Parallax Capital Partners, he helped the world's largest organizations discover, manage, protect and leverage enterprise data to drive successful digital transformation.

His earlier experience includes leadership roles at Verizon, where he oversaw the enterprise partner organization world-wide, and CA Technologies, where he served as a Senior Vice President and General Manager for Cloud Computing business and Storage & Data Management business units.

Famularo is a frequent contributor to industry publications and serves on the National Advisory Council for Donorschoose.org, a charity focused on helping children succeed in the classroom. He is a graduate of Harvard Business School's General Management Program and holds a master's degree from Dowling College and a bachelor's degree from SUNY Oneonta.

### **About MVB Financial Corp.**

MVB Financial Corp., the holding company of MVB Bank, Inc., is publicly traded on The Nasdaq Capital Market® under the ticker “MVBF.” Nasdaq is a leading global provider of trading, clearing, exchange technology, listing, information and public company services. Through its subsidiary, MVB Bank, Inc., and the Bank's subsidiaries, the Company provides financial services to individuals and corporate clients in the Mid-Atlantic region and beyond. For more information about MVB, please visit <http://ir.mvbbanking.com>.

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## **Forward-looking Statements**

MVB Financial Corp. has made forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, in this earnings release that are intended to be covered by the protections provided under the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current expectations about the future and subject to risks and uncertainties. Forward-looking statements include, without limitation, information concerning possible or assumed future results of operations of the Company and its subsidiaries. Forward-looking statements can be identified by the use of words such as “may,” “could,” “should,” “would,” “will,” “plans,” “believes,” “estimates,” “expects,” “anticipates,” “intends,” “continues,” or the negative of those terms or similar expressions. Note that many factors could affect the future financial results of the Company and its subsidiaries, both individually and collectively, and could cause those results to differ materially from those expressed in forward-looking statements. Therefore, undue reliance should not be placed upon any forward-looking statements. Those factors include but are not limited to: market, economic, operational, liquidity, and credit risk; changes in market interest rates; inability to successfully execute business plans, including strategies related to investments in financial technology companies; competition; unforeseen events, such as pandemics or natural disasters, and any governmental or societal responses thereto, changes in economic, business, and political conditions; changes in demand for loan products and deposit flow; changes in deposit classifications, operational risks and risk management failures; and government regulation and supervision. Additional factors that may cause actual results to differ materially from those described in the forward-looking statements can be found in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, as well as its other filings with the SEC, which are available on the SEC’s website at [www.sec.gov](http://www.sec.gov). Except as required by law, the Company disclaims any obligation to update, revise, or correct any forward-looking statements.

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## **MEDIA CONTACT**

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## **INVESTOR RELATIONS**

**Marcie Lipscomb**  
[mlipscomb@mvbbanking.com](mailto:mlipscomb@mvbbanking.com)  
(844) 682-2265

# **MVB Financial Corp. Declares First Quarter 2026 Dividend**

FAIRMONT, W.Va. (February 18, 2026) – MVB Financial Corp. (NASDAQ: MVBF) (“MVB” or the “Company”) today announced that its Board of Directors has declared a quarterly cash dividend of \$0.17 per share, consistent with the previous quarter’s dividend. The dividend is payable on March 15, 2026, for shareholders of record as of March 1, 2026. This is the first quarterly dividend for 2026.

“With strong momentum building across our entire business platform, MVB delivered solid fourth quarter results to close out a successful 2025. We’re executing on our strategic initiatives and building toward enhanced profitability that positions us well for 2026 and beyond,” said Larry F. Mazza, Chief Executive Officer, MVB Financial.

### **About MVB Financial Corp.**

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## **Forward-looking Statements**

MVB Financial has made forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, in this press release that are intended to be covered by the protections provided under the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current expectations about the future and are subject to risks and uncertainties. Forward-looking statements include, without limitation, information concerning possible or assumed future results of operations of the Company and its subsidiaries. Forward-looking statements can be identified by the use of words such as “may,” “could,” “should,” “would,” “will,” “plans,” “believes,” “estimates,” “expects,” “anticipates,” “intends,” “continues” or the negative of those terms or similar expressions. Note that many factors could affect the future financial results of the Company and its subsidiaries, both individually and collectively, and could cause those results to differ materially from those expressed in forward-looking statements. Therefore, undue reliance should not be placed upon any forward-looking statements. Those factors include but are not limited to: market, economic, operational, liquidity and credit risk; changes in market interest rates; inability to successfully execute business plans, including strategies related to investments in Fintech companies; competition; unforeseen events, such as pandemics or natural disasters, and any governmental or societal responses thereto; changes in economic, business and political conditions, including, without limitation, the imposition of international trade policies and any retaliatory responses thereto; changes in demand for loan products and deposit flow; changes in deposit classifications; operational risks and risk management failures; and government regulation and supervision. Additional factors that may cause actual results to differ materially from those described in the forward-looking statements can be found in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, as well as its other filings with the Securities and Exchange Commission (“SEC”), which are available on the SEC’s website at [www.sec.gov](http://www.sec.gov). Except as required by law, the Company disclaims any obligation to update, revise or correct any forward-looking statements.

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