

Oak Valley Bancorp  
Form DEFA14A  
April 30, 2019

**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 (Amendment No.    )

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 under §240.14a-12

Oak Valley Bancorp  
(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)(1) 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:

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(2)Form, Schedule or Registration Statement No.:

(3)Filing Party:

(4)Date Filed:

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**IMPORTANT NOTICE REGARDING THE INTERNET AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 18, 2019**

This communication presents only an overview of the more complete proxy materials, which includes the Company's 2018 Annual Report to Shareholders, Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2019, as amended on March 26, 2019, Notice of Annual Meeting, Proxy Statement, and Proxy Card (collectively, "Proxy Materials"), which are available for the public at [www.edocumentview.com/OVLY](http://www.edocumentview.com/OVLY). We encourage you to access and review all of the important information contained in the Proxy Materials before voting.

**PLEASE NOTE — YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must vote online, by telephone, or request a paper copy of the Proxy Materials to receive a physical proxy card. There is no charge to you for requesting a paper copy of the Proxy Materials. Please make your request for a paper copy using one of the following methods as instructed below on or before June 7, 2019 to facilitate timely delivery.

| <b>Methods:</b>    | <b>If you are a shareholder of record:</b>                                                                                                              | <b>If you are beneficial owner of shares held in street name:</b>                                                                                         |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| By Telephone:      | Toll Free Telephone Number:<br>1-866-641-4276                                                                                                           | Toll Free Telephone Number:<br>1-800-579-1639                                                                                                             |
| From the Internet: | Go to <a href="http://www.investorvote.com/OVLY">www.investorvote.com/OVLY</a> , click Request Materials                                                | Go to <a href="http://www.proxyvote.com">www.proxyvote.com</a> by following the instructions on the screen.                                               |
| By Email           | Write to <a href="mailto:investorvote@computershare.com">investorvote@computershare.com</a> with subject line:<br>"Proxy Materials Oak Valley Bancorp." | Send a blank email to <a href="mailto:sendmaterial@proxyvote.com">sendmaterial@proxyvote.com</a> with your 12-Digital Control Number in the subject line. |

Your Board of Director recommends that you vote:

**FOR** the election of each of the Director nominees listed in the Proxy Statement under "**PROPOSAL 1 — ELECTION OF DIRECTORS**";

**FOR** the ratification of RSM US LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019 under “**PROPOSAL 2 — RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**”;

**FOR** the non-binding advisory resolution to approve the compensation of the Company’s Named Executive Officers under “**PROPOSAL 3 — NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION**”; and

**FOR 3 YEARS** for the non-binding advisory resolution to approve the compensation of the Company’s Named Executive Officers under “**PROPOSAL 4—NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**”.

By Order of the Board of Directors,

Date: May 6, 2019 /s/ Richard A. McCarty  
Richard A. McCarty  
*Secretary*

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