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

On September 24, 2013, the Board of Directors of First Community Bancshares, Inc. (the “Company”) voted to amend and restate the bylaws of the Company to make certain clerical changes and to remove the requirement that the Company’s President serve as a member of its Board of Directors.

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 September 24, 2013

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: September 26, 2013 By: /s/ David D. Brown

David D. Brown
Chief Financial Officer