

FIRST COMMUNITY BANCSHARES INC /NV/  
Form 8-K  
May 28, 2013

**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, 2013**

**FIRST COMMUNITY BANCSHARES, INC.**  
(Exact name of registrant as specified in its  
charter)

<b>Nevada</b>	<b>000-19297</b>	<b>55-0694814</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**P.O. Box 989**  
**Bluefield, Virginia**  
(Address of principal executive offices) (Zip Code)  
**24605-0989**

Registrant's telephone number, including area code:  
**(276) 326-9000**

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

The Compensation and Retirement Committee of First Community Bancshares, Inc. (the “Committee”) finalized awards of 7,741, 4,894, 5,044, 6,491, and 3,941 shares to John M. Mendez, President and Chief Executive Officer, David D. Brown, Chief Financial Officer, Robert L. Buzzo, Vice President and Secretary, E. Stephen Lilly, Chief Operating Officer, and Robert L. Schumacher, General Counsel, respectively. Approximately 48% of the awards vest immediately, and the remaining amounts vest over three years subject to service and performance restrictions. A copy of Mr. Mendez’s award agreement is attached hereto as Exhibit 99.1. The agreements for the other named executive officers are substantially identical except with regard to the number of shares granted.

**Item 9.01 Financial Statements and Exhibits**

(d) The following exhibit is included with this report:

Exhibit No.	Exhibit Description
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99.1	Restricted Stock Agreement between First Community Bancshares, Inc. and John M. Mendez
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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: May 28, 2013 By: /s/ David D. Brown  
David D. Brown  
Chief Financial Officer