

Village Bank & Trust Financial Corp.  
Form 8-K  
May 24, 2012

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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): May 22, 2012

VILLAGE BANK AND TRUST FINANCIAL CORP.  
(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
of incorporation)

0-50765  
(Commission File Number)

16-1694602  
(IRS Employer  
Identification No.)

15521 Midlothian Turnpike  
Midlothian, Virginia  
(Address of principal executive offices)

23113  
(Zip Code)

Registrant's telephone number, including area code: (804) 897-3900

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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

Village Bank and Trust Financial Corp. (the “Company”) held its 2012 Annual Meeting of Shareholders on May 22, 2012 at the Village Bank at Watkins Centre, 15521 Midlothian Turnpike, Midlothian, Virginia (the “Annual Meeting”). A quorum of shares was present at the Annual Meeting, consisting of a total of 3,318,545 shares. At the Annual Meeting, the shareholders of the Company elected four directors to serve for three-year terms, approved an advisory vote on the Company’s executive compensation and ratified the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for 2012. The voting results for each proposal were as follows:

Proposal 1

To elect four directors for a term of three years each:

|                          | For       | Withheld | Broker<br>Non-Vote |
|--------------------------|-----------|----------|--------------------|
| Donald J. Balzer, Jr.    | 1,519,565 | 173,113  | 1,625,867          |
| Michael A. Katzen        | 1,502,142 | 190,536  | 1,625,867          |
| Michael L. Toalson       | 1,511,065 | 181,613  | 1,625,867          |
| O. Woodland Hogg,<br>Jr. | 1,514,465 | 178,213  | 1,625,867          |

Proposal 2

To approve, in an advisory (non-binding) vote, the executive compensation disclosed in the Proxy Statement:

| For       | Against | Abstain | Broker<br>Non-Vote |
|-----------|---------|---------|--------------------|
| 1,329,230 | 295,891 | 67,557  | 1,625,867          |

Proposal 3

To ratify the appointment of BDO USA, LLP, as the Company’s independent registered public accounting firm for 2012:

| For       | Against | Abstain |
|-----------|---------|---------|
| 3,250,265 | 36,377  | 31,903  |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VILLAGE BANK AND TRUST FINANCIAL CORP.  
(Registrant)

Date: May 24, 2012

By: /s/ C. Harril Whitehurst, Jr.  
C. Harril Whitehurst, Jr.  
Senior Vice President and CFO