FIRST BANCSHARES INC /MS/
Form 10-Q
August 15, 2016

U. S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-Q

x QUARTERLY REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED: June 30, 2016

OR

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER: 33-94288

THE FIRST BANCSHARES, INC.
(EXACT NAME OF ISSUER AS SPECIFIED IN ITS CHARTER)

| | |
|---|---|
| MISSISSIPPI | 64-0862173 |
| (STATE OF INCORPORATION) | (I.R.S. EMPLOYER IDENTIFICATION NO.) |

| | |
|---|---|
| 6480 U.S. HIGHWAY 98 WEST | |
| HATTIESBURG, MISSISSIPPI | 39402 |
| (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) | (ZIP CODE) |

(601) 268-8998
(ISSUER'S TELEPHONE NUMBER, INCLUDING AREA CODE)

NONE
(FORMER NAME, ADDRESS AND FISCAL YEAR, IF CHANGED SINCE LAST REPORT)

INDICATE BY CHECK MARK WHETHER THE ISSUER: (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.

YES x NO ¨

INDIATE BY CHECK MARK WHETHER THE REGISTRANT HAS SUBMITTED ELECTRONICALLY AND POSTED ON ITS CORPORATE WEB SITE, IF ANY, EVERY INTERACTIVE DATA FILE REQUIRED TO BE SUBMITTED AND POSTED PURSUANT TO RULE 405 OF REGULATION S-T (§232.405 OF THIS CHAPTER) DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT HE REGISTRANT WAS REQUIRED TO SUBMIT AND POST SUCH FILES).

YES x NO ¨

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A LARGE ACCELERATED FILER, AN ACCELERATED FILER, A NON-ACCELERATED FILER, OR A SMALLER REPORTING COMPANY. SEE THE DEFINITIONS OF “LARGE ACCELERATED FILER,” “ACCELERATED FILER,” “NON-ACCELERATED FILER” AND “SMALLER REPORTING COMPANY” IN RULE 12B-2 OF THE EXCHANGE ACT.

| | | | |
|---|---|---|---|
| LARGE ACCELERATED FILER | ¨ | ACCELERATED FILER | ¨ |
| NON-ACCELERATED FILER | x | SMALLER REPORTING COMPANY | ¨ |

ON June 30, 2016, 5,458,508 SHARES OF THE ISSUER'S COMMON STOCK, PAR VALUE $1.00 PER SHARE WERE ISSUED AND OUTSTANDING.

TRANSITIONAL DISCLOSURE FORMAT (CHECK ONE):

YES ¨ NO x

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A SHELL COMPANY (AS DEFINED IN RULE 12B-2 OF THE EXCHANGE ACT):

YES ¨ NO x

PART I - FINANCIAL INFORMATION

ITEM NO. 1. FINANCIAL STATEMENTS

THE FIRST BANCSHARES, INC.

CONSOLIDATED BALANCE SHEETS

($ amounts in thousands)

| | (Unaudited) June 30, 2016 | December 31, 2015 |
|---|---|---|
| ASSETS | | |
| Cash and due from banks | $ 33,402 | $ 23,635 |
| Interest-bearing deposits with banks | 21,065 | 17,303 |
| Federal funds sold | 310 | 321 |
| Total cash and cash equivalents | 54,777 | 41,259 |
| Securities held-to-maturity, at amortized cost | 6,025 | 7,092 |
| Securities available-for-sale, at fair value | 242,855 | 239,732 |
| Other securities | 9,578 | 8,135 |
| Total securities | 258,458 | 254,959 |
| Loans held for sale | 8,937 | 3,974 |
| Loans | 824,083 | 772,515 |
| Allowance for loan losses | (7,259) | (6,747) |
| Loans, net | 825,761 | 769,742 |
| Premises and equipment | 33,502 | 33,623 |
| Interest receivable | 4,103 | 3,953 |
| Cash surrender value of life insurance | 20,963 | 14,872 |
| Goodwill | 13,776 | 13,776 |

| | | |
|---|---|---|
| Other real estate owned | 4,716 | 3,083 |
| Other assets | 8,844 | 9,864 |
| TOTAL ASSETS | $ 1,224,900 | $ 1,145,131 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| LIABILITIES: | | |
| Deposits: | | |
| Noninterest-bearing | $ 194,950 | $ 189,445 |
| Interest-bearing | 837,413 | 727,250 |
| TOTAL DEPOSITS | 1,032,363 | 916,695 |
| Interest payable | 244 | 246 |
| Borrowed funds | 68,000 | 110,321 |
| Subordinated debentures | 10,310 | 10,310 |
| Other liabilities | 3,685 | 4,123 |
| TOTAL LIABILITIES | 1,114,602 | 1,041,695 |
| STOCKHOLDERS' EQUITY: | | |
| Preferred stock, no par value, $1,000 per share liquidation, 10,000,000 shares authorized; 17,123 issued and outstanding at June 30, 2016 and December 31, 2015, respectively | 17,123 | 17,123 |
| Common stock, par value $1 per share, 20,000,000 shares authorized and 5,458,508 shares issued at June 30, 2016; and 5,403,159 shares issued at December 31, 2015, respectively | 5,459 | 5,403 |
| Additional paid-in capital | 44,865 | 44,650 |
| Retained earnings | 40,299 | 35,625 |
| Accumulated other comprehensive income | 3,016 | 1,099 |
| Treasury stock, at cost, 26,494 shares at June 30, 2016 and at December 31, 2015 | (464) | (464) |
| TOTAL STOCKHOLDERS' EQUITY | 110,298 | 103,436 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | $ 1,224,900 | $ 1,145,131 |

See Notes to Consolidated Financial Statements

THE FIRST BANCSHARES, INC.

CONSOLIDATED STATEMENTS OF INCOME

($ amounts in thousands, except earnings and dividends per share)

| | (Unaudited) Three Months Ended June 30, | | (Unaudited) Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 |
| INTEREST INCOME: | | | | |
| Interest and fees on loans | $ 9,313 | $ 8,532 | $ 18,349 | $ 16,680 |
| Interest and dividends on securities: | | | | |
| Taxable interest and dividends | 1,058 | 1,010 | 2,129 | 2,021 |
| Tax exempt interest | 473 | 464 | 933 | 965 |
| Interest on federal funds sold | 27 | 16 | 56 | 39 |
| TOTAL INTEREST INCOME | 10,871 | 10,022 | 21,467 | 19,705 |
| INTEREST EXPENSE: | | | | |
| Interest on deposits | 813 | 658 | 1,514 | 1,290 |
| Interest on borrowed funds | 203 | 148 | 424 | 320 |
| TOTAL INTEREST EXPENSE | 1,016 | 806 | 1,938 | 1,610 |
| NET INTEREST INCOME | 9,855 | 9,216 | 19,529 | 18,095 |
| PROVISION FOR LOAN LOSSES | 204 | - | 394 | 150 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 9,651 | 9,216 | 19,135 | 17,945 |
| OTHER INCOME: | | | | |
| Service charges on deposit accounts | 1,284 | 1,097 | 2,566 | 2,148 |
| Other service charges and fees | 1,677 | 757 | 2,878 | 1,556 |
| TOTAL OTHER INCOME | 2,961 | 1,854 | 5,444 | 3,704 |
| OTHER EXPENSES: | | | | |
| Salaries and employee benefits | 5,400 | 4,613 | 10,549 | 9,239 |
| Occupancy and equipment | 1,110 | 1,137 | 2,183 | 2,246 |
| Other | 2,411 | 2,342 | 4,582 | 4,425 |

| | | | | |
|---|---|---|---|---|
| TOTAL OTHER EXPENSES | 8,921 | 8,092 | 17,314 | 15,910 |
| INCOME BEFORE INCOME TAXES | 3,691 | 2,978 | 7,265 | 5,739 |
| INCOME TAXES | 1,042 | 793 | 2,012 | 1,525 |
| NET INCOME | 2,649 | 2,185 | 5,253 | 4,214 |
| PREFERRED STOCK ACCRETION AND DIVIDENDS | 86 | 86 | 171 | 171 |
| NET INCOME APPLICABLE TO COMMON STOCKHOLDERS | $ 2,563 | $ 2,099 | $ 5,082 | $ 4,043 |
| NET INCOME APPLICABLE TO COMMON STOCKHOLDERS: | | | | |
| BASIC | $ 0.47 | $ 0.39 | $ 0.94 | $ 0.75 |
| DILUTED | 0.47 | 0.39 | 0.93 | 0.75 |
| DIVIDENDS PER SHARE – COMMON | 0.0375 | 0.0375 | 0.075 | 0.075 |

THE FIRST BANCSHARES, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

($ amounts in thousands)

| | (Unaudited) Three Months Ended June 30, | | (Unaudited) Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 |
| Net income per consolidated statements of income | $ 2,649 | $ 2,185 | $ 5,253 | $ 4,214 |
| Other Comprehensive Income: | | | | |
| Unrealized holding gains (losses) arising during period on available-for-sale securities | 756 | (3,135) | 2,827 | (2,011) |
| Unrealized holding gains (losses) on loans held for sale | 74 | (56) | 86 | (39) |
| Income tax benefit(expense) | (286) | 1,088 | (996) | 699 |
| Other comprehensive income (loss) | 544 | (2,103) | 1,917 | (1,351) |
| Comprehensive Income | $ 3,193 | $ 82 | $ 7,170 | $ 2,863 |

See Notes to Consolidated Financial Statements

THE FIRST BANCSHARES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(unaudited)

($ in thousands)

| | Common Stock | Preferred Stock | Stock Warrants | Additional Paid-in Capital | Retained Earnings | Accumulated Other Compre- hensive Income(Loss) | Treasury Stock | Total |
|---|---|---|---|---|---|---|---|---|
| Balance, January 1, 2015 | $ 5,343 | $ 17,123 | $ 284 | $ 44,137 | $ 27,975 | $ 1,818 | $ (464 ) | $ 96,216 |
| Net income | | | | | 4,214 | | | 4,214 |
| Other comprehensive loss | - | - | - | - | - | (1,351 ) | - | (1,351 ) |
| Dividends on preferred stock | - | - | - | - | (171 ) | - | - | (171 ) |
| Dividends on common stock, $0.0375 per share | - | - | - | - | (405 ) | - | - | (405 ) |
| Repurchase of restricted stock for payment of taxes | (6 ) | - | - | (86 ) | - | - | - | (92 ) |
| Restricted stock grant | 67 | - | - | (67 ) | - | - | - | - |
| Compensation expense | - | - | - | 362 | - | - | - | 362 |
| Reversal of 2,514 common shares for BCB Holdings | (3 ) | - | - | (33 ) | - | - | - | (36 ) |
| Repurchase warrants | - | - | (284 ) | (19 ) | - | - | - | (303 ) |
| Balance, June 30, 2015 | $ 5,401 | $ 17,123 | $ - | $ 44,294 | $ 31,613 | $ 467 | $ (464 ) | $ 98,434 |
| | | | | | | | | |
| Balance, January 1, 2016 | $ 5,403 | $ 17,123 | $ - | $ 44,650 | $ 35,625 | $ 1,099 | $ (464 ) | $ 103,436 |
| Net income | - | - | - | - | 5,253 | - | - | 5,253 |
| Other comprehensive income | - | - | - | - | - | 1,917 | - | 1,917 |
| Dividends on preferred stock | - | - | - | - | (171 ) | - | - | (171 ) |
| Dividends on common stock, $0.0375 per share | - | - | - | - | (408 ) | - | - | (408 ) |
| Repurchase of restricted stock for payment of taxes | (5 ) | - | - | (100 ) | - | - | - | (105 ) |
| Restricted stock grant | 61 | - | - | (61 ) | - | - | - | - |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Compensation expense | - | - | - | 376 | - | - | - | 376 |
| Balance, June 30, 2016 | $ 5,459 | $ 17,123 | $ - | $ 44,865 | $ 40,299 | $ 3,016 | $ (464 ) | $ 110,298 |

See Notes to Consolidated Financial Statements

THE FIRST BANCSHARES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

($ Amounts in Thousands)

| | (Unaudited) Six Months Ended June 30, | |
|---|---|---|
| | 2016 | 2015 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| NET INCOME | $5,253 | $4,214 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Gain on sale of securities | (129) | - |
| Depreciation, amortization and accretion | 1,741 | 1,642 |
| Provision for loan losses | 394 | 150 |
| Loss on sale/writedown of ORE | 86 | 129 |
| Gain on sale of bank premises | - | (119) |
| Restricted stock expense | 376 | 362 |
| Increase in cash value of life insurance | (241) | (207) |
| Federal Home Loan Bank stock dividends | (10) | (4) |
| Changes in: | | |
| Interest receivable | (150) | 31 |
| Loans held for sale, net | (4,877) | 183 |
| Interest payable | (2) | (61) |
| Other, net | (203) | (3,895) |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | 2,238 | 2,425 |
| | | |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Maturities, calls and paydowns of available-for-sale and held-to-maturity securities | 27,578 | 28,281 |
| Purchases of securities available-for-sale and held-to-maturity securities | (27,294) | (11,496) |
| Net (purchases) of other securities | (1,433) | 1,451 |
| Net increase in loans | (53,684) | (26,766) |
| Proceeds from sale of bank premises | - | 949 |
| Net increase in premises and equipment | (717) | (408) |
| Purchase of bank-owned life insurance | (5,850) | - |
| NET CASH USED IN INVESTING ACTIVITIES | (61,400) | (7,989) |
| | | |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Increase in deposits | 115,668 | 69,417 |
| Net decrease in borrowed funds | (42,321) | (45,459) |

| | | |
|---|---|---|
| Dividends paid on common stock | (391) | (389) |
| Dividends paid on preferred stock | (171) | (171) |
| Repurchase of restricted stock for payment of taxes | (105) | (92) |
| Repurchase of shares issued in BCB acquisition | - | (36) |
| Repurchase of warrants | - | (303) |
| | | |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 72,680 | 22,967 |
| | | |
| NET INCREASE IN CASH | 13,518 | 17,403 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 41,259 | 44,618 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | $54,777 | $62,021 |
| | | |
| SUPPLEMENTAL DISCLOSURES: | | |
| | | |
| CASH PAYMENTS FOR INTEREST | 1,940 | 1,764 |
| CASH PAYMENTS FOR INCOME TAXES | 2,751 | 3,305 |
| LOANS TRANSFERRED TO OTHER REAL ESTATE | 2,276 | 506 |
| ISSUANCE OF RESTRICTED STOCK GRANTS | 61 | 67 |

See Notes to Consolidated Financial Statements

THE FIRST BANCSHARES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE A — BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial statements and with the instructions to Form 10-Q of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. However, in the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2016, are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. For further information, please refer to the consolidated financial statements and footnotes thereto included in the Company's Form 10-K for the year ended December 31, 2015.

NOTE B — SUMMARY OF ORGANIZATION

The First Bancshares, Inc., Hattiesburg, Mississippi (the "Company"), was incorporated June 23, 1995, under the laws of the State of Mississippi for the purpose of operating as a bank holding company. The Company’s primary asset is its interest in its wholly-owned subsidiary, The First, A National Banking Association (the “Bank”).

At June 30, 2016, the Company had approximately $1.2 billion in assets, $825.8 million in net loans, $1.0 billion in deposits, and $110.3 million in stockholders' equity. For the six months ended June 30, 2016, the Company reported net income of $5.3 million ($5.1 million applicable to common stockholders).

In the first and second quarters of 2016, the Company declared and paid a dividend of $.0375 per common share.

NOTE C – BUSINESS COMBINATION

The Mortgage Connection

On December 14, 2015, the Company completed the acquisition of The Mortgage Connection, a Mississippi corporation, which included two loan production offices located in Madison and Brandon, Mississippi.

In connection with the acquisition, the Company recorded $1.5 million of goodwill.

The amounts of the acquired identifiable assets and liabilities as of the acquisition date were as follows (dollars in thousands):

| | |
|---|---|
| Purchase price: | |
| Cash | $844 |
| Payable | 800 |
| Total purchase price | 1,644 |
| Identifiable assets: | |
| Intangible | 100 |
| Personal property | 44 |
| Total assets | 144 |
| Liabilities and equity | - |
| Net assets acquired | 144 |
| Goodwill resulting from acquisition | $1,500 |

NOTE D – PREFERRED STOCK AND WARRANT

Pursuant to the terms of the letter agreement between the Company and the United States Department of the Treasury (“Treasury”), the Company issued 17,123 CDCI Preferred Shares.

The Letter Agreement contains limitations on the payment of dividends on the common stock to no more than 100% of the aggregate per share dividend and distributions for the immediate prior fiscal year (dividends of $0.15 per share were declared and paid in 2011-2015) and on the Company’s ability to repurchase its common stock in the event of a non-payment of our dividend, and continues to subject the Company to certain of the executive compensation limitations included in the Emergency Economic Stabilization Act of 2008 (EESA), as previously disclosed by the Company. The CDCI Preferred Shares entitle the holder to an annual dividend of 2% for 8 years of the liquidation value of the shares, payable quarterly in arrears.

Pursuant to the terms of the letter agreement between the Company and the United States Department of the Treasury, the Company redeemed the warrant to purchase up to 54,705 shares of the Company’s common stock. In connection with this redemption, on May 13, 2015, the Company paid Treasury an aggregate redemption price of $302,410.

NOTE E — EARNINGS APPLICABLE TO COMMON STOCKHOLDERS

Basic per share data is calculated based on the weighted-average number of common shares outstanding during the reporting period. Diluted per share data includes any dilution from potential common stock outstanding, such as stock options.

| | For the Three Months Ended June 30, 2016 | | |
|---|---|---|---|
| | Net Income (Numerator) | Shares (Denominator) | Per Share Data |
| Basic per share | $2,563,000 | 5,432,014 | $ 0.47 |
| Effect of dilutive shares: | | | |
| Restricted stock grants | | 58,578 | |
| Diluted per share | $2,563,000 | 5,490,592 | $ 0.47 |

| | For the Six Months Ended June 30, 2016 | | |
|---|---|---|---|
| | Net Income (Numerator) | Shares (Denominator) | Per Share Data |
| Basic per share | $5,082,000 | 5,423,676 | $ 0.94 |
| Effect of dilutive shares: | | | |
| Restricted stock grants | | 58,578 | |
| Diluted per share | $5,082,000 | 5,482,254 | $ 0.93 |

| | For the Three Months Ended June 30, 2015 | | |
|---|---|---|---|
| | Net Income (Numerator) | Shares (Denominator) | Per Share Data |
| Basic per share | $2,099,000 | 5,374,415 | $ 0.39 |
| Effect of dilutive shares: | | | |
| Restricted stock grants | | 57,747 | |
| Diluted per share | $2,099,000 | 5,432,162 | $ 0.39 |

| | For the Six Months Ended June 30, 2015 | | |
|---|---|---|---|
| | Net Income (Numerator) | Shares (Denominator) | Per Share Data |
| Basic per share | $4,043,000 | 5,366,495 | $ 0.75 |
| Effect of dilutive shares: | | | |
| Restricted stock grants | | 57,747 | |
| Diluted per share | $4,043,000 | 5,424,242 | $ 0.75 |

The Company granted 61,247 shares of restricted stock in the first quarter of 2016 and -0- shares during the second quarter of 2016.

NOTE F — FAIR VALUE OF ASSETS AND LIABILITIES

The Company groups its financial assets measured at fair value in three levels, based on the markets in which the assets are traded and the reliability of the assumptions used to determine fair value. These levels are:

| | |
|---|---|
| Level 1: | Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities. |
| Level 2: | Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities which use observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets and liabilities. |

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying balance sheets.

*Available-for-Sale Securities*

The fair value of available-for-sale securities is determined by various valuation methodologies. Where quoted market prices are available in an active market, securities are classified within Level 1. If quoted market prices are not available, then fair values are estimated by using pricing models or quoted prices of securities with similar characteristics. Level 2 securities include U.S. Treasury securities, obligations of U.S. government corporations and agencies, obligations of states and political subdivisions, mortgage-backed securities and collateralized mortgage obligations. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

The following table presents the Company's assets that are measured at fair value on a recurring basis and the level within the hierarchy in which the fair value measurements fell as of June 30, 2016 and December 31, 2015 (in thousands):

June 30, 2016

| (Dollars in thousands) | | Fair Value Measurements Using | | |
|---|---|---|---|---|
| | Fair Value | Quoted Prices in Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Obligations of U. S. Government Agencies | $ 9,128 | $ - | $ 9,128 | $ - |
| Municipal securities | 99,729 | - | 99,729 | - |
| Mortgage-backed securities | 111,958 | - | 111,958 | - |
| Corporate obligations | 21,091 | - | 18,683 | 2,408 |

| | | | | |
|---|---|---|---|---|
| Other | 949 | 949 | - | - |
| Total | $ 242,855 | $ 949 | $ 239,498 | $ 2,408 |

December 31, 2015

| (Dollars in thousands) | | Fair Value Measurements Using | | |
|---|---|---|---|---|
| | Fair Value | Quoted Prices in Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Obligations of U. S. Government Agencies | $ 19,611 | $ - | $ 19,611 | $ - |
| Municipal securities | 97,889 | - | 97,889 | - |
| Mortgage-backed securities | 98,925 | - | 98,925 | - |
| Corporate obligations | 22,346 | - | 19,789 | 2,557 |
| Other | 961 | 961 | - | - |
| Total | $ 239,732 | $ 961 | $ 236,214 | $ 2,557 |

The following is a reconciliation of activity for assets measured at fair value based on significant unobservable (non-market) information.

| *(Dollars in thousands)* | Bank-Issued Trust Preferred Securities | |
|---|---|---|
| | 2016 | 2015 |
| Balance, January 1 | $2,557 | $2,801 |
| Transfers into Level 3 | - | - |
| Transfers out of Level 3 | - | - |
| Other-than-temporary impairment loss included in earnings (loss) | - | - |
| Unrealized loss included in comprehensive income | (149 ) | (244 ) |
| Balance at June 30, 2016 and December 31, 2015 | $2,408 | $2,557 |

The following table presents quantitative information about recurring Level 3 fair value measurements (in thousands):

| Trust Preferred Securities | Fair Value | Valuation Technique | Significant Unobservable | Range of Inputs |
|---|---|---|---|---|

| | | | Inputs | |
|---|---|---|---|---|
| June 30, 2016 | $2,408 | Discounted cash flow | Probability of default | 1.20% - 2.98% |
| December 31, 2015 | $2,557 | Discounted cash flow | Probability of default | 1.08% - 2.77% |

Following is a description of the valuation methodologies used for assets measured at fair value on a non-recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy.

*Impaired Loans*

Loans for which it is probable that the Company will not collect all principal and interest due according to contractual terms are measured for impairment. Allowable methods for estimating fair value include using the fair value of the collateral for collateral dependent loans or, where a loan is determined not to be collateral dependent, using the discounted cash flow method.

If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. If the impaired loan is determined not to be collateral dependent, then the discounted cash flow method is used. This method requires the impaired loan to be recorded at the present value of expected future cash flows discounted at the loan's effective interest rate. The effective interest rate of a loan is the contractual interest rate adjusted for any net deferred loan fees or costs, or premium or discount existing at origination or acquisition of the loan. Impaired loans are classified within Level 2 of the fair value hierarchy.

*Other Real Estate Owned*

Other real estate owned acquired through loan foreclosure is initially recorded at fair value less estimated costs to sell, establishing a new cost basis. The adjustment at the time of foreclosure is recorded through the allowance for loan losses. Due to the subjective nature of establishing the fair value, the actual fair value of the other real estate owned or foreclosed asset could differ from the original estimate. If it is determined the fair value declines subsequent to foreclosure, a valuation allowance is recorded through non-interest expense. Operating costs associated with the assets are also recorded as non-interest expense. Gains and losses on the disposition of other real estate owned and foreclosed assets are netted and posted to other non-interest expense. Other real estate owned measured at fair value on a non-recurring basis at June 30, 2016, amounted to $4.7 million. Other real estate owned is classified within Level 2 of the fair value hierarchy.

The following table presents the fair value measurement of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fell at June 30, 2016 and December 31, 2015.

($ in thousands)

<u>June 30, 2016</u>

| | Fair Value Measurements Using | | |
|---|---|---|---|
| | Quoted Prices in Active Markets For Identical Assets | Significant Other Observable Inputs | Significant Unobservable Inputs |

| | Fair Value | (Level 1) | (Level 2) | (Level 3) |
|---|---|---|---|---|
| Impaired loans | $ 8,722 | $ - | $ 8,722 | $ - |
| Other real estate owned | 4,716 | - | 4,716 | - |

December 31, 2015

| | | Fair Value Measurements Using | | |
|---|---|---|---|---|
| | Fair Value | Quoted Prices in Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Impaired loans | $ 10,127 | $ - | $ 10,127 | $ - |
| Other real estate owned | 3,083 | - | 3,083 | - |

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate that value:

***Cash and Cash Equivalents*** – For such short-term instruments, the carrying amount is a reasonable estimate of fair value.

***Investment in securities available-for-sale and held-to-maturity*** – The fair value measurement for securities available-for-sale was discussed earlier. The same measurement approach was used for securities held-to-maturity.

***Loans*** – The fair value of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

***Bank-Owned Life Insurance*** – The fair value of bank-owned life insurance approximates the carrying amount, because upon liquidation of these investments, the Company would receive the cash surrender value which equals the carrying amount.

***Deposits*** – The fair values of demand deposits are, as required by ASC Topic 825, equal to the carrying value of such deposits. Demand deposits include noninterest-bearing demand deposits, savings accounts, NOW accounts, and money market demand accounts. The fair value of variable rate term deposits, those repricing within six months or less, approximates the carrying value of these deposits. Discounted cash flows have been used to value fixed rate term deposits and variable rate term deposits repricing after six months. The discount rate used is based on interest rates currently being offered on comparable deposits as to amount and term.

***Short-Term Borrowings*** – The carrying value of any federal funds purchased and other short-term borrowings approximates their fair values.

***FHLB and Other Borrowings*** – The fair value of the fixed rate borrowings are estimated using discounted cash flows, based on current incremental borrowing rates for similar types of borrowing arrangements. The carrying amount of any variable rate borrowing approximates its fair value.

***Subordinated Debentures –*** The subordinated debentures bear interest at a variable rate and the carrying value approximates the fair value.

***Off-Balance Sheet Instruments*** – Fair values of off-balance sheet financial instruments are based on fees charged to enter into similar agreements. However, commitments to extend credit do not represent a significant value until such commitments are funded or closed. Management has determined that these instruments do not have a distinguishable fair value and no fair value has been assigned.

| As of June 30, 2016 ($ in thousands) | | | Fair Value Measurements | | |
|---|---|---|---|---|---|
| | Carrying Amount | Estimated Fair Value | Quoted Prices (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Financial Instruments: | | | | | |
| Assets: | | | | | |
| Cash and cash equivalents | $54,777 | $ 54,777 | $54,777 | $ - | $ - |
| Securities available-for-sale | 242,855 | 242,855 | 949 | 239,498 | 2,408 |
| Securities held-to-maturity | 6,025 | 7,890 | - | 7,890 | - |
| Other securities | 9,578 | 9,578 | - | 9,578 | - |
| Loans, net | 825,761 | 848,470 | - | - | 848,470 |
| Bank-owned life insurance | 20,963 | 20,963 | - | 20,963 | - |
| Liabilities: | | | | | |
| Noninterest- bearing deposits | $194,950 | $ 194,950 | $- | $ 194,950 | $ - |
| Interest-bearing deposits | 837,413 | 837,288 | - | 837,288 | - |
| Subordinated debentures | 10,310 | 10,310 | - | - | 10,310 |
| FHLB and other borrowings | 68,000 | 68,000 | - | 68,000 | - |

| As of December 31, 2015 ($ in thousands) | | | Fair Value Measurements | | |
|---|---|---|---|---|---|
| | Carrying Amount | Estimated Fair Value | Quoted Prices (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Financial Instruments: | | | | | |
| Assets: | | | | | |
| Cash and cash equivalents | $41,259 | $ 41,259 | $41,259 | $ - | $ - |
| Securities available-for-sale | 239,732 | 239,732 | 961 | 236,214 | 2,557 |
| Securities held-to-maturity | 7,092 | 8,548 | - | 8,548 | - |
| Other securities | 8,135 | 8,135 | - | 8,135 | - |
| Loans, net | 769,742 | 784,113 | - | - | 784,113 |
| Bank-owned life insurance | 14,872 | 14,872 | - | 14,872 | - |

| | | | | | |
|---|---|---|---|---|---|
| Liabilities: | | | | | |
| Noninterest- bearing deposits | $189,445 | $ 189,445 | $- | $ 189,445 | $ - |
| Interest-bearing deposits | 727,250 | 726,441 | - | 726,441 | - |
| Subordinated debentures | 10,310 | 10,310 | - | - | 10,310 |
| FHLB and other borrowings | 110,321 | 110,321 | - | 110,321 | - |

NOTE G — LOANS

Loans typically provide higher yields than the other types of earning assets, and, thus, one of the Company's goals is for loans to be the largest category of the Company's earning assets. For the quarters ended June 30, 2016 and December 31, 2015, average loans accounted for 73.8% and 73.3% of average earning assets, respectively. The Company controls and mitigates the inherent credit and liquidity risks through the composition of its loan portfolio.

The following table shows the composition of the loan portfolio by category:

Composition of Loan Portfolio

| | June 30, 2016 | | December 31, 2015 | |
|---|---|---|---|---|
| | Amount | Percent of Total | Amount | Percent of Total |
| | (Dollars in thousands) | | | |
| Mortgage loans held for sale | $8,937 | 1.1 % | $ 3,974 | 0.5 % |
| Commercial, financial and agricultural | 118,924 | 14.3 | 129,197 | 16.6 |
| Real Estate: | | | | |
| Mortgage-commercial | 296,676 | 35.6 | 253,309 | 32.6 |
| Mortgage-residential | 282,420 | 33.9 | 272,180 | 35.1 |
| Construction | 101,439 | 12.2 | 99,161 | 12.8 |
| Lease financing receivable | 2,642 | .3 | 2,650 | 0.3 |
| Obligations of states and subdivisions | 6,965 | 0.8 | 969 | 0.1 |
| Consumer and other | 15,017 | 1.8 | 15,049 | 2.0 |
| Total loans | 833,020 | 100 % | 776,489 | 100 % |
| Allowance for loan losses | (7,259 ) | | (6,747 ) | |
| Net loans | $825,761 | | $ 769,742 | |

In the context of this discussion, a "real estate mortgage loan" is defined as any loan, other than a loan for construction purposes, secured by real estate, regardless of the purpose of the loan. The Company follows the common practice of financial institutions in the Company’s market area of obtaining a security interest in real estate whenever possible, in addition to any other available collateral. This collateral is taken to reinforce the likelihood of the ultimate repayment of the loan and tends to increase the magnitude of the real estate loan portfolio component. Generally, the Company limits its loan-to-value ratio to 80%. Management attempts to maintain a conservative philosophy regarding its underwriting guidelines and believes it will reduce the risk elements of its loan portfolio through strategies that diversify the lending mix.

Loans held for sale consist of mortgage loans originated by the Bank and sold into the secondary market. Commitments from investors to purchase the loans are obtained upon origination.

Activity in the allowance for loan losses for the period was as follows:

(In thousands)

| | Three Months Ended June 30, 2016 | Six Months Ended June 30, 2016 |
|---|---|---|
| Balance at beginning of period | $ 6,982 | $ 6,747 |
| Loans charged-off: | | |
| Real Estate | (78) | (156) |
| Installment and Other | (19) | (28) |
| Commercial, Financial and Agriculture | - | (6) |
| Total | (97) | (190) |
| Recoveries on loans previously charged-off: | | |
| Real Estate | 147 | 191 |
| Installment and Other | 19 | 37 |
| Commercial, Financial and Agriculture | 4 | 80 |
| Total | 170 | 308 |
| Net recoveries | 73 | 118 |
| Provision for Loan Losses | 204 | 394 |
| Balance at end of period | $ 7,259 | $ 7,259 |

The following tables represent how the allowance for loan losses is allocated to a particular loan type, as well as the percentage of the category to total loans at June 30, 2016 and December 31, 2015.

Allocation of the Allowance for Loan Losses

| | June 30, 2016 (Dollars in thousands) Amount | % of loans in each category to total loans |
|---|---|---|
| Commercial Non Real Estate | $ 865 | 15.1 % |
| Commercial Real Estate | 3,215 | 61.5 |
| Consumer Real Estate | 1,540 | 20.8 |
| Consumer | 134 | 2.5 |

| | | | |
|---|---|---|---|
| Unallocated | 1,505 | .1 | |
| Total | $7,259 | 100 | % |

| | December 31, 2015 (Dollars in thousands) | | |
|---|---|---|---|
| | Amount | % of loans in each category to total loans | |
| Commercial Non Real Estate | $895 | 17.1 | % |
| Commercial Real Estate | 3,018 | 58.4 | |
| Consumer Real Estate | 1,477 | 21.9 | |
| Consumer | 141 | 2.5 | |
| Unallocated | 1,216 | .1 | |
| Total | $6,747 | 100 | % |

The following table represents the Company’s impaired loans at June 30, 2016, and December 31, 2015.

| | June 30, 2016 | December 31, 2015 |
|---|---|---|
| | (In thousands) | |
| Impaired Loans: | | |
| Impaired loans without a valuation allowance | $4,930 | $ 6,020 |
| Impaired loans with a valuation allowance | 3,792 | 4,107 |
| Total impaired loans | $8,722 | $ 10,127 |
| Allowance for loan losses on impaired loans at period end | 953 | 957 |
| Total nonaccrual loans | 5,742 | 7,368 |
| Past due 90 days or more and still accruing | 267 | 29 |
| Average investment in impaired loans | 9,238 | 9,652 |

The following table is a summary of interest recognized and cash-basis interest earned on impaired loans:

| | Three Months Ended June 30, 2016 | Six Months Ended June 30, 2016 |
|---|---|---|
| Interest income recognized during impairment | $ 40 | $ 85 |
| Cash-basis interest income recognized | 40 | 83 |

The gross interest income that would have been recorded in the period that ended if the nonaccrual loans had been current in accordance with their original terms and had been outstanding throughout the period or since origination, if held for part of the three months and six months ended June 30, 2016 was $100,000 and $198,000, respectively, and $105,000 and $199,000, respectively, for the three months and six months ended June 30, 2015. The Company had no loan commitments to borrowers in non-accrual status at June 30, 2016 and December 31, 2015.

The following tables provide the ending balances in the Company's loans (excluding mortgage loans held for sale) and allowance for loan losses, broken down by portfolio segment as of June 30, 2016 and December 31, 2015. The tables also provide additional detail as to the amount of our loans and allowance that correspond to individual versus collective impairment evaluation. The impairment evaluation corresponds to the Company's systematic methodology for estimating its Allowance for Loan Losses.

June 30, 2016

| | Real Estate | Installment and Other | Commercial, Financial and Agriculture | Total |
|---|---|---|---|---|
| | (In thousands) | | | |
| Loans | | | | |
| Individually evaluated | $8,413 | $ 47 | $ 262 | $8,722 |
| Collectively evaluated | 671,632 | 15,268 | 128,461 | 815,361 |
| Total | $680,045 | $ 15,315 | $ 128,723 | $824,083 |
| | | | | |
| Allowance for Loan Losses | | | | |
| Individually evaluated | $868 | $ 24 | $ 61 | $953 |
| Collectively evaluated | 3,887 | 1,615 | 804 | 6,306 |
| Total | $4,755 | $ 1,639 | $ 865 | $7,259 |

December 31, 2015

| | Real Estate | Installment and Other | Commercial, Financial and Agriculture | Total |
|---|---|---|---|---|
| | (In thousands) | | | |
| Loans | | | | |
| Individually evaluated | $9,782 | $ 39 | $ 306 | $10,127 |
| Collectively evaluated | 610,996 | 19,591 | 131,801 | 762,388 |
| Total | $620,778 | $ 19,630 | $ 132,107 | $772,515 |
| | | | | |
| Allowance for Loan Losses | | | | |
| Individually evaluated | $882 | $ 25 | $ 50 | $957 |
| Collectively evaluated | 3,613 | 1,332 | 845 | 5,790 |
| Total | $4,495 | $ 1,357 | $ 895 | $6,747 |

The following tables provide additional detail of impaired loans broken out according to class as of June 30, 2016 and December 31, 2015. The recorded investment included in the following tables represent customer balances net of any partial charge-offs recognized on the loans, net of any deferred fees and costs. As nearly all of our impaired loans at June 30, 2016 are on nonaccrual status, recorded investment excludes any insignificant amount of accrued interest receivable on loans 90-days or more past due and still accruing. The unpaid balance represents the recorded balance prior to any partial charge-offs.

June 30, 2016

| | Recorded Investment | Unpaid Balance | Related Allowance | Average Recorded Investment YTD | Interest Income Recognized YTD |
|---|---|---|---|---|---|
| | (In thousands) | | | | |
| Impaired loans with no related allowance: | | | | | |
| Commercial installment | $- | $- | $ - | $ - | $ - |
| Commercial real estate | 4,588 | 4,550 | - | 4,979 | 10 |
| Consumer real estate | 337 | 337 | - | 257 | - |
| Consumer installment | 5 | 5 | - | 6 | - |
| Total | $4,930 | $4,892 | $ - | $ 5,242 | $ 10 |
| | | | | | |
| Impaired loans with a related allowance: | | | | | |
| Commercial installment | $262 | $262 | $ 61 | $ 281 | $ 6 |

| | | | | | |
|---|---|---|---|---|---|
| Commercial real estate | 2,727 | 2,727 | 373 | 2,870 | 59 |
| Consumer real estate | 761 | 761 | 495 | 810 | 8 |
| Consumer installment | 42 | 42 | 24 | 35 | - |
| Total | $3,792 | $3,792 | $ 953 | $ 3,996 | $ 73 |
| | | | | | |
| Total Impaired Loans: | | | | | |
| Commercial installment | $262 | $262 | $ 61 | $ 281 | $ 6 |
| Commercial real estate | 7,315 | 7,277 | 373 | 7,849 | 69 |
| Consumer real estate | 1,098 | 1,098 | 495 | 1,067 | 8 |
| Consumer installment | 47 | 47 | 24 | 41 | - |
| Total Impaired Loans | $8,722 | $8,684 | $ 953 | $ 9,238 | $ 83 |

As of June 30, 2016, the Company had $1.4 million of foreclosed residential real estate property obtained by physical possession and $.5 million of consumer mortgage loans secured by residential real estate properties for which foreclosure proceedings are in process according to local jurisdictions.

December 31, 2015

| | Recorded Investment | Unpaid Balance | Related Allowance | Average Recorded Investment YTD | Interest Income Recognized YTD |
|---|---|---|---|---|---|
| | (In thousands) | | | | |
| Impaired loans with no related allowance: | | | | | |
| Commercial installment | $- | $- | $ - | $ 2 | $ - |
| Commercial real estate | 5,790 | 5,828 | - | 5,099 | 50 |
| Consumer real estate | 223 | 223 | - | 205 | - |
| Consumer installment | 7 | 7 | - | 8 | - |
| Total | $6,020 | $6,058 | $ - | $ 5,314 | $ 50 |
| | | | | | |
| Impaired loans with a related allowance: | | | | | |
| Commercial installment | $306 | $306 | $ 50 | $ 264 | $ 14 |
| Commercial real estate | 2,927 | 2,927 | 444 | 2,891 | 132 |
| Consumer real estate | 842 | 842 | 438 | 1,152 | 15 |
| Consumer installment | 32 | 32 | 25 | 31 | - |
| Total | $4,107 | $4,107 | $ 957 | $ 4,338 | $ 161 |
| | | | | | |
| Total Impaired Loans: | | | | | |
| Commercial installment | $306 | $306 | $ 50 | $ 266 | $ 14 |
| Commercial real estate | 8,717 | 8,755 | 444 | 7,990 | 182 |
| Consumer real estate | 1,065 | 1,065 | 438 | 1,357 | 15 |
| Consumer installment | 39 | 39 | 25 | 39 | - |
| Total Impaired Loans | $10,127 | $10,165 | $ 957 | $ 9,652 | $ 211 |

Loans acquired with deteriorated credit quality are those purchased in the BCB Holding Company, Inc. acquisition. These loans were recorded at estimated fair value at the acquisition date with no carryover of the related allowance for loan losses. The acquired loans were segregated as of the acquisition date between those considered to be performing (acquired non-impaired loans) and those with evidence of credit deterioration (acquired impaired loans). Acquired loans are considered impaired if there is evidence of credit deterioration and if it is probable, at acquisition, all contractually required payments will not be collected.

The following table presents information regarding the contractually required payments receivable, cash flows expected to be collected and the estimated fair value of loans acquired in the BCB acquisition as of July 1, 2014, the closing date of the transaction:

| | (In thousands) Commercial, financial and agricultural | Mortgage-Commercial | Mortgage-Residential | Commercial and other | Total |
|---|---|---|---|---|---|
| Contractually required payments | $1,519 | $ 29,648 | $ 7,933 | $ 976 | $40,076 |
| Cash flows expected to be collected | 1,570 | 37,869 | 9,697 | 1,032 | 50,168 |
| Fair value of loans acquired | 1,513 | 28,875 | 7,048 | 957 | 38,393 |

Total outstanding acquired impaired loans were $2,927,095 as of June 30, 2016 and $3,039,840 as of December 31, 2015. The outstanding balance of these loans is the undiscounted sum of all amounts, including amounts deemed principal, interest, fees, penalties, and other under the loans, owed at the reporting date, whether or not currently due and whether or not any such amounts have been charged off.

Changes in the carrying amount and accretable yield for acquired impaired loans were as follows at June 30, 2016 and December 31, 2015: (in thousands)

| | June 30, 2016 | | December 31, 2015 | |
|---|---|---|---|---|
| | Accretable Yield | Carrying Amount of Loans | Accretable Yield | Carrying Amount of Loans |
| Balance at beginning of period | $1,219 | $ 1,821 | $ 1,417 | $ 2,063 |
| Accretion | (39 ) | 39 | (198 ) | 198 |
| Payments received, net | - | (113 ) | - | (440 ) |
| Balance at end of period | $1,180 | $ 1,747 | $ 1,219 | $ 1,821 |

The following tables provide detail of troubled debt restructurings (TDRs) at June 30, 2016.

For the Three Months Ending June 30, 2016

| | Outstanding Recorded Investment Pre-Modification | Outstanding Recorded Investment Post-Modification | Number of Loans | Interest Income Recognized |
|---|---|---|---|---|
| Commercial installment | $ - | $ - | - | $ - |
| Commercial real estate | - | - | - | - |
| Consumer real estate | - | - | - | - |
| Consumer installment | - | - | - | - |
| Total | $ - | $ - | - | $ - |

For the Six Months Ending June 30, 2016

| | Outstanding Recorded Investment Pre-Modification | Outstanding Recorded Investment Post-Modification | Number of Loans | Interest Income Recognized |
|---|---|---|---|---|
| Commercial installment | $ 285 | $ 285 | 1 | $ 6 |
| Commercial real estate | - | - | - | - |
| Consumer real estate | - | - | - | - |
| Consumer installment | - | - | - | - |
| Total | $ 285 | $ 285 | 1 | $ 6 |

There were no TDRs modified during the three month period ended June 30, 2016.

The balance of troubled debt restructurings (TDRs)was $6.8 million at June 30, 2016 and $6.9 million at December 31, 2015, respectively, calculated for regulatory reporting purposes. There was $247,000 allocated in specific reserves established with respect to these loans as of June 30, 2016. As of June 30, 2016, the company had no additional amount committed on any loan classified as troubled debt restructuring.

The following tables set forth the amounts and past due status for the Bank TDRs at June 30, 2016 and December 31, 2015:

(in thousands)

| | June 30, 2016 | | | | |
|---|---|---|---|---|---|
| | Current Loans | Past Due 30-89 | Past Due 90 days and still accruing | Non-accrual | Total |
| Commercial installment | $189 | $ - | $ - | $50 | $239 |
| Commercial real estate | 2,534 | - | - | 3,582 | 6,116 |
| Consumer real estate | 250 | - | - | 129 | 379 |
| Consumer installment | 7 | - | - | 27 | 34 |
| Total | $2,980 | $ - | $ - | $3,788 | $6,768 |
| Allowance for loan losses | $118 | $ - | $ - | $129 | $247 |

(in thousands)

| | December 31, 2015 | | | | |
|---|---|---|---|---|---|
| | Current Loans | Past Due 30-89 | Past Due 90 days and still accruing | Non-accrual | Total |
| Commercial installment | $206 | $ - | $ - | $50 | $256 |
| Commercial real estate | 1,823 | - | - | 2,934 | 4,757 |
| Consumer real estate | 721 | - | - | 1,135 | 1,856 |
| Consumer installment | 8 | - | - | 29 | 37 |
| Total | $2,758 | $ - | $ - | $4,148 | $6,906 |
| Allowance for loan losses | $106 | $ - | $ - | $197 | $303 |

The following tables summarize by class our loans classified as past due in excess of 30 days or more in addition to those loans classified as non-accrual:

| | June 30, 2016 (In thousands) | | | | |
|---|---|---|---|---|---|
| | Past Due 30 to 89 Days | Past Due 90 Days or More and Still Accruing | Non-Accrual | Total Past Due and Non-Accrual | Total Loans |

| | | | | | |
|---|---|---|---|---|---|
| Real Estate-construction | $561 | $ - | $ 2,629 | $ 3,190 | $101,439 |
| Real Estate-mortgage | 1,388 | 267 | 2,049 | 3,704 | 282,420 |
| Real Estate-non farm non residential | 296 | - | 951 | 1,247 | 296,676 |
| Commercial | 134 | - | 73 | 207 | 118,924 |
| Lease Financing Rec. | - | - | - | - | 2,642 |
| Obligations of states and subdivisions | - | - | - | - | 6,965 |
| Consumer | 20 | - | 40 | 60 | 15,017 |
| Total | $2,399 | $ 267 | $ 5,742 | $ 8,408 | $824,083 |

| | December 31, 2015 (In thousands) | | | | |
|---|---|---|---|---|---|
| | Past Due 30 to 89 Days | Past Due 90 Days or More and Still Accruing | Non-Accrual | Total Past Due and Non-Accrual | Total Loans |
| Real Estate-construction | $311 | $ - | $ 2,956 | $ 3,267 | $99,161 |
| Real Estate-mortgage | 3,339 | 29 | 2,055 | 5,423 | 272,180 |
| Real Estate-non farm non residential | 736 | - | 2,225 | 2,961 | 253,309 |
| Commercial | 97 | - | 100 | 197 | 129,197 |
| Lease Financing Rec. | - | - | - | - | 2,650 |
| Obligations of states and subdivisions | - | - | - | - | 969 |
| Consumer | 70 | - | 32 | 102 | 15,049 |
| Total | $4,553 | $ 29 | $ 7,368 | $ 11,950 | $772,515 |

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt, such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company uses the following definitions for risk ratings, which are consistent with the definitions used in supervisory guidance:

Special Mention. Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the Company’s credit position at some future date.

Substandard. Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful. Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans.

As of June 30, 2016 and December 31, 2015, and based on the most recent analysis performed, the risk categories of loans by class of loans (excluding mortgage loans held for sale) were as follows:

($ in thousands)

June 30, 2016

| | Real Estate Commercial | Real Estate Mortgage | Installment and Other | Commercial, Financial and Agriculture | Total |
|---|---|---|---|---|---|
| Pass | $ 492,372 | $ 169,666 | $ 20,575 | $ 124,783 | $ 807,396 |
| Special Mention | 785 | 245 | - | 205 | 1,235 |
| Substandard | 14,264 | 1,360 | 85 | 149 | 15,858 |
| Doubtful | - | 321 | - | 42 | 363 |
| Subtotal | 507,421 | 171,592 | 20,660 | 125,179 | 824,852 |
| Less: | | | | | |
| Unearned discount | 382 | 67 | - | 320 | 769 |
| Loans, net of unearned discount | $ 507,039 | $ 171,525 | $ 20,660 | $ 124,859 | $ 824,083 |

December 31, 2015

| | Real Estate Commercial | Real Estate Mortgage | Installment and Other | Commercial, Financial and Agriculture | Total |
|---|---|---|---|---|---|
| Pass | $ 434,638 | $ 167,394 | $ 19,556 | $ 132,101 | $ 753,689 |
| Special Mention | 681 | 153 | - | 168 | 1,002 |
| Substandard | 16,655 | 1,453 | 75 | 178 | 18,361 |
| Doubtful | - | 327 | - | - | 327 |
| Subtotal | 451,974 | 169,327 | 19,631 | 132,447 | 773,379 |
| Less: | | | | | |
| Unearned discount | 448 | 76 | - | 340 | 864 |
| Loans, net of unearned discount | $ 451,526 | $ 169,251 | $ 19,631 | $ 132,107 | $ 772,515 |

NOTE H — SECURITIES

The following disclosure of the estimated fair value of financial instruments is made in accordance with authoritative guidance. The estimated fair value amounts have been determined using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required to interpret market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that could be realized in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

A summary of the amortized cost and estimated fair value of available-for-sale securities and held-to-maturity securities at June 30, 2016, follows:

($ in thousands)

| | June 30, 2016 | | | |
|---|---|---|---|---|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Available-for-sale securities: | | | | |
| Obligations of U.S. Government Agencies | $9,056 | $ 72 | $ - | $9,128 |
| Tax-exempt and taxable obligations of states and municipal subdivisions | 96,232 | 3,499 | 2 | 99,729 |
| Mortgage-backed securities | 109,637 | 2,341 | 20 | 111,958 |
| Corporate obligations | 22,200 | 146 | 1,255 | 21,091 |
| Other | 1,255 | - | 306 | 949 |
| Total | $238,380 | $ 6,058 | $ 1,583 | $242,855 |
| Held-to-maturity securities: | | | | |
| Mortgage-backed securities | $25 | $ 1 | $ - | $26 |
| Taxable obligations of states and municipal subdivisions | 6,000 | 1,864 | - | 7,864 |
| Total | $6,025 | $ 1,865 | $ - | $7,890 |

NOTE I — ALLOWANCE FOR LOAN LOSSES

The Company has developed policies and procedures for evaluating the overall quality of its credit portfolio and the timely identification of potential problem loans. Management’s judgment as to the adequacy of the allowance is based upon a number of assumptions which it believes to be reasonable, but which may not prove to be accurate, particularly given the Company’s growth and the economy. Thus, there can be no assurance that charge-offs in future periods will not exceed the allowance for loan losses or that additional increases in the loan loss allowance will not be required.

The Company’s allowance consists of two parts. The first part is determined in accordance with authoritative guidance regarding contingencies. The Company’s determination of this part of the allowance is based upon quantitative and qualitative factors. A loan loss history based upon the most recent 72 months loss history is utilized in determining the appropriate allowance. Historical loss factors are determined by risk rated loans by loan type. These historical loss factors are applied to the loans by loan type to determine an indicated allowance. The loss factors of peer groups are considered in the determination of the allowance and are used to assist in the establishment of a long-term loss history for areas in which this data is unavailable and incorporated into the qualitative factors to be considered. The historical loss factors may also be modified based upon other qualitative factors including but not limited to local and national economic conditions, trends of delinquent loans, changes in lending policies and underwriting standards, concentrations, and management's knowledge of the loan portfolio. These factors require judgment upon the part of management and are based upon state and national economic reports received from various institutions and agencies including the Federal Reserve Bank, United States Bureau of Economic Analysis, Bureau of Labor Statistics, meetings with the Company's loan officers and loan committee, and data and guidance received or obtained from the Company's regulatory authorities.

The second part of the allowance is determined in accordance with authoritative guidance regarding loan impairment. Impaired loans are determined based upon a review by internal loan review and senior management.

The sum of the two parts constitutes management's best estimate of an appropriate allowance for loan losses. When the estimated allowance is determined, it is presented to the Company's audit committee for review and approval on a quarterly basis.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Impairment is measured on a loan by loan basis, and a specific allowance is assigned to each loan determined to be impaired. Impaired loans not deemed collateral dependent are analyzed according to the ultimate repayment source, whether that is cash flow from the borrower, guarantor or some other source of repayment. Impaired loans are deemed collateral dependent if, in the Company's opinion, the ultimate source of repayment will be generated from the liquidation of collateral.

The Company discontinues accrual of interest on loans when management believes, after considering economic and business conditions and collection efforts, that a borrower's financial condition is such that the collection of interest is doubtful. Generally, the Company will place a delinquent loan in nonaccrual status when the loan becomes 90 days or more past due. At the time a loan is placed in nonaccrual status, all interest which has been accrued on the loan but remains unpaid is reversed and deducted from earnings as a reduction of reported interest income. No additional interest is accrued on the loan balance until the collection of both principal and interest becomes reasonably certain.

NOTE J – SUBSEQUENT EVENTS

Subsequent events have been evaluated by management through the date the financial statements were issued. The Company has experienced recoveries on a previously charged-off loan of $941,000. In 2015, $722,000 was recovered and a third and final installment of $219,000 is expected during 2016.

NOTE K – RECLASSIFICATION

Certain amounts in the 2015 financial statements have been reclassified for comparative purposes to conform to the current period financial statement presentation.

## ITEM NO. 2 MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### FINANCIAL CONDITION

The following discussion contains "forward-looking statements" relating to, without limitation, future economic performance, plans and objectives of management for future operations, and projections of revenues and other financial items that are based on the beliefs of the Company's management, as well as assumptions made by and information currently available to the Company's management. The words "expect," "estimate," "anticipate," and "believe," as well as similar expressions, are intended to identify forward-looking statements. The Company's actual results may differ materially from the results discussed in the forward-looking statements, and the Company's operating performance each quarter is subject to various risks and uncertainties that are discussed in detail in the Company's filings with the Securities and Exchange Commission, including the "Risk Factors" section in the Company's most recently filed Form 10-K.

The First represents the primary asset of the Company. The First reported total assets of $1.2 billion at June 30, 2016, compared to $1.1 billion at December 31, 2015, an increase of $79.6 million. Loans increased $51.6 million, or 6.7%, during the first six months of 2016. Deposits at June 30, 2016, totaled $1.0 billion compared to $916.7 million at December 31, 2015. For the six month period ended June 30, 2016, The First reported net income of $5.8 million compared to $4.6 million for the six months ended June 30, 2015.

NONPERFORMING ASSETS AND RISK ELEMENTS. Diversification within the loan portfolio is an important means of reducing inherent lending risks. At June 30, 2016, The First had no concentrations of ten percent or more of total loans in any single industry or any geographical area outside its immediate market areas.

At June 30, 2016, The First had loans past due as follows:

| | ($ In Thousands) |
|---|---|
| Past due 30 through 89 days | $ 2,399 |
| Past due 90 days or more and still accruing | 267 |

The accrual of interest is discontinued on loans which become ninety days past due (principal and/or interest), unless the loans are adequately secured and in the process of collection. Nonaccrual loans totaled $5.7 million at June 30, 2016, a decrease of $1.6 million from December 31, 2015. Any other real estate owned is carried at fair value, determined by an appraisal, less estimated costs to sell. Other real estate owned totaled $4.7 million at June 30, 2016. A loan is classified as a restructured loan when the following two conditions are present: First, the borrower is experiencing financial difficulty and second, the creditor grants a concession it would not otherwise consider but for the borrower's financial difficulties. At June 30, 2016, the Bank had $6.8 million in loans that were modified as troubled debt restructurings, of which $3.0 million were performing as agreed with modified terms.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity is adequate with cash and cash equivalents of $54.8 million as of June 30, 2016. In addition, loans and investment securities repricing or maturing within one year or less exceeded $236.4 million at June 30, 2016. Approximately $195.4 million in loan commitments could fund within the next three months and other commitments, primarily standby letters of credit, totaled $1.8 million at June 30, 2016.

There are no known trends or any known commitments or uncertainties that will result in The First's liquidity increasing or decreasing in a significant way.

Total consolidated equity capital at June 30, 2016, was $110.3 million, or approximately 9.0% of total assets. The Company currently has adequate capital positions to meet the minimum capital requirements for all regulatory agencies. The Company's capital ratios as of June 30, 2016, were as follows:

| | |
|---|---|
| Tier 1 leverage | 8.50 % |
| Tier 1 risk-based | 10.53% |
| Total risk-based | 11.28% |
| Common equity Tier 1 | 7.78 % |

On June 30, 2006, The Company issued $4,124,000 of floating rate junior subordinated deferrable interest debentures to The First Bancshares Statutory Trust 2 in which the Company owns all of the common equity. The debentures are the sole asset of the Trust. The Trust issued $4,000,000 of Trust Preferred Securities (TPSs) to investors. The Company's obligations under the debentures and related documents, taken together, constitute a full and unconditional guarantee by the Company of the Trust's obligations under the preferred securities. The preferred securities are redeemable by the Company at its option. The preferred securities must be redeemed upon maturity of the debentures in 2036. Interest on the preferred securities is the three month London Interbank Offer Rate (LIBOR) plus 1.65% and is payable quarterly. The terms of the subordinated debentures are identical to those of the preferred securities. On July 27, 2007, The Company issued $6,186,000 of floating rate junior subordinated deferrable interest debentures to The First Bancshares Statutory Trust 3 in which the Company owns all of the common equity. The debentures are the sole asset of Trust 3. The Trust issued $6,000,000 of Trust Preferred Securities (TPSs) to investors. The Company's obligations under the debentures and related documents, taken together, constitute a full and unconditional guarantee by the Company of the Trust's obligations under the preferred securities. The preferred securities are redeemable by the Company at its option. The preferred securities must be redeemed upon maturity of the debentures in 2037. Interest on the preferred securities is the three month LIBOR plus 1.40% and is payable quarterly. The terms of the subordinated debentures are identical to those of the preferred securities. In accordance with the authoritative guidance, the trusts are not included in the consolidated financial statements.

RESULTS OF OPERATIONS

The Company had a consolidated net income of $2,649,000 for the three months ended June 30, 2016, compared with consolidated net income of $2,185,000 for the same period last year.

Net interest income increased to $9.9 million from $9.2 million for the three months ended June 30, 2016, or an increase of 6.9% as compared to the same period in 2015. Quarterly average earning assets at June 30, 2016, increased $78.8 million, or 7.7% and quarterly average interest-bearing liabilities also increased $88.5 million or 10.8% when compared to June 30, 2015.

Noninterest income for the three months ended June 30, 2016, was $2,961,000 compared to $1,854,000 for the same period in 2015, reflecting an increase of $1,107,000 or 59.7%. This increase consisted mainly of increased mortgage income of $826,000.

The provision for loan losses was $204,000 for the three months ended June 30, 2016 compared with $0 for the same period in 2015. The allowance for loan losses of $7.3 million at June 30, 2016 (approximately .88% of total loans and 1.06% of loans including valuation accounting adjustments on acquired loans) is considered by management to be adequate to cover losses inherent in the loan portfolio. The level of this allowance is dependent upon a number of factors, including the total amount of past due loans, general economic conditions, and management's assessment of potential losses. This evaluation is inherently subjective as it requires estimates that are susceptible to significant change. Ultimately, losses may vary from current estimates and future additions to the allowance may be necessary.

Thus, there can be no assurance that charge-offs in future periods will not exceed the allowance for loan losses or that additional increases in the loan loss allowance will not be required. Management evaluates the adequacy of the allowance for loan losses quarterly and makes provisions for loan losses based on this evaluation.

Noninterest expense increased by $829,000 or 10.2% for the three months ended June 30, 2016, when compared with the same period in 2015. The largest increase was related to salaries and benefits of $787,000 of which $391,000 can be attributed to acquisition of The Mortgage Connection, LLC, as well as additional salaries and benefits related to the banking team in Mobile and the lender in Madison.

RESULTS OF OPERATIONS – YEAR TO DATE

The Company had a consolidated net income of $5,253,000 for the six months ended June 30, 2016, compared with consolidated net income of $4,214,000 for the same period last year.

Net interest income increased to $19.5 million from $18.1 million for the six months ended June 30, 2015, or an increase of 7.9% as compared to the same period in 2015. Average earning assets at June 30, 2016, increased $64.6 million, or 6.3% and quarterly average interest-bearing liabilities also increased $74.6 million or 9.0% when compared to December 31, 2015.

Noninterest income for the six months ended June 30, 2016, was $5,444,000 compared to $3,704,000 for the same period in 2015, reflecting an increase of $1,740,000 or 47.0%. This increase consists of $1,137,000 of increased mortgage income and increased service charges of $224,000 and a one-time gain on the conversion of our debit card provider of $260,000.

The provision for loan losses was $394,000 for the six months ended June 30, 2016, compared with $150,000 for the same period in 2015. The allowance for loan losses of $7.3 million at June 30, 2016 (approximately .88% of total loans and 1.06% of loans including valuation accounting adjustments on acquired loans) is considered by management to be adequate to cover losses inherent in the loan portfolio. The level of this allowance is dependent upon a number of factors, including the total amount of past due loans, general economic conditions, and management's assessment of potential losses. This evaluation is inherently subjective as it requires estimates that are susceptible to significant change. Ultimately, losses may vary from current estimates and future additions to the allowance may be necessary.

Thus, there can be no assurance that charge-offs in future periods will not exceed the allowance for loan losses or that additional increases in the loan loss allowance will not be required. Management evaluates the adequacy of the allowance for loan losses quarterly and makes provisions for loan losses based on this evaluation.

Noninterest expense increased by $1.4 million or 8.8% for the six months ended June 30, 2016, when compared with the same period in 2015. $1.0 million of the increase can be attributed to the salaries and benefits of The Mortgage Connection, LLC that was acquired in the fourth quarter of 2015 and the addition of the team in Mobile and the lender in Madison.

## ITEM NO. 3. CONTROLS AND PROCEDURES

As of June 30, 2016, (the "Evaluation Date"), we carried out an evaluation, under the supervision of and with the participation of our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms.

There have been no changes, significant or otherwise, in our internal controls over financial reporting that occurred during the quarter ended June 30, 2016, that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

ITEM NO. 4. RECENT ACCOUNTING PRONOUNCEMENTS

In June 2016, the Financial Accounting Standards Board (FASB) issued ASU No. 2016-13, "*Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments"* (ASU 2016-13). ASU 2016-13 requires a new impairment model known as the current expected credit loss ("CECL") which significantly changes the way impairment of financial instruments is recognized by requiring immediate recognition of estimated credit losses expected to occur over the remaining life of financial instruments. The main provisions of ASU 2016-13 include (1) replacing the "incurred loss" approach under current GAAP with an "expected loss" model for instruments measured at amortized cost, (2) requiring entities to record an allowance for credit losses related to available-for-sale debt securities rather than a direct write-down of the carrying amount of the investments, as is required by the other-than-temporary-impairment model under current GAAP, and (3) a simplified accounting model for purchased credit-impaired debt securities and loans. ASU 2016-13 is effective for interim and annual reporting periods beginning after December 15, 2019, although early adoption is permitted. The Company is currently assessing the impact of the adoption of ASU 2016-13.

In March 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) NO. 2016-09 "*Compensation (Topic 718) – Improvements to Employee Share-Based Payment Accounting."* ASU 2016-09 requires all income tax effects of awards to be recognized in the income statement when the awards vest or are settled. It also allows an employer to repurchase more of an employee's shares than it can today for tax withholding purposes without triggering liability accounting and to make a policy election for forfeitures as they occur. The guidance is effective for public business entities for fiscal years beginning after December 15, 2016, and interim periods within those years. Early adoption is permitted. The Company is assessing the impact of ASU 2016-09 on its accounting and disclosures.

In February 2016 the FASB issued ASU NO. 2016-02 "*Leases (Topic 842)."* ASU 2016-02 establishes a right of use model that requires a lessee to record a right of use asset and a lease liability for all leases with terms longer than 12 months. Leases will be classified as either finance or operating with classification affecting the pattern of expense recognition in the income statement. For lessors, the guidance modifies the classification criteria and the accounting for sales-type and direct financing leases. A lease will be treated as sale if it transfers all of the risks and rewards, as well as control of the underlying asset, to the lessee. If risks and rewards are conveyed without the transfer of control, the lease is treated as a financing. If the lessor doesn't convey risks and rewards or control, an operating lease results. The amendments are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years for public business entities. Entities are required to use a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements, with certain practical expedients available. Early adoption is permitted. The Company is assessing the impact of ASU

2016-02 on its accounting and disclosures.

## PART II — OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

None

### ITEM 1A. RISK FACTORS

There are no material changes in the Company's risk factors since December 31, 2015. Please refer to the Annual Report on Form 10-K of The First Bancshares, Inc., filed with the Securities and Exchange Commission on March 30, 2016.

### ITEM 2. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

### ITEM 3. REMOVED AND RESERVED

### ITEM 4. OTHER INFORMATION

Not Applicable

### ITEM 5. EXHIBITS

(a) Exhibits

| Exhibit No. | |
|---|---|
| 2.1 | Agreement and Plan of merger, dated as of March 2, 2014, between The First Bancshares, Inc. and BCB Holding Company, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on 3-7-2014) |
| 2.1 | Acquisition Agreement, dated as of January 31, 2013, between The First Bancshares, Inc. and First Baldwin Bancshares, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on 2-1-13) and First Amendment to Acquisition Agreement, dated as of March 15, 2013, between First Bancshares, Inc. and First Baldwin Bancshares, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on 3-20-13) |

| | |
|---|---|
| 3.1 | Articles of Amendment and Certificate of Designation, Preferences and Rights of Series D Nonvoting Convertible Preferred Stock dated as of March 18,2013 (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K filed on 3-21-13). |
| 3.2 | Restated Articles of Incorporation dated as of March 21, 2013 (incorporated by reference to Exhibit 3.2 of the Company's Form 8-K filed on 3-21-13). |
| 4.1 | Certificate of Designation of Series D Nonvoting Convertible Preferred Stock, as filed with the Mississippi Secretary of State on March 20, 2013 (incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed on March 25, 2013). |

| | |
|---|---|
| 10.1 | Form of Securities Purchase Agreement between the Company and each of the Purchasers, dated as of March 20, 2013 (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on March 25, 2013) |
| 10.2 | Form of Registration Rights Agreement between the Company and each of the Purchasers, dated as of March 20, 2013 (incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on March 25, 2013) |
| 31.1 | Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of principal executive officer pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of principal financial officer pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase |

(b) The Company filed three reports on Form 8-K during the quarter ended June 30, 2016.

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 thereunto duly authorized.

| | |
|---|---|
| | THE FIRST BANCSHARES, INC. |
| | (Registrant) |
| | /s/ M. RAY (HOPPY)COLE, JR. |
| August 15, 2016 | M. Ray (Hoppy) Cole, Jr. |
| (Date) | Chief Executive Officer |
| | /s/ DEEDEE LOWERY |
| August 15, 2016 | DeeDee Lowery, |
| (Date) | Executive Vice President and Chief Financial Officer |