

FEDERAL DEPOSIT INSURANCE CORPORATION
Washington, D.C. 20429

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

CARTER BANK & TRUST

(Exact name of registrant as specified in its charter)

<u>Virginia</u> (State or other jurisdiction of incorporation or organization)	<u>20-5539935</u> (I.R.S. Employer Identification No.)
<u>1300 Kings Mountain Road Martinsville, Virginia</u> (Address of principal executive offices)	<u>24112</u> (Zip Code)

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

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Common Stock, \$1.00 par value per share	The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: n/a

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

n/a
(Title of class)

EXPLANATORY NOTE

This registration statement on Form 8-A is filed by Carter Bank & Trust, a Virginia corporation (the Bank), with the Federal Deposit Insurance Corporation in connection with the registration of the common stock, \$1.00 par value per share (the Common Stock), of the Bank under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), in connection with the transfer of the Common Stock from quotation on the OTCQX Market to listing on The Nasdaq Stock Market LLC.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The Bank is authorized to issue 100,000,000 shares of Common Stock, 26,308,087 of which were outstanding on March 22, 2019.

Holders of the Common Stock are entitled to receive dividends if, as and when declared by the Bank's board of directors. Holders of the Common Stock are entitled to one vote per share on each matter submitted to a vote of shareholders. A majority of the outstanding shares of Common Stock of the Bank entitled to vote constitutes a quorum for a meeting of shareholders. If a quorum exists, action on a matter, other than the election of directors, is approved if the votes cast in favor of the matter exceed the votes opposing the matter, unless Virginia law or the Bank's articles of incorporation require a greater number of affirmative votes. The Bank's articles of incorporation and bylaws provide for a single class of directors to be elected annually. Directors are elected by a plurality of the votes cast at a meeting at which a quorum exists. There are no cumulative voting rights in the election of directors.

Unless otherwise provided for in the Bank's articles of incorporation, the Bank's shareholders have no preemptive rights to purchase additional shares of its Common Stock in order to preserve their proportionate ownership interest in the Bank if the Bank issues shares that might dilute the ownership interests of existing shareholders. Holders of the Common Stock have no conversion or redemption rights.

Except as limited by Virginia law or the Bank's articles of incorporation, the Bank's bylaws vest the power to amend the bylaws in the board of directors by a majority vote of the total number of directors.

Virginia law contains business combination statutes that protect domestic corporations from hostile takeovers, and from actions following such a takeover, by restricting the voting rights of shares acquired by a person who has gained a significant holding in the corporation. The Bank's articles of incorporation and bylaws are silent with respect to these business combination statutes and, therefore, the laws of Virginia apply.

In the event of any liquidation, dissolution or winding up of the Bank, the holders of the Common Stock will be entitled to receive, in cash or in kind, the assets of the Bank available for distribution remaining after payment or provision for payment of the Bank's debts and liabilities.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Bank are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CARTER BANK & TRUST

(registrant)

Date: March 22, 2019

By: /s/ Wendy S. Bell
Wendy S. Bell
Executive Vice President &
Chief Financial Officer