

FIRST COMMUNITY BANCSHARES INC /NV/  
Form 8-K  
August 28, 2012

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): **August 28, 2012**

FIRST COMMUNITY BANCSHARES, INC.  
(Exact name of registrant as specified in its charter)

Nevada **000-19297**  
(State or  
other (Commission  
jurisdiction File Number)  
of  
incorporation)

**55-0694814**  
(IRS  
Employer  
Identification  
No.)

**P.O. Box  
989**

24605-0989

**Bluefield,  
Virginia**  
(Address  
of  
principal  
executive  
offices)

(Zip Code)

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

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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)

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- 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 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On August 28, 2012, the Board of Directors of First Community Bancshares, Inc. (the “Company”) voted to amend and restate the bylaws of the Company to require advance notice of stockholder proposed business prior to any annual meeting. In addition to other requirements, to be timely, a stockholder’s notice must be given to the Secretary of the Company not less than sixty (60) days nor more than ninety (90) days prior to the anniversary date of the immediately preceding annual meeting of stockholders, if applicable. Section 2.2 of ARTICLE II of the Amended and Restated Bylaws sets forth the full requirements for a stockholder’s notice to be compliant.

Moreover, at any special meeting of stockholders, only such business shall be conducted as shall have been properly brought before the special meeting. Section 2.8 of ARTICLE II of the Amended and Restated Bylaws sets forth the proper procedures for bringing business before any special meeting.

The Amended and Restated Bylaws of the Company are attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

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

Exhibit No. Exhibit Description

3.1 Amended and Restated Bylaws of First Community Bancshares, Inc., effective August 28, 2012

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: August 28, 2012 By: /s/ David D. Brown

David D. Brown  
Chief Financial Officer