FIRST BANCSHARES INC /MS/

Form 4/A April 25, 2017

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** Washington, D.C. 20549 Number:

Issuer

3235-0287 January 31,

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

2005

0.5

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response...

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

FIRST BANCSHARES INC /MS/

Symbol

[FBMS]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SEIDENBURG J DOUGLAS

(Last) (First) (Middle) 18 LAKELAND DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 12/30/2016					_X_ Director10% OwnerOfficer (give title below) Other (specify below)				
(Street) LAUREL, MS 39440			Filed(Month/Day/Year) 01/06/2017				Appli _X_ I	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(Sta	ate) (Zip)	Table I - No	n-Derivati	ive Securit	ies Ac		Disposed of, or	Beneficially	Owned		
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	or(A) or Di (D) (Instr. 3,	sposed 4 and : (A) or	1 of 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
SERIES E NONVOTING CONVERTIBL PREFERRED STOCK	E	12/30/2016		Code V	Amount 11,584		Price (1)	0	D			
SERIES E NONVOTING CONVERTIBL PREFERRED STOCK	E	12/30/2016		D	2,500 (2)	D	(1)	0 (2)	I (2)	See Footnote		
COMMON STOCK		12/30/2016		A	11,584	A	(1)	94,240	D			

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See **COMMON** 2,500 12/30/2016 A (1) 96,740 (2) $I^{(2)}$ Footnote **STOCK** (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other SEIDENBURG J DOUGLAS X

18 LAKELAND DRIVE LAUREL, MS 39440

Signatures

J DOUGLAS 04/25/2017 **SEIDENBURG**

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The company's Mandatorily Convertible, Nonvoting, Noncumulative Preferred Stock, Series E, was mandatorily converted on a 1-for-1 basis into shares of The First Bancshares, Inc.'s Common Stock on 12-30-16, following shareholder approval of the issuance of the **(1)** underlying Common Stock on 12-29-16. All shares of the Mandatorily Convertible, Nonvoting, Noncumulative, Preferred Stock, Series E, are being surrendered to the company and have resumed the status of authorized and unissued preferred stock.

Reporting Owners 2

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2,500 shares held of record by M.D. Outdoor, LLC. The reporting person is a 1/2 owner of the company. The reporting person disclaims beneficial ownership of the shares held by M.D. Outdoor, LLC except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of the share held by M.D. Outdoor LLC for any other purposes. These shares are included in total ownership, held indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.