
Section 1: 8-K (FORM 8-K)

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): **April 24, 2018**

FIRST COMMUNITY BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

000-19297
(Commission
File Number)

55-0694814
(IRS Employer
Identification No.)

P.O. Box 989
Bluefield, Virginia
(Address of principal executive offices)

24605-0989
(Zip Code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On April 24, 2018, First Community Bancshares, Inc. (the "Company") announced by press release its earnings for the first quarter of 2018. A copy of the press release is attached hereto as Exhibit 99.1.

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 24, 2018, the Company held its annual shareholders' meeting. At the meeting, the Company's shareholders: (i) elected all persons listed below under Proposal 1 to serve as director of the Company for a term that will continue until the 2021 annual meeting of shareholders; (ii) ratified the appointment of Dixon Hughes Goodman LLP as the Company's independent registered public accounting firm; and (iii) approved an Agreement and Plan of Reincorporation and Merger, approved by the Board of Directors on February 27, 2018, pursuant to which the Corporation's state of incorporation would change from Nevada to Virginia, by means of the Corporation merging with and into a new Virginia Corporation, to be named "First Community Bankshares, Inc.," so that the stockholders of the Corporation would become shareholders of the new Virginia Corporation.

The following tables summarize voting results by the Company's shareholders.

Proposal 1: To elect two directors to serve as members of the Board of Directors Class of 2021.

| Nominee | Votes FOR | Votes WITHHELD | Broker Non-Votes |
|-------------------------|------------|----------------|------------------|
| W.C. Blankenship, Jr. | 9,909,436 | 863,910 | 2,054,462 |
| William P. Stafford, II | 10,414,022 | 359,324 | |

Proposal 2: To ratify the appointment of Dixon Hughes Goodman LLP as the Company's independent registered public accounting firm.

| Votes FOR | Votes AGAINST | Votes ABSTAIN |
|------------|---------------|---------------|
| 12,164,348 | 657,072 | 6,388 |

Proposal 3: To approve an Agreement and Plan of Reincorporation and Merger pursuant to which the Corporation's state of incorporation would change from Nevada to Virginia, by means of the Corporation merging with and into a new Virginia Corporation, to be named "First Community Bankshares, Inc.," so that the stockholders of the Corporation would become shareholders of the new Virginia Corporation.

| Votes FOR | Votes AGAINST | Votes ABSTAIN |
|------------|---------------|---------------|
| 10,509,872 | 262,323 | 1,151 |

Item 8.01 Other Events.

On April 24, 2018, the Company announced by press release its quarterly cash dividend to common shareholders of eighteen cents (\$0.18) per common share, payable on May 18, 2018, to shareholders of record on May 4, 2018. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

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

| Exhibit No. | Exhibit Description |
|-------------|--|
| 99.1 | Earnings and dividend press release dated April 24, 2018 |

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements. These forward-looking statements are based on current expectations that involve risks, uncertainties, and assumptions. Should one or more of these risks or uncertainties materialize or should underlying assumptions prove incorrect, actual results may differ materially. These risks include: changes in business or other market conditions; the timely development, production and acceptance of new products and services; the challenge of managing asset/liability levels; the management of credit risk and interest rate risk; the difficulty of keeping expense growth at modest levels while increasing revenues; and other risks detailed from time to time in the Company's Securities and Exchange Commission reports, including but not limited to the Annual Report on Form 10-K for the most recent year ended. Pursuant to the Private Securities Litigation Reform Act of 1995, the Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.

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: April 25, 2018

By: /s/ David D. Brown

David D. Brown
Chief Financial Officer

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1



NEWS RELEASE

FOR IMMEDIATE RELEASE:

April 24, 2018

FOR MORE INFORMATION, CONTACT:

David D. Brown
(276) 326-9000

First Community Bancshares, Inc. Announces Record First Quarter 2018 Results and Quarterly Dividend

Bluefield, Virginia – First Community Bancshares, Inc. (NASDAQ: FCBC) (www.firstcommunitybank.com) (the “Company”) today reported its unaudited results of operations and other financial information for the quarter ended March 31, 2018. The Company reported net income of \$8.87 million, or \$0.52 per diluted common share for the quarter ended March 31, 2018, which represents a 44.44% increase in per share diluted earnings compared to the same quarter of 2017.

The Company also announced today that the Board of Directors declared a quarterly cash dividend to common shareholders of eighteen cents (\$0.18) per common share. The quarterly dividend is payable to common shareholders of record on May 4, 2018, and is expected to be paid on or about May 18, 2018. The current year marks the 33rd consecutive year of regular cash dividends paid to shareholders.

First Quarter 2018 Highlights

- **Income Statement**
 - Pre-tax income increased \$2.18 million, or 23.54%, to \$11.44 million compared to the same quarter of 2017.
 - Net income increased \$2.67 million, or 42.99%, to \$8.87 million compared to the same quarter of 2017.
 - Diluted earnings per share increased \$0.16, or 44.44%, to \$0.52 compared to the same quarter of 2017.
 - The non-GAAP efficiency ratio improved to 58.29% compared to 61.35% in the same quarter of 2017.
 - Net interest margin increased 21 basis points to 4.38%, and normalized net interest margin increased 8 basis points to 4.03% compared to the same quarter of 2017.
- **Balance Sheet**
 - The Company repurchased 187,300 common shares during the quarter for \$5.41 million compared to 6,800 shares during the same quarter of 2017.
 - The Company and its subsidiary bank both significantly exceed regulatory “well capitalized” targets as of March 31, 2018.
- **Other**
 - The Company paid a one-time special cash dividend to common shareholders of \$0.48 per common share on March 23, 2018. The special dividend was in addition to the regular cash dividend of \$0.18 per common share paid on February 16, 2018.

Non-GAAP Financial Measures

The Company prepares its financial statements in accordance with GAAP. This press release also refers to certain non-GAAP financial measures that the Company believes provide investors with important information, when used in conjunction with results presented in accordance with

GAAP, regarding its operational performance. The Company's non-GAAP financial measures presented in this release include core earnings, the efficiency ratio, tangible book value per common share, average tangible common equity, and normalized net interest margin. Management believes that core earnings provide the Company and investors a valuable tool to evaluate the Company's financial results. Management believes that the efficiency ratio provides important information about the Company's operating expense control and efficiency of operations. Management also believes this ratio focuses attention on the core operating performance of the Company over time and is highly useful in comparing period-to-period operating performance of core business operations. The efficiency ratio used by the Company may not be comparable to efficiency ratios reported by other financial institutions. The reconciliations of these measures to GAAP measures are provided within this news release.

About First Community Bancshares, Inc.

First Community Bancshares, Inc., a financial holding company headquartered in Bluefield, Virginia, provides banking products and services through its wholly owned subsidiary First Community Bank. First Community Bank operated 44 branch banking locations in Virginia, West Virginia, North Carolina, and Tennessee as of March 31, 2018. First Community Bank provides insurance services through First Community Insurance Services, which operates in-branch locations in Virginia and West Virginia and offers wealth management and investment advice through its Trust Division and First Community Wealth Management, which collectively managed \$945 million in combined assets as of March 31, 2018. The Company reported consolidated assets of \$2.43 billion as of March 31, 2018. The Company's common stock is listed on the NASDAQ Global Select Market under the trading symbol, "FCBC". Additional investor information is available on the Company's website at www.firstcommunitybank.com.

This news release may include forward-looking statements. These forward-looking statements are based on current expectations that involve risks, uncertainties, and assumptions. Should one or more of these risks or uncertainties materialize or should underlying assumptions prove incorrect, actual results may differ materially. These risks include: changes in business or other market conditions; the timely development, production and acceptance of new products and services; the challenge of managing asset/liability levels; the management of credit risk and interest rate risk; the difficulty of keeping expense growth at modest levels while increasing revenues; and other risks detailed from time to time in the Company's Securities and Exchange Commission reports including, but not limited to, the Annual Report on Form 10-K for the most recent fiscal year end. Pursuant to the Private Securities Litigation Reform Act of 1995, the Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.

Financial Performance

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

| <i>(Amounts in thousands, except share and per share data)</i> | Three Months Ended | | | | |
|--|--------------------|-----------------|-----------------|-----------------|-----------------|
| | March 31, | December 31, | September 30, | June 30, | March 31, |
| | 2018 | 2017 | 2017 | 2017 | 2017 |
| Interest income | | | | | |
| Interest and fees on loans | \$ 22,755 | \$ 22,314 | \$ 22,694 | \$ 22,914 | \$ 21,827 |
| Interest on securities | 1,104 | 1,095 | 1,080 | 1,170 | 1,206 |
| Interest on deposits in banks | 471 | 353 | 275 | 221 | 159 |
| Total interest income | 24,330 | 23,762 | 24,049 | 24,305 | 23,192 |
| Interest expense | | | | | |
| Interest on deposits | 1,251 | 1,313 | 1,275 | 1,233 | 1,166 |
| Interest on borrowings | 700 | 716 | 724 | 778 | 885 |
| Total interest expense | 1,951 | 2,029 | 1,999 | 2,011 | 2,051 |
| Net interest income | 22,379 | 21,733 | 22,050 | 22,294 | 21,141 |
| Provision for loan losses | 495 | 615 | 730 | 934 | 492 |
| Net interest income after provision | 21,884 | 21,118 | 21,320 | 21,360 | 20,649 |
| Total noninterest income | 7,096 | 7,947 | 7,135 | 5,475 | 5,691 |
| Total noninterest expense | 17,544 | 17,132 | 16,909 | 17,458 | 17,083 |
| Income before income taxes | 11,436 | 11,933 | 11,546 | 9,377 | 9,257 |
| Income tax expense | 2,568 | 10,720 | 3,894 | 2,959 | 3,055 |
| Net income | \$ 8,868 | \$ 1,213 | \$ 7,652 | \$ 6,418 | \$ 6,202 |
| Earnings per common share | | | | | |
| Basic | \$ 0.52 | \$ 0.07 | \$ 0.45 | \$ 0.38 | \$ 0.36 |
| Diluted | 0.52 | 0.07 | 0.45 | 0.38 | 0.36 |
| Cash dividends per common share | 0.66 | 0.18 | 0.16 | 0.16 | 0.16 |
| Weighted average shares outstanding | | | | | |
| Basic | 16,955,758 | 16,992,519 | 17,005,654 | 17,012,189 | 16,998,125 |
| Diluted | 17,047,638 | 17,083,949 | 17,082,729 | 17,082,832 | 17,072,174 |
| Performance ratios | | | | | |
| Return on average assets | 1.52% | 0.20% | 1.29% | 1.08% | 1.06% |
| Return on average common equity | 10.30% | 1.35% | 8.61% | 7.41% | 7.35% |
| Return on average tangible common equity ⁽¹⁾ | 14.53% | 1.89% | 12.13% | 10.51% | 10.50% |

(1) A non-GAAP financial measure defined as average stockholders' equity less average goodwill and other intangibles

RECONCILIATION OF GAAP NET INCOME TO CORE EARNINGS (Unaudited)

| | Three Months Ended | | | | |
|--|---------------------------|------------------------------|-----------------------------------|--------------------------|---------------------------|
| | March 31, 2018 | December 31, 2017 | September 30, 2017 | June 30, 2017 | March 31, 2017 |
| <i>(Amounts in thousands, except per share data)</i> | | | | | |
| Net income, GAAP | \$ 8,868 | \$ 1,213 | \$ 7,652 | \$ 6,418 | \$ 6,202 |
| Non-GAAP adjustments: | | | | | |
| Net loss on sale of securities | - | 4 | - | 657 | - |
| Deferred tax asset revaluation | - | 6,552 | - | - | - |
| Other non-core items | (130) | (140) | 34 | (174) | (18) |
| Total adjustments to core earnings | (130) | 6,416 | 34 | 483 | (18) |
| Tax effect | (24) | (50) | 12 | 345 | (7) |
| Core earnings, non-GAAP⁽¹⁾ | <u>\$ 8,762</u> | <u>\$ 7,679</u> | <u>\$ 7,674</u> | <u>\$ 6,556</u> | <u>\$ 6,191</u> |
| Core diluted earnings per common share | \$ 0.51 | \$ 0.45 | \$ 0.45 | \$ 0.38 | \$ 0.36 |
| Performance ratios | | | | | |
| Core return on average assets | 1.50% | 1.28% | 1.29% | 1.11% | 1.06% |
| Core return on average common equity | 10.17% | 8.56% | 8.63% | 7.57% | 7.33% |
| Core return on average tangible common equity ⁽²⁾ | 14.36% | 11.99% | 12.16% | 10.74% | 10.48% |

(1) Excludes gains, losses, and impairment losses on securities; goodwill and intangible impairment; taxes; and other non-recurring income and expense items from net income

(2) A non-GAAP financial measure defined as average stockholders' equity less average goodwill and other intangibles

Net Interest Income and Margin

AVERAGE BALANCE SHEETS AND NET INTEREST INCOME ANALYSIS (Unaudited)

| (Amounts in thousands) | Three Months Ended March 31, | | | | | |
|---|------------------------------|-------------------------|-----------------------------------|---------------------|-------------------------|-----------------------------------|
| | 2018 | | | 2017 | | |
| | Average Balance | Interest ⁽¹⁾ | Average Yield/Rate ⁽¹⁾ | Average Balance | Interest ⁽¹⁾ | Average Yield/Rate ⁽¹⁾ |
| Assets | | | | | | |
| Earning assets | | | | | | |
| Loans ⁽²⁾ | \$ 1,805,839 | \$ 22,827 | 5.13% | \$ 1,838,837 | \$ 21,895 | 4.83% |
| Securities available for sale | 165,103 | 1,384 | 3.40% | 161,738 | 1,483 | 3.72% |
| Securities held to maturity | 25,132 | 105 | 1.69% | 47,112 | 152 | 1.31% |
| Interest-bearing deposits | 117,953 | 471 | 1.62% | 55,754 | 159 | 1.16% |
| Total earning assets | 2,114,027 | 24,787 | 4.76% | 2,103,441 | 23,689 | 4.57% |
| Other assets | 252,284 | | | 270,597 | | |
| Total assets | <u>\$ 2,366,311</u> | | | <u>\$ 2,374,038</u> | | |
| Liabilities and stockholders' equity | | | | | | |
| Interest-bearing deposits | | | | | | |
| Demand deposits | \$ 462,741 | \$ 63 | 0.06% | \$ 381,050 | \$ 54 | 0.06% |
| Savings deposits | 518,560 | 82 | 0.06% | 525,573 | 84 | 0.06% |
| Time deposits | 493,545 | 1,106 | 0.91% | 515,506 | 1,028 | 0.81% |
| Total interest-bearing deposits | 1,474,846 | 1,251 | 0.34% | 1,422,129 | 1,166 | 0.33% |
| Borrowings | | | | | | |
| Retail repurchase agreements | 4,444 | 1 | 0.09% | 66,947 | 11 | 0.07% |
| Wholesale repurchase agreements | 25,000 | 199 | 3.23% | 25,000 | 199 | 3.23% |
| FHLB advances and other borrowings | 50,000 | 500 | 4.06% | 66,618 | 675 | 4.11% |
| Total borrowings | 79,444 | 700 | 3.57% | 158,565 | 885 | 2.26% |
| Total interest-bearing liabilities | 1,554,290 | 1,951 | 0.51% | 1,580,694 | 2,051 | 0.53% |
| Noninterest-bearing demand deposits | 432,606 | | | 425,540 | | |
| Other liabilities | 30,142 | | | 25,477 | | |
| Total liabilities | 2,017,038 | | | 2,031,711 | | |
| Stockholders' equity | 349,273 | | | 342,327 | | |
| Total liabilities and stockholders' equity | <u>\$ 2,366,311</u> | | | <u>\$ 2,374,038</u> | | |
| Net interest income, FTE | | <u>\$ 22,836</u> | | | <u>\$ 21,638</u> | |
| Net interest rate spread | | | <u>4.25%</u> | | | <u>4.04%</u> |
| Net interest margin | | | <u>4.38%</u> | | | <u>4.17%</u> |

(1) Fully taxable equivalent ("FTE") basis based on the federal statutory rate of 21% for periods after January 1, 2018, and 35% for periods prior to January 1, 2018

(2) Nonaccrual loans are included in average balances; however, no related interest income is recorded during the period of nonaccrual.

RECONCILIATION OF GAAP NET INTEREST MARGIN TO NON-GAAP NORMALIZED NET INTEREST MARGIN (Unaudited)

| | Three Months Ended March 31, | | | |
|---|-------------------------------------|--|-------------------------------|--|
| | 2018 | | 2017 | |
| | Interest⁽¹⁾ | Average Yield/ Rate⁽¹⁾ | Interest⁽¹⁾ | Average Yield/ Rate⁽¹⁾ |
| <i>(Amounts in thousands)</i> | | | | |
| Earning assets | | | | |
| Loans ⁽²⁾ | \$ 22,827 | 5.13% | \$ 21,895 | 4.83% |
| Accretion income | 2,324 | | 1,784 | |
| Less: cash accretion income | 479 | | 650 | |
| Non-cash accretion income | 1,845 | | 1,134 | |
| Loans, normalized ⁽³⁾ | 20,982 | 4.71% | 20,761 | 4.58% |
| Other earning assets | 1,960 | 2.58% | 1,794 | 2.75% |
| Total earning assets | 22,942 | 4.40% | 22,555 | 4.35% |
| Total interest-bearing liabilities | 1,951 | 0.51% | 2,051 | 0.53% |
| Net interest income, FTE ⁽³⁾ | \$ 20,991 | | \$ 20,504 | |
| Net interest rate spread, normalized ⁽³⁾ | | 3.89% | | 3.82% |
| Net interest margin, normalized ⁽³⁾ | | 4.03% | | 3.95% |

(1) FTE basis based on the federal statutory rate of 21% for periods after January 1, 2018, and 35% for periods prior to January 1, 2018

(2) Nonaccrual loans are included in average balances; however, no related interest income is recorded during the period of nonaccrual.

(3) Normalized totals are non-GAAP financial measures that exclude non-cash loan interest accretion related to PCI loans.

Noninterest Income and Expense

CONDENSED QUARTERLY STATEMENTS OF INCOME (Unaudited)

| | Three Months Ended | | | | |
|---|--------------------|----------------------|-----------------------|------------------|-------------------|
| | March 31, 2018 | December 31, 2017 | September 30, 2017 | June 30, 2017 | March 31, 2017 |
| <i>(Amounts in thousands)</i> | | | | | |
| Noninterest income | | | | | |
| Wealth management | \$ 794 | \$ 811 | \$ 758 | \$ 791 | \$ 790 |
| Service charges on deposits | 3,468 | 3,725 | 3,605 | 3,360 | 3,113 |
| Other service charges and fees | 2,285 | 2,237 | 2,141 | 2,168 | 2,078 |
| Insurance commissions | 329 | 343 | 306 | 325 | 373 |
| Net loss on sale of securities | - | (4) | - | (657) | - |
| Net FDIC indemnification asset amortization | (382) | (331) | (268) | (1,586) | (1,332) |
| Other operating income | 602 | 1,166 | 593 | 1,074 | 669 |
| Total noninterest income | 7,096 | 7,947 | 7,135 | 5,475 | 5,691 |
| Noninterest expense | | | | | |
| Salaries and employee benefits | 9,441 | 9,003 | 9,001 | 9,022 | 9,020 |
| Occupancy expense | 1,250 | 1,104 | 1,082 | 1,341 | 1,248 |
| Furniture and equipment expense | 1,046 | 1,114 | 1,133 | 1,087 | 1,091 |
| Service fees | 828 | 703 | 705 | 1,095 | 845 |
| Interchange expense | 593 | 577 | 555 | 561 | 517 |
| Advertising and public relations | 522 | 506 | 551 | 544 | 605 |
| Professional fees | 307 | 589 | 339 | 817 | 822 |
| Amortization of intangibles | 261 | 266 | 266 | 263 | 261 |
| FDIC premiums and assessments | 211 | 212 | 227 | 227 | 244 |
| Other operating expense | 3,085 | 3,058 | 3,050 | 2,501 | 2,430 |
| Total noninterest expense | 17,544 | 17,132 | 16,909 | 17,458 | 17,083 |

Efficiency Ratio

EFFICIENCY RATIO CALCULATION (Unaudited)

| | Three Months Ended | | | | |
|---|--------------------|----------------------|--------------------------|------------------|-------------------|
| | March 31, 2018 | December 31, 2017 | September 30, 2017 | June 30, 2017 | March 31, 2017 |
| <i>(Amounts in thousands)</i> | | | | | |
| Noninterest expense, GAAP | \$ 17,544 | \$ 17,132 | \$ 16,909 | \$ 17,458 | \$ 17,083 |
| Non-GAAP adjustments | | | | | |
| OREO expense and net loss | (171) | (14) | (647) | (213) | (328) |
| Other non-core items | - | - | (64) | (327) | - |
| Adjusted noninterest expense | 17,373 | 17,118 | 16,198 | 16,918 | 16,755 |
| Net interest income, GAAP | 22,379 | 21,733 | 22,050 | 22,294 | 21,141 |
| Noninterest income, GAAP | 7,096 | 7,947 | 7,135 | 5,475 | 5,691 |
| Non-GAAP adjustments | | | | | |
| Tax equivalency adjustment | 457 | 466 | 470 | 481 | 497 |
| Net loss on sale of securities | - | 4 | - | 657 | - |
| Other non-core items | (130) | (140) | (30) | (501) | (18) |
| Adjusted net interest and noninterest income | 29,802 | 30,010 | 29,625 | 28,406 | 27,311 |
| Non-GAAP efficiency ratio⁽¹⁾ | 58.29% | 57.04% | 54.68% | 59.56% | 61.35% |
| GAAP efficiency ratio | 59.52% | 57.72% | 57.94% | 62.87% | 63.67% |

(1) A non-GAAP financial measure computed by dividing adjusted noninterest expense by the sum of tax equivalent net interest income and adjusted noninterest income

Balance Sheet and Capital
CONDENSED CONSOLIDATED QUARTERLY BALANCE SHEETS (Unaudited)

| <i>(Amounts in thousands, except per share data)</i> | March 31, 2018 | December 31, 2017 | September 30, 2017 | June 30, 2017 | March 31, 2017 |
|--|---------------------------|------------------------------|-------------------------------|--------------------------|---------------------------|
| Assets | | | | | |
| Total cash and cash equivalents | \$ 205,140 | \$ 157,951 | \$ 105,119 | \$ 106,799 | \$ 152,851 |
| Securities available for sale | 164,192 | 165,580 | 174,424 | 157,854 | 158,685 |
| Securities held to maturity | 25,115 | 25,149 | 25,182 | 25,216 | 47,092 |
| Loans held for investment, net of unearned income | | | | | |
| Non-covered | 1,767,703 | 1,789,236 | 1,806,434 | 1,796,263 | 1,784,371 |
| Covered | 25,406 | 27,948 | 31,287 | 45,845 | 51,412 |
| Less allowance for loan losses | (19,500) | (19,276) | (19,206) | (18,886) | (18,458) |
| Loans held for investment, net | 1,773,609 | 1,797,908 | 1,818,515 | 1,823,222 | 1,817,325 |
| FDIC indemnification asset | 6,884 | 7,161 | 7,465 | 8,159 | 9,931 |
| Premises and equipment, net | 46,415 | 48,126 | 48,949 | 49,598 | 50,057 |
| Other real estate owned, non-covered | 4,620 | 2,409 | 3,543 | 3,914 | 4,477 |
| Other real estate owned, covered | 70 | 105 | 54 | 124 | 241 |
| Interest receivable | 5,155 | 5,778 | 5,156 | 5,072 | 5,059 |
| Goodwill | 95,779 | 95,779 | 95,779 | 95,779 | 95,779 |
| Other intangible assets | 5,891 | 6,151 | 6,417 | 6,683 | 6,947 |
| Other assets | 95,437 | 76,363 | 84,177 | 84,183 | 82,069 |
| Total assets | \$ 2,428,307 | \$ 2,388,460 | \$ 2,374,780 | \$ 2,366,603 | \$ 2,430,513 |
| Liabilities | | | | | |
| Deposits | | | | | |
| Noninterest-bearing | \$ 460,478 | \$ 454,143 | \$ 452,940 | \$ 443,800 | \$ 467,677 |
| Interest-bearing | 1,520,141 | 1,475,748 | 1,410,880 | 1,413,574 | 1,438,917 |
| Total deposits | 1,980,619 | 1,929,891 | 1,863,820 | 1,857,374 | 1,906,594 |
| Securities sold under agreements to repurchase | 29,115 | 30,086 | 83,783 | 86,011 | 90,653 |
| FHLB borrowings | 50,000 | 50,000 | 50,000 | 50,000 | 65,000 |
| Other borrowings | - | - | - | - | 244 |
| Interest, taxes, and other liabilities | 26,536 | 27,769 | 24,540 | 24,443 | 24,618 |
| Total liabilities | 2,086,270 | 2,037,746 | 2,022,143 | 2,017,828 | 2,087,109 |
| Stockholders' equity | | | | | |
| Common stock | 21,382 | 21,382 | 21,382 | 21,382 | 21,382 |
| Additional paid-in capital | 228,774 | 228,750 | 228,510 | 228,326 | 228,176 |
| Retained earnings | 178,227 | 180,543 | 182,145 | 177,556 | 173,860 |
| Treasury stock, at cost | (83,865) | (79,121) | (79,333) | (78,488) | (78,533) |
| Accumulated other comprehensive loss | (2,481) | (840) | (67) | (1) | (1,481) |
| Total stockholders' equity | 342,037 | 350,714 | 352,637 | 348,775 | 343,404 |
| Total liabilities and stockholders' equity | \$ 2,428,307 | \$ 2,388,460 | \$ 2,374,780 | \$ 2,366,603 | \$ 2,430,513 |
| Shares outstanding at period-end | 16,847,452 | 16,998,226 | 16,986,502 | 17,017,071 | 17,013,185 |
| Book value per common share | \$ 20.30 | \$ 20.63 | \$ 20.76 | \$ 20.50 | \$ 20.18 |
| Tangible book value per common share ⁽¹⁾ | 14.27 | 14.64 | 14.74 | 14.47 | 14.15 |

(1) A non-GAAP financial measure defined as stockholders' equity less goodwill and other intangibles, divided by common shares outstanding

Asset Quality

SELECTED CREDIT QUALITY INFORMATION (Unaudited)

| <i>(Amounts in thousands)</i> | March 31, 2018 | December 31, 2017 | September 30, 2017 | June 30, 2017 | March 31, 2017 |
|--|---------------------------|------------------------------|-----------------------------------|--------------------------|---------------------------|
| Allowance for Loan Losses | | | | | |
| Beginning balance | \$ 19,276 | \$ 19,206 | \$ 18,886 | \$ 18,458 | \$ 17,948 |
| Provision for loan losses charged to operations | 495 | 615 | 730 | 934 | 492 |
| Charge-offs | (698) | (967) | (717) | (902) | (357) |
| Recoveries | 427 | 422 | 307 | 396 | 375 |
| Net (charge-offs) recoveries | (271) | (545) | (410) | (506) | 18 |
| Ending balance | <u>\$ 19,500</u> | <u>\$ 19,276</u> | <u>\$ 19,206</u> | <u>\$ 18,886</u> | <u>\$ 18,458</u> |
| Nonperforming Assets | | | | | |
| Non-covered nonperforming assets | | | | | |
| Nonaccrual loans | \$ 21,650 | \$ 18,997 | \$ 18,942 | \$ 20,146 | \$ 18,537 |
| Accruing loans past due 90 days or more | 27 | 1 | - | - | 20 |
| Troubled debt restructurings ("TDRs") ⁽¹⁾ | 77 | 120 | 141 | 100 | - |
| Total non-covered nonperforming loans | 21,754 | 19,118 | 19,083 | 20,246 | 18,557 |
| OREO | 4,620 | 2,409 | 3,543 | 3,914 | 4,477 |
| Total non-covered nonperforming assets | <u>\$ 26,374</u> | <u>\$ 21,527</u> | <u>\$ 22,626</u> | <u>\$ 24,160</u> | <u>\$ 23,034</u> |
| Covered nonperforming assets | | | | | |
| Nonaccrual loans | \$ 596 | \$ 342 | \$ 420 | \$ 446 | \$ 918 |
| Total covered nonperforming loans | 596 | 342 | 420 | 446 | 918 |
| OREO | 70 | 105 | 54 | 124 | 241 |
| Total covered nonperforming assets | <u>\$ 666</u> | <u>\$ 447</u> | <u>\$ 474</u> | <u>\$ 570</u> | <u>\$ 1,159</u> |
| Additional Information | | | | | |
| Performing TDRs ⁽²⁾ | \$ 7,220 | \$ 7,614 | \$ 8,101 | \$ 8,485 | \$ 8,593 |
| Total TDRs ⁽³⁾ | 7,297 | 7,734 | 8,242 | 8,585 | 8,593 |
| Non-covered ratios | | | | | |
| Nonperforming loans to total loans | 1.23% | 1.07% | 1.06% | 1.13% | 1.04% |
| Nonperforming assets to total assets | 1.10% | 0.91% | 0.97% | 1.04% | 0.97% |
| Non-PCI allowance to nonperforming loans | 89.64% | 100.83% | 100.64% | 93.24% | 99.40% |
| Non-PCI allowance to total loans | 1.10% | 1.08% | 1.06% | 1.05% | 1.03% |
| Annualized net charge-offs to average loans | 0.06% | 0.12% | 0.09% | 0.11% | 0.00% |
| Total ratios | | | | | |
| Nonperforming loans to total loans | 1.25% | 1.07% | 1.06% | 1.12% | 1.06% |
| Nonperforming assets to total assets | 1.11% | 0.92% | 0.97% | 1.04% | 1.00% |
| Allowance for loan losses to nonperforming loans | 87.25% | 99.05% | 98.48% | 91.27% | 94.78% |
| Allowance for loan losses to total loans | 1.09% | 1.06% | 1.05% | 1.03% | 1.01% |
| Annualized net charge-offs to average loans | 0.06% | 0.12% | 0.09% | 0.11% | 0.00% |

(1) Accruing TDRs restructured within the past six months or nonperforming

(2) Accruing TDRs with six months or more of satisfactory payment performance

(3) Accruing total TDRs