

Village Bank & Trust Financial Corp.  
Form DEFA14A  
April 09, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**VILLAGE BANK AND TRUST FINANCIAL CORP.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined:)

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

[www.envisionreports.com/VBFC](http://www.envisionreports.com/VBFC) Step 1: Go to [www.envisionreports.com/VBFC](http://www.envisionreports.com/VBFC) to view the materials. Step 2: Click on Cast Your Vote or Request Materials. Step 3: Follow the instructions on the screen to log in. Vote by Internet • Go to [www.envisionreports.com/VBFC](http://www.envisionreports.com/VBFC) • Or scan the QR code with your smartphone • Follow the steps outlined on the secure website Shareholder Meeting Notice 02S68D + + Important Notice Regarding the Availability of Proxy Materials for the Village Bank and Trust Financial Corp. Annual Meeting to be Held on May 22, 2018 Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important! This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement, form of proxy and annual report to shareholders are available at: Easy Online Access — A Convenient Way to View Proxy Materials and Vote When you go online to view materials, you can also vote your shares. Step 4: Make your selection as instructed on each screen to select delivery preferences and vote. When you go online, you can also help the environment by consenting to receive electronic delivery of future materials. Obtaining a Copy of the Proxy Materials – If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before May 15, 2017 to facilitate timely delivery. . IMPORTANT ANNUAL MEETING INFORMATION 2 N O T

Here's how to order a copy of the proxy materials and select a future delivery preference: Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below. Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials. PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials. g Internet – Go to [www.envisionreports.com/VBFC](http://www.envisionreports.com/VBFC). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials. g Telephone – Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings. g Email – Send email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with “Proxy Materials Village Bank and Trust Financial Corp.” in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings. To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by May 15, 2017. Directions to the Village Bank and Trust Financial Corp. 2018 Annual Meeting are available in the Proxy Statement, which can be viewed at [www.envisionreports.com/VBFC](http://www.envisionreports.com/VBFC). Directions to the Village Bank and Trust Financial Corp. 2018 Annual Meeting . Shareholder Meeting Notice The Village Bank and Trust Financial Corp. Annual Meeting of Shareholders will be held on May 22, 2018 at Salisbury Country Club, 13620 W. Salisbury Rd., Midlothian, VA, 23113, at 10:00 a.m. Eastern Time. Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations. The Board of Directors recommends a vote FOR all the nominees listed in Proposal 1, FOR Proposal 2, FOR “One Year” in Proposal 3, and FOR Proposal 4. 1. To elect as directors for terms expiring in 2021: Frank E. Jenkins, Jr. Michael A. Katzen Kenneth R. Lehman Michael L. Toalson To elect as director for term expiring in 2019: Devon M. Henry 2. To approve the following advisory (non-binding) resolution: RESOLVED, that the shareholders of the Company approve the compensation of executive officers as disclosed in the proxy statement pursuant to the rules of the Securities and Exchange Commission. 3. To approve, in an advisory (non-binding) vote, whether an advisory vote on executive compensation should be held every one, two or three years. 4. To ratify the appointment of Yount, Hyde & Barbour, P.C. as Village Bank and Trust Financial Corp.'s independent registered public accounting firm for the fiscal year ending December 31, 2018. PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. 02S68D