

Village Bank & Trust Financial Corp.  
Form NT 10-Q  
August 15, 2012

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

FORM 12b-25

SEC FILE  
NUMBER  
0-50765

CUSIP NUMBER  
92705T1 101 1

NOTIFICATION OF LATE FILING

(Check One):  Form 10-K  Form 20-F  Form 11-K  
 Form 10-Q  Form  Form  
N-SAR N-CSR

For Period Ended: June 30, 2012

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended: n/a

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:n/a

PART I – REGISTRANT INFORMATION

Village Bank and Trust Financial Corp.  
Full Name of Registrant

n/a  
Former Name if Applicable

15521 Midlothian Turnpike  
Address of Principal Executive Office (Street and Number)

Midlothian, Virginia 23113  
City, State and Zip Code

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PART II – RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b)  [X] The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III – NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

(Attach extra sheets if needed.)

Although the management of Village Bank and Trust Financial Corp. (the "Company") worked diligently to complete all the required information for its quarterly report on Form 10-Q for the period ended June 30, 2012, the Company and its auditors were unable, without unreasonable effort or expense, to complete the financial statements and other disclosures for the Form 10-Q on or before the filing deadline on August 14, 2012. The delays in the filing were related to completing the calculation and review of valuation allowance related to the deferred tax assets. The Form 10-Q was accepted by the SEC for filing at 5:52 p.m. on August 14, 2012 and deemed filed on August 15, 2012.

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PART IV -- OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

C. Harril Whitehurst, Jr.  
(Name)

(804)  
(Area Code)

897-3900  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company reported net loss available to common shareholders of \$(9,921,721), or \$(2.33) per diluted share, for the three months ended June 30, 2012, compared to net income available to common shareholders of \$36,662, or \$0.01 per diluted share, for the same period in 2011. Net loss available to common shareholders for the six months ended June 30, 2012 is \$(11,542,550), or \$(2.72) per diluted share, compared to \$(98,675), or \$(0.02) per diluted share, for the same period in 2011. The decrease for the three- and six-month periods resulted predominantly from an increased loan loss provision.

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VILLAGE BANK AND TRUST FINANCIAL CORP.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 15, 2012

By: C. Harril Whitehurst, Jr.  
C. Harril Whitehurst, Jr.  
Senior Vice President and  
Chief Financial Officer

Instruction. The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).