

OLD POINT FINANCIAL CORP
Form SC 13D/A
March 21, 2016

CUSIP No. 680194107

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
Amendment No. 2

Under the Securities Exchange Act of 1934

OLD POINT FINANCIAL CORPORATION
(Name of Issuer)

Common Stock, \$5.00 par value
(Title of Class of Securities)

680194107
(CUSIP Number)

Mr. Richard J. Lashley
PL Capital, LLC
67 Park Place East
Suite 675
Morristown, NJ 07960
(973) 539-5400

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

- with copies to -

Phillip M. Goldberg	Peter D. Fetzer
Foley & Lardner LLP	Foley & Lardner LLP
321 North Clark Street	777 East Wisconsin
Suite 2800	Avenue
Chicago,	Suite 3800
IL 60654-5313	Milwaukee,
(312) 832-4549	WI 53202-5306
	(414) 297-5596

March 16, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

CUSIP No. 680194107

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1 NAME OF REPORTING PERSON
 PL Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		231,092	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		231,092	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 231,092

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES T

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 4.7%

14 TYPE OF REPORTING PERSON
 OO

1 NAME OF REPORTING PERSON
 Financial Edge Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		141,669	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		141,669	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 141,669

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES T

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 2.9%

14 TYPE OF REPORTING PERSON
 PN

1 NAME OF REPORTING PERSON
 Financial Edge—Strategic Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER	
			0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER	
EACH			64,211
REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
			0
WITH	10	SHARED DISPOSITIVE POWER	
			64,211

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 64,211

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES T

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 1.3%

14 TYPE OF REPORTING PERSON
 PN

1 NAME OF REPORTING PERSON
 PL Capital/Focused Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		25,212	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		25,212	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 25,212

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES T

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.5%

14 TYPE OF REPORTING PERSON
 PN

1 NAME OF REPORTING PERSON
 Goodbody/PL Capital, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		71,570	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		71,570	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 71,570

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES T

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 1.4%

14 TYPE OF REPORTING PERSON
 PN

1 NAME OF REPORTING PERSON
 Goodbody/PL Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER	
			0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER	
EACH			71,570
REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
WITH			0
	10	SHARED DISPOSITIVE POWER	
			71,570

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 71,570

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES T

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 1.4%

14 TYPE OF REPORTING PERSON
 OO

1 NAME OF REPORTING PERSON
 PL Capital Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER	
			0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER	
EACH			302,662
REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
WITH			0
	10	SHARED DISPOSITIVE POWER	
			302,662

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 302,662

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES T

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 6.1%

14 TYPE OF REPORTING PERSON
 OO

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1 NAME OF REPORTING PERSON
John W. Palmer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		302,662	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		302,662	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
302,662

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES T

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.1%

14 TYPE OF REPORTING PERSON
IN

1 NAME OF REPORTING PERSON
Richard J. Lashley

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		302,662	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		302,662	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
302,662

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES T

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.1%

14 TYPE OF REPORTING PERSON
IN

1 NAME OF REPORTING PERSON
 William F. Keefe

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
 (b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £
 ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER	
SHARES		2,000	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		0	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		2,000	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
 PERSON
 2,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES T
 CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 <0.1%

14 TYPE OF REPORTING PERSON
 IN

Item 1. Security and Issuer

This amended Schedule 13D relates to the common stock, \$5.00 par value (“Common Stock”), of Old Point Financial Corporation (the “Company” or “Old Point”). The address of the principal executive offices of the Company is 1 West Mellen Street, Hampton, VA 23663.

Item 2. Identity and Background

This amended Schedule 13D is being filed jointly by the parties identified below.

By virtue of William Keefe agreeing to serve as a nominee for election to the Company’s Board of Directors in connection with the nomination of a director candidate by the PL Capital Group (as defined below), William Keefe may be deemed to constitute a “group” with the PL Capital Group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Mr. Keefe expressly disclaims beneficial ownership of Common Stock held by the PL Capital Group. The Common Stock reported herein as being beneficially owned by Mr. Keefe does not include any Common Stock held by any member of the PL Capital Group.

The Common Stock beneficially owned by Mr. Keefe is held by him as an individual. The Common Stock reported herein as being beneficially owned by Mr. Keefe does not include any Common Stock held by the PL Capital Group.

The parties identified in the list below constitute the “PL Capital Group.” The PL Capital Group expressly disclaims beneficial ownership of Common Stock held by Mr. Keefe. The Common Stock reported herein as being beneficially owned by the PL Capital Group does not include any Common Stock held by Mr. Keefe.

Financial Edge Fund, L.P., a Delaware limited partnership (“Financial Edge Fund”);

Financial Edge-Strategic Fund, L.P., a Delaware limited partnership (“Financial Edge Strategic”);

PL Capital/Focused Fund, L.P., a Delaware limited partnership (“Focused Fund”);

PL Capital, LLC, a Delaware limited liability company (“PL Capital”) and General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund;

PL Capital Advisors, LLC, a Delaware limited liability company (“PL Capital Advisors”), and the investment advisor to Financial Edge Fund, Financial Edge Strategic, Goodbody/PL Capital, L.P. and Focused Fund;

Goodbody/PL Capital, L.P., a Delaware limited partnership (“Goodbody/PL LP”);

Goodbody/PL Capital, LLC (“Goodbody/PL LLC”), a Delaware limited liability company and General Partner of Goodbody/PL LP;

John W. Palmer and Richard J. Lashley, as Managing Members of PL Capital, PL Capital Advisors and Goodbody/PL LLC.

The joint filing agreement of William Keefe and the PL Capital Group is attached as Exhibit 1 to Amendment No. 1 to this Schedule 13D, as filed with the Securities and Exchange Commission on December 31, 2015.

(a)-(c) The Common Stock beneficially owned by Mr. Keefe is held by him as an individual. Mr. Keefe is a managing director at McRae Capital Management, Inc., a registered investment advisor.

The business address of Mr. Keefe is c/o McRae Capital Management, Inc., 230 Madison Ave, Morristown, NJ 07960.

(a)-(c) This statement is filed by Mr. John W. Palmer and Mr. Richard J. Lashley, with respect to the shares of Common Stock beneficially owned by them, as follows:

- (1) shares of Common Stock held in the name of Financial Edge Fund, Financial Edge Strategic, and Focused Fund, in Mr. Palmer’s and Mr. Lashley’s capacity as Managing Members of (A) PL Capital: the General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund and (B) PL Capital Advisors: the investment advisor for Financial Edge Fund, Financial Edge Strategic and Focused Fund;
- (2) shares of Common Stock held in the name of Goodbody/PL LP, in Mr. Palmer’s and Mr. Lashley’s capacity as Managing Members of (A) Goodbody/PL LLC: the General Partner of Goodbody/PL LP; and (B) PL Capital Advisors: the investment advisor for Goodbody/PL LP;

The business address of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, PL Capital Advisors, Goodbody/PL LP, Goodbody/PL LLC, Mr. Palmer and Mr. Lashley is: c/o PL Capital, 47 E. Chicago Avenue, Suite 328, Naperville, Illinois 60540. Each of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, Goodbody/PL LP, PL Capital Advisors and Goodbody/PL LLC are engaged in various interests, including investments. The principal employment of Messrs. Palmer and Lashley is investment management with each of PL Capital, PL Capital Advisors, Goodbody/PL LLC, and PL Capital Plus, LLC.

(d) During the past five years, no member of the PL Capital Group or Mr. Keefe have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, no member of the PL Capital Group or Mr. Keefe have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) Mr. Keefe and all of the individuals who are members of the PL Capital Group are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration

In aggregate, the PL Capital Group owns 302,662 shares of Common Stock of the Company acquired at an aggregate cost of \$4,032,063.

From time to time, members of the PL Capital Group may purchase Common Stock on margin provided by BTIG, LLC. ("BTIG") on such firms' usual terms and conditions. All or part of the shares of Common Stock owned by members of the PL Capital Group may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such entities to members of the PL Capital Group. Such loans, if any, generally bear interest at a rate based upon the federal funds rate plus a margin. Such indebtedness, if any, may be refinanced with other banks or broker-dealers. As of the date of this filing, Financial Edge Fund, Financial Edge Strategic, Focused Fund, and Goodbody/PL LP each have margin or other loans outstanding secured by Common Stock.

The amount of funds expended by Financial Edge Fund to acquire the 141,669 shares of Common Stock it holds in its name is \$1,825,115. Such funds were provided from Financial Edge Fund's available capital and from time to time by margin loans provided by BTIG.

The amount of funds expended by Financial Edge Strategic to acquire the 64,211 shares of Common Stock it holds in its name is \$842,187. Such funds were provided from Financial Edge Strategic's available capital and from time to time by margin loans provided by BTIG.

The amount of funds expended by Focused Fund to acquire the 25,212 shares of Common Stock it holds in its name is \$336,307. Such funds were provided from Focused Fund's available capital and from time to time by margin loans provided by BTIG.

The amount of funds expended by Goodbody/PL LP to acquire the 71,570 shares of Common Stock it holds in its name is \$1,028,454. Such funds were provided from Goodbody/PL LP's available capital and from time to time by margin loans provided by BTIG.

In aggregate, Mr. Keefe owns 2,000 shares of Common Stock of the Company acquired at an aggregate cost of \$36,333.

The amount of funds expended by Mr. William Keefe to acquire the 2,000 shares of Common Stock he holds in his name is \$36,333. Such funds were provided from Mr. Keefe's personal funds.

As of the date of this filing, Mr. Keefe does not have any margin loans outstanding secured by Common Stock.

Item 4. Purpose of Transaction

This is the PL Capital Group's second amendment to its initial Schedule 13D filing. In the aggregate, the PL Capital Group owns 6.1% of the Company's Common Stock, based upon the Company's aggregate outstanding shares as of March 8, 2016. The PL Capital Group acquired the Common Stock because it believes the Common Stock is undervalued.

Pursuant to a Settlement Agreement (the "Agreement") dated March 16, 2016, the Company agreed, among other things, to nominate Mr. William Keefe to the Board of Directors of the Company at the Company's 2016 Annual Stockholder Meeting, and the PL Capital Group and Mr. Keefe agreed, among other things, to withdraw their nomination of Mr. Keefe at the 2016 Annual Stockholders Meeting and to vote their shares in favor of the Company's nominees at the 2016 and 2017 Annual Stockholders Meetings. A copy of the Agreement is attached hereto as Exhibit 3.

As previously reported, on December 30, 2015, Mr. Lashley submitted notice to Old Point of his intent to nominate Mr. Keefe as a nominee for election as director, on the WHITE proxy card, at the Company's 2016 Annual Stockholders Meeting. A copy of the nomination letter is attached as Exhibit 2 to Amendment No. 1 to this Schedule 13D, as filed with the Securities and Exchange Commission on December 31, 2015.

Members of the PL Capital Group and Mr. Keefe may make further purchases of shares of Common Stock, although neither the PL Capital Group nor Mr. Keefe have any present intention of increasing their aggregate holdings above 9.99% of the Company's aggregate outstanding Common Stock. Members of the PL Capital Group and Mr. Keefe may dispose of any or all the shares of Common Stock held by them.

To the extent the actions described herein may be deemed to constitute influencing, or seeking to influence, the control of the Company for purposes of the Exchange Act and the regulations thereunder, the PL Capital Group and Mr. Keefe have such a purpose. Except as noted in this Schedule 13D, no member of the PL Capital Group or Mr. Keefe has any plans or proposals, which relate to, or would result in, any change in control of the Company or any of the matters referred to in paragraphs (b) through (j), inclusive of Item (4) of Schedule 13D. Such individuals may, at any time and from time to time, review or reconsider their positions and formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Company

The percentages used in this Schedule 13D are calculated based upon the number of outstanding shares of Common Stock, 4,959,009, reported as the number of outstanding shares as of March 8, 2016, in the Company's Annual Report on Form 10-K filed with the SEC on March 11, 2016.

The PL Capital Group has made no transactions in the Common Stock within the past 60 days of the date of this filing, as noted below:

(A) Financial Edge Fund

(a)-(b) See cover page.

(c) Financial Edge Fund made has made no purchases or sales of Common Stock within the past 60 days of the date of this filing:

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Financial Edge Fund, they have the power to direct the affairs of Financial Edge Fund, including the voting and disposition of shares of Common Stock held in the name of Financial Edge Fund. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Financial Edge Fund. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and disposition power with Financial Edge Fund with regard to those shares of Common Stock.

(B) Financial Edge Strategic

(a)-(b) See cover page.

(c) Financial Edge Strategic has made no purchases or sales of Common Stock within the past 60 days of the date of this filing:

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Financial Edge Strategic, they have the power to direct the affairs of Financial Edge Strategic, including the voting and disposition of shares of Common Stock held in the name of Financial Edge Strategic. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Financial Edge Strategic. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and disposition power with Financial Edge Strategic with regard to those shares of Common Stock.

(C) Focused Fund

(a)-(b) See cover page.

(c) Focused Fund has made no purchases or sales of Common Stock within the past 60 days of the date of this filing:

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Focused Fund, they have the power to direct the affairs of Focused Fund, including the voting and disposition of shares of Common Stock held in the name of Focused Fund. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Focused Fund. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and dispositive power with Focused Fund with regard to those shares of Common Stock.

(D) Goodbody/PL LP

(a)-(b) See cover page.

(c) Goodbody/PL LP has made no purchases or sales of Common Stock within the past 60 days of the date of this filing:

(d) Goodbody/PL LLC is the general partner of Goodbody/PL LP. Because Messrs. Palmer and Lashley are the Managing Members of Goodbody/PL LLC, they have the power to direct the affairs of Goodbody/PL LP. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Goodbody/PL LP. Therefore, Goodbody/PL LLC may be deemed to share with Messrs. Palmer and Lashley voting and disposition power with regard to the shares of Common Stock held by Goodbody/PL LP.

(E) PL Capital

(a)-(b) See cover page.

(c) PL Capital has made no purchases or sales of Common Stock directly.

(d) PL Capital is the general partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund. Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, they have the power to direct the affairs of PL Capital. Therefore, PL Capital may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic and Focused Fund.

(F) PL Capital Advisors

(a)-(b) See cover page.

(c) PL Capital Advisors has made no purchases or sales of Common Stock directly.

(d) PL Capital Advisors is the investment advisor to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP. Because they are the Managing Members of PL Capital Advisors, Mr. Palmer and Mr. Lashley have the power to direct the affairs of PL Capital Advisors. Therefore, PL Capital Advisors may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP.

(G) Goodbody/PL LLC

(a)-(b) See cover page.

(c) Goodbody/PL LLC has made no purchases or sales of Common Stock directly.

(d) Goodbody/PL LLC is the general partner of Goodbody/PL LP. Because Messrs. Palmer and Lashley are the Managing Members of Goodbody/PL LLC, they have the power to direct the affairs of Goodbody/PL LLC. Therefore, Goodbody/PL LLC may be deemed to share with Messrs. Palmer and Lashley voting and disposition power with regard to the shares of Common Stock held by Goodbody/PL LP.

(H) Mr. John W. Palmer

(a)-(b) See cover page.

(c) Mr. Palmer did not purchase or sell any shares of Common Stock directly.

(I) Richard J. Lashley

(a)-(b) See cover page.

(c) Mr. Lashley did not purchase or sell any shares of Common Stock directly.

Mr. Keefe made transactions in the Common Stock within the past 60 days as noted below:

(a)-(b) See cover page.

(c) William Keefe made the following purchases and no sales of Common Stock in the past 60 days:

Date	Number of Shares Purchased	Price per Share	Where and How Transaction Effected
1/08/16	242	\$18.38	Open Market Purchase

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Company.

With respect to Financial Edge Fund, Financial Edge Strategic and Focused Fund, PL Capital is entitled to an allocation of a portion of profits, if any. With respect to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP, PL Capital Advisors is entitled to a management fee based upon a percentage of total capital. With respect to Goodbody/PL LP, Goodbody/PL LLC is entitled to an allocation of a portion of profits, if any.

Mr. Keefe has agreements with the limited partnerships and companies managed and advised by PL Capital, LLC, Goodbody/PL Capital, LLC and PL Capital Advisors, LLC, whereby Mr. Keefe is indemnified by those limited partnerships and companies for any liabilities he may incur in connection with his nomination as a director by the PL Capital Group at the 2016 Annual Meeting of Stockholders of the Company. Such agreements will expire when Mr. Keefe becomes a board member of the Company.

Those limited partnerships and companies will also reimburse Mr. Keefe for any expenses that he reasonably incurs in connection with his nomination and the 2016 Annual Meeting of Stockholders of the Company. Such agreements will expire when Mr. Keefe becomes a board member of the Company.

Other than the foregoing arrangements and relationships and the Joint Filing Agreement filed as Exhibit 1 to Amendment No. 1 to this Schedule 13D, as filed with the Securities and Exchange Commission on December 31, 2015, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Company.

Item 7. Material to be Filed as Exhibits

Exhibit No.	Description
1	Joint Filing Agreement*
2	Nomination Letter from Richard Lashley to Old Point Financial Corporation dated December 30, 2015.*
3	Settlement Agreement dated March 16, 2016

*Previously filed.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 16, 2016

FINANCIAL EDGE FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/ John W. Palmer
Lashley
John W. Palmer
Managing Member

/s/ Richard J.
Richard J. Lashley
Managing Member

FINANCIAL EDGE-STRATEGIC FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/ John W. Palmer
Lashley
John W. Palmer
Managing Member

/s/ Richard J.
Richard J. Lashley
Managing Member

PL CAPITAL/FOCUSED FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/ John W. Palmer
Lashley
John W. Palmer
Managing Member

/s/ Richard J.
Richard J. Lashley
Managing Member

GOODBODY/PL CAPITAL, L.P.

By: GOODBODY/PL CAPITAL, LLC
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Lashley
John W. Palmer
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/s/ Richard J.
Richard J. Lashley
Managing Member

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GOODBODY/PL CAPITAL, LLC

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PL CAPITAL ADVISORS, LLC

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John W. Palmer

By: /s/ Richard J. Lashley
Richard J. Lashley

By: /s/ William F. Keefe
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