

MIDDLEFIELD BANC CORP  
Form S-3DPOS  
September 13, 2012

As filed with the Securities and Exchange Commission on September 13, 2012

Registration No. 333-183497

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-3/POS**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**MIDDLEFIELD BANC CORP.**

(Exact name of registrant as specified in its charter)

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**Ohio**  
(State or other jurisdiction of  
incorporation or organization)

**34-1585111**  
(I.R.S. Employer  
Identification Number)

**15985 East High Street**

**Middlefield, Ohio 44062-0035**

**(440) 632-1666**

(Address, including zip code, and telephone number, including area code of registrant's principal executive offices)

**James R. Heslop, II**

**Executive Vice President/COO**

**Middlefield Banc Corp.**

**15985 East High Street**

**Middlefield, Ohio 44062-0035**

**(440) 632-1666**

(Name, address, including zip code, and telephone

number, including area code, of agent for service)

*With a copy to:*

**Francis X. Grady, Esq.**

**Grady & Associates**

**20950 Center Ridge Road, Suite 100**

**Rocky River, Ohio 44116-4307**

**(440) 356-7255**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

No additional securities are being registered. Registration fees were paid with the original filing of Registration Statement No. 333-183497 on August 23, 2012. No additional registration fees are required.

**EXPLANATORY NOTE**

The sole purpose of this Post-Effective Amendment No. 1 to the Form S-3 Registration Statement filed by Middlefield Banc Corp. with the SEC on August 23, 2012 [SEC File Number 333-183497] is to add the letter to stockholders as exhibit 99.2.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>	<b>Location</b>
4.1	Instruments defining the rights of security holders: Articles of Incorporation	incorporated by reference to Exhibit 3.1 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2005, filed on March 29, 2006
4.2	Instruments defining the rights of security holders: Code of Regulations	Incorporated by reference to Exhibit 3.2 of Middlefield Banc Corp. s registration statement on Form 10 filed on April 17, 2001
5	Opinion regarding legality	previously filed
23.1	Consent of counsel	included in Exhibit 5
23.2	Consent of independent auditor	filed herewith
24	Power of Attorney	included on signature page of this registration statement on Form S-3
99.1	Authorization Card	previously filed
99.2	Letter to Stockholders	filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Post-Effective Amendment No. 1 to Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Middlefield, State of Ohio, on September 13, 2012.

**MIDDLEFIELD BANC CORP.**  
(Registrant)

By: /s/ Thomas G. Caldwell  
Thomas G. Caldwell  
President & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Thomas G. Caldwell  
Thomas G. Caldwell  
President, Chief Executive Officer, and Director  
September 13, 2012

/s/ Donald L. Stacy  
Donald L. Stacy, Treasurer and Chief Financial Officer  
(Principal accounting and financial officer)  
September 13, 2012

/s/ Richard T. Coyne \*  
September 13, 2012

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Richard T. Coyne, Chairman of the Board  
and Director

/s/ James R. Heslop, II  
James R. Heslop, Director, Executive Vice President  
and Chief Operating Officer

September 13, 2012

/s/ Eric W. Hummel \*  
Eric W. Hummel, Director

September 13, 2012

/s/ Kenneth E. Jones \* September 13, 2012  
Kenneth E. Jones, Director

/s/ James J. McCaskey \* September 13, 2012  
James J. McCaskey, Director

/s/ William J. Skidmore \* September 13, 2012  
William J. Skidmore, Director

/s/ Robert W. Toth \* September 13, 2012  
Robert W. Toth, Director

/s/ Carolyn J. Turk \* September 13, 2012  
Carolyn J. Turk, Director

By: \* /s/ Thomas G. Caldwell  
Thomas G. Caldwell  
Attorney-in-Fact  
Date: September 13, 2012

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>	<b>Location</b>
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99.2	Letter to Stockholders	filed herewith