

FIRST BANCSHARES INC /MS/  
Form 8-K  
May 30, 2012

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 24, 2012

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  
(IRS employer ID No.)

6480 US Highway 98 West  
Hattiesburg, Mississippi 39402  
(Address of principal executive offices)

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

Not applicable  
(Registrant's former address of principal executive offices)

Item 5.07 Submission of Matters to a Vote of Security Holders. On May 24, 2012, the Company held its regular Annual Shareholders' Meeting. Three items were voted on at the meeting. As of the record date, there were 3,105,882 shares entitled to vote, of which 2,023,750 shares, or 65.16%, were voted in person or by proxy at the Annual Meeting. Results are set forth below.

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Item 1. Election of Directors

The shareholders elected three directors to serve three year terms expiring at the 2015 Annual Meeting as summarized below:

| Directors Elected            | Votes For | Votes<br>Withheld | Broker Non-Votes |
|------------------------------|-----------|-------------------|------------------|
| Class II ( three year term:) |           |                   |                  |
| Michael W. Chancellor        | 1,339,687 | 15,201            | 668,862          |
| Andrew D. Stetelman          | 1,340,387 | 14,501            | 668,862          |
| Charles R. Lightsey          | 1,338,387 | 16,501            | 668,862          |

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

| Votes For | Votes<br>Against | Abstained |
|-----------|------------------|-----------|
| 2,010,938 | 11,701           | 1,111     |

Item 3. Advisory Vote on Executive Compensation

| Votes For | Votes<br>Against | Abstained | Broker<br>Non-Votes |
|-----------|------------------|-----------|---------------------|
| 1,310,435 | 34,899           | 9,554     | 668,862             |

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.

Dated: May 29, 2012

THE FIRST BANCSHARES, INC.

By: /s/ Donna T. Lowery

Name: Donna T. Lowery

Title: Chief Financial Officer