

FIRST BANCSHARES INC /MS/  
Form 8-K  
August 13, 2008  
**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 13, 2008**

**The First Bancshares, Inc.**

(Exact name of registrant as specified in its charter)

**Mississippi**                      **33-94288**              **64-0862173**  
(State or other jurisdiction)    (Commission    (I.R.S. Employer

of incorporation)                      File Number)    Identification No.)

**6480 U.S. Hwy 98 West, Hattiesburg, MS**              **39402**  
(Address of principal executive offices)                      (Zip Code)

Registrant's telephone number, including area code **(601) 268-8998**

**N/A**

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

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 August 13, 2008, The First Bancshares, Inc. issued a press release announcing revised earnings for the quarter ended June 30, 2008. A copy of the press release is attached hereto and incorporated herein as Exhibit 99.1. In accordance with general instruction B.2 of Form 8-K, this information is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press Release dated August 13, 2008.

---

**SIGNATURES**

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

The First Bancshares, Inc.  
(Registrant)

Date: August  
13, 2008

/s/ David E. Johnson

Name: David E. Johnson

Title: Chm and CEO