

UNITED STATES  
OFFICE OF THE COMPTROLLER OF THE CURRENCY  
WASHINGTON, D.C. 20219

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 19, 2011

**VIRGINIA NATIONAL BANK**

(Exact name of registrant as specified in its charter)

Virginia  
(State or Other Jurisdiction  
of Incorporation)

23616  
(OCC Charter Number)

54-1902129  
(IRS Employer  
Identification Number)

222 East Main Street, Charlottesville, Virginia  
(Address of Principal Executive Office)

22902  
(Zip Code)

Registrant's telephone number, including area code: (434) 817-8621

Not Applicable

(Former name or former address, if changed since last report)

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 19, 2011, Mark T. Giles, who has served as a director of Virginia National Bank (the "Bank") since its founding in 1998 and as Chairman of the Board since 2005, resigned as a director of the Bank. At the time of his resignation, Mr. Giles served as a member of the Audit and Compliance Committee. He will continue to serve as a director of VNBTrust, N.A., a wholly-owned subsidiary of the Bank. Mr. William D. Dittmar, Jr., also founding director of the Bank, has been appointed to serve as Chairman of the Board. Mr. Dittmar currently serves as a member of the Bank's Asset/Liability Management Committee and as Chairman of the Bank's Audit and Compliance Committee. Mr. Dittmar also serves as a director of VNBTrust and a member of VNBTrust's Audit Committee.

On December 19, 2011, Claire W. Gargalli and Leslie B. Disharoon, directors of the Bank since 2005 and 2010, respectively, also resigned as directors of the Bank. At the time of her resignation, Mrs. Gargalli served as a member of the Asset/Liability Management Committee and chaired the Corporate Governance Committee. Mr. Disharoon served as a member of the Compensation Committee at the time of his resignation. Mr. Disharoon will continue to serve as a director of VNBTrust, N.A. and as Chairman of its Audit Committee.

The resignations of Messrs. Giles and Disharoon and Ms. Gargalli followed their disagreement with the other members of the Board over corporate governance matters concerning the composition of the Board of Directors.

A copy of the resignation letters received from these former directors are attached as an exhibit to this Current Report on Form 8-K.

On December 21, 2011, Neal F. Kassell, M.D., another founding director of the Bank, submitted his resignation from the Board. The decision of Dr. Kassell to resign as director of the Bank was not due to any disagreement with the Bank on any matter relating to its operations, policies or practices.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
17	Letters of resignation from Mark T. Giles, Claire W. Gargalli and Leslie B. Disharoon

VIRGINIA NATIONAL BANK

Date: December 23, 2011

By: /s/ Glenn W. Rust  
Glenn W. Rust  
President and Chief Executive Officer

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Mark T. Giles

VIA HAND DELIVERY

December 19, 2011

Glenn Rust  
President and CEO  
Virginia National Bank  
222 East Main Street  
Charlottesville, Virginia 22902

Dear Glenn:

For the reasons discussed at today's VNB board meeting, I hereby resign as chairman of the board and a director of Virginia National Bank. I trust the minutes will accurately reflect my explanatory remarks. My resignation is effective immediately. (As discussed at the meeting, I am not resigning as a director and chairman of the board of VNBTrust, N.A.)

Sincerely,



Mark T. Giles

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CLAIRE W. GARGALLI

325 FARMINGTON DRIVE

CHARLOTTESVILLE, VIRGINIA 22901

TEL (434) 977-5515 FAX (434) 977-4707

December 19, 2011

Board of Directors  
Virginia National Bank

I hereby submit my  
resignation from the Board of Directors  
of Virginia National Bank effective  
immediately.

Claire W. Gargalli

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Leslie B. Disharoon  
2715 Farmington Heights  
Charlottesville, Virginia 22901

12/19/10

To: Board of Directors Virginia National Bank

I hereby resign from the Board  
of Directors of Virginia National Bank.

Leslie B. Disharoon