

FIRST COMMUNITY BANCSHARES INC /NV/

Form 8-K

April 26, 2017

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

**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): **April 25, 2017**

**FIRST  
COMMUNITY  
BANCSHARES,  
INC.**

(Exact name of registrant as specified in its charter)

<b>000119297</b>	<b>55-0694814</b>
(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)

<b>P.O. Box 989</b>	<b>24605-0989</b>
-----------------------------	-------------------

<b>Bluefield, Virginia</b> (Address of principal executive offices)	(Zip Code)
--	------------

Registrant's telephone number,  
including area code: **(276)**  
**326-9000**

Check the appropriate box below  
if the Form 8-K filing is  
intended to simultaneously  
satisfy the filing obligation of  
the registrant under any of the  
following provisions:

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 2.02 Results of Operations and Financial Condition.**

On April 25, 2017, First Community Bancshares, Inc. (the “Company”) announced by press release its earnings for the first quarter of 2017. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On April 25, 2017, the Company held its annual shareholders’ meeting. At the meeting, the Company’s shareholders: (i) elected all persons listed below under Proposal 1 to serve as director of the Company for a term that will continue until the 2020 annual meeting of shareholders; (ii) approved on a non-binding basis, the compensation of the Company’s named executive officers; (iii) approved a three year frequency of the advisory vote on executive compensation; and (iv) ratified the appointment of Dixon Hughes Goodman LLP as the Company’s independent registered public accounting firm.

The following tables summarize voting results by the Company’s shareholders.

*Proposal 1: To elect three directors to serve as members of the Board of Directors Class of 2020.*

<b>Nominee</b>	<b>Votes FOR</b>	<b>Votes WITHHELD</b>	<b>Broker Non-Votes</b>
C. William Davis	9,686,481	445,426	2,111,371
Gary R. Mills	8,998,690	1,133,217	
M. Adam Sarver	9,321,323	810,584	

*Proposal 2: To approve on a non-binding basis, the compensation of the Company’s named executive officers.*

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Votes ABSTAIN</b>
9,781,030	319,233	31,644

*Proposal 3: To approve the frequency of the advisory vote on executive compensation.*

**3 Years 2 Years 1 Year Votes ABSTAIN**

5,661,055 159,325 4,264,115 47,412

*Proposal 4: To ratify the appointment of Dixon Hughes Goodman LLP as the Company's independent registered public accounting firm.*

**Votes FOR Votes AGAINST Votes ABSTAIN**

11,942,284 242,849 58,145

**Item 8.01 Other Events.**

On April 25, 2017, the Company announced by press release its quarterly cash dividend to common stockholders of sixteen cents (\$0.16) per common share, payable on May 19, 2017, to shareholders of record on May 5, 2017. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibit is included with this report:

Exhibit No.	Exhibit Description
----------------	---------------------

99.1	Earnings and dividend press release dated April 25, 2017
------	--

---

## **Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements. These forward-looking statements are based on current expectations that involve risks, uncertainties, and assumptions. Should one or more of these risks or uncertainties materialize or should underlying assumptions prove incorrect, actual results may differ materially. These risks include: changes in business or other market conditions; the timely development, production and acceptance of new products and services; the challenge of managing asset/liability levels; the management of credit risk and interest rate risk; the difficulty of keeping expense growth at modest levels while increasing revenues; and other risks detailed from time to time in the Company's Securities and Exchange Commission reports, including but not limited to the Annual Report on Form 10-K for the most recent year ended. Pursuant to the Private Securities Litigation Reform Act of 1995, the Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST COMMUNITY  
BANCSHARES, INC.

Date: April 26, 2017 By: /s/ David D. Brown

David D. Brown  
Chief Financial Officer

