

FIRST BANCSHARES INC /MS/  
Form 8-K  
May 29, 2014

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) May 28, 2014

The First Bancshares, Inc.  
(Exact name of registrant as specified in its charter)

Mississippi  
(State or other jurisdiction  
of incorporation)

33-94288  
(Commission  
File Number)

64-0862173  
(I.R.S. Employer  
Identification No.)

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

39402  
(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 240.13a-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders. On May 22, 2014, the Company held its regular Annual Shareholders' Meeting. Three items were voted on at the meeting. As of the record date, there were 5,146,985 shares entitled to vote, of which 3,336,853 shares, or 64.8%, were voted in person or by proxy at the Annual meeting. Results are set forth below:

Item 1. Election of Directors

The shareholders elected three directors to serve three year terms expiring at the 2017 Annual Meeting as summarized below:

| Directors Elected         | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------------|-----------|----------------|------------------|
| Class I (three year term) |           |                |                  |
| Gregory H. Mitchell       | 2,672,770 | 9,158          | 654,925          |
| Ted E. Parker             | 2,673,134 | 8,794          | 654,925          |
| J. Douglas Seidenburg     | 2,673,134 | 8,794          | 654,925          |

Item 2. Approval of Appointment of T. E. Lott & Company as Independent Public Accountants

| Votes For | Votes Against | Abstained |
|-----------|---------------|-----------|
| 3,336,461 | 0             | 392       |

Item 3. Advisory Vote on Executive Compensation

| Votes For | Votes Against | Abstained | Broker Non-Votes |
|-----------|---------------|-----------|------------------|
| 2,666,055 | 6,392         | 9,481     | 654,925          |

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: May 28, 2014

By: /s/ Dee Dee Lowery  
Name: Dee Dee Lowery  
Title: EVP and CFO