

FIRST BANCSHARES INC /MS/  
Form 8-K  
May 19, 2015  
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 13, 2015

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 (601) 268-8998  
area code

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 1.01 Entry into a Material Definitive Agreement.

On Wednesday, May 13, 2015, The First Bancshares, Inc. (the “Company”) entered into a Letter Agreement, including Schedule A thereto (the “Letter Agreement”), with the United States Department of the Treasury (“Treasury”), pursuant to which the Company redeemed the Warrant to purchase up to 54,705 shares of the Company’s common stock, no par value per share (the “Common Stock”), issued to Treasury on February 6, 2009 under the Capital Purchase Program. In connection with this redemption, on May 13, 2015, the Company paid Treasury an aggregate redemption price of \$302,410.

A copy of the Letter Agreement is attached as Exhibit 10.01 to this Current Report on Form 8-K and is incorporated by reference into this Item 1.01. The foregoing summary of the Letter Agreement is qualified in its entirety by reference thereto.

Item 3.03 Material Modification of the Rights of Security Holders.

The information set forth under “Item 1.01 Entry into a Material Definitive Agreement” is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.01. Letter Agreement, dated May 13, 2015, between The First Bancshares, Inc. and the United States Department of the Treasury

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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 19, 2015

By:	/s/ Dee Dee Lowery
Name:	Donna T. (Dee Dee) Lowery
Title:	EVP and CFO