

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 September 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 November 5, 2013 : 2,026,578

**EXPLANATORY NOTE**

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

This Form 10-Q/A continues to speak as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update any other disclosures made in the Form 10-Q.

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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 thereunto duly authorized.

MIDDLEFIELD BANC CORP.  
(Registrant)

December 13, 2013 /s/ Thomas G. Caldwell  
Thomas G. Caldwell  
President and Chief Executive Officer

December 13, 2013 /s/ Donald L. Stacy  
Donald L. Stacy  
Principal Financial and Accounting Officer