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3M CO
Form 424B3
May 09, 2003

Registration No. 333-103234
Filed pursuant to Rule 424(b) (3)

Prospectus Supplement dated May 9, 2003
(To Prospectus dated May 9, 2003)

\$639,000,000

3M COMPANY

LIQUID YIELD OPTION(TM) NOTES DUE 2032
(ZERO COUPON -- SENIOR)
AND SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION
OF THE LIQUID YIELD OPTION(TM) NOTES

This document supplements the prospectus dated May 9, 2003 relating to the resale by holders of Liquid Yield Option(TM) Notes due 2032 (Zero Coupon - Senior) (the "LYONs") and the shares of our common stock into which the LYONs are convertible.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated May 9, 2003, as amended or supplemented. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, as amended or supplemented.

The table of selling securityholders contained on pages 29-31 of the prospectus dated May 9, 2003 is hereby replaced in its entirety by the table set forth below.

NAME -----	PRINCIPAL AMOUNT OF LYONs BENEFICIALLY OWNED AND OFFERED -----	SHARES OF COMMON STOCK BENEFICIALLY OWNED UPON CONVERSION OF LYONs (1) -----	COMMON STOCK OFFERED UPON CONVERSION OF LYONs (1) -----
Advisory Convertible Arbitrage Fund(I)L.P. (4)	1,200,000	5,676.1	5,676.1
Akela Capital Master Fund, Ltd.	5,000,000	23,650.5	23,650.5
Allstate Life Insurance Company(4)	1,250,000	5,912.6	5,912.6
Aloha Airlines Non-Pilots Pension Trust	210,000	993.3	993.3
Aloha Pilots Retirement Trust	115,000	544.0	544.0
American Investors Life Insurance Co.	100,000	473.0	473.0
Amerisure Mutual Insurance Company	320,000	1,513.6	1,513.6
AmerUs Life Insurance Co.	1,300,000	6,149.1	6,149.1
Arbitex Master Fund, L.P. (4)	19,100,000	90,344.9	90,344.9
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.	3,300,000	15,609.3	15,609.3
Argent Low Lev Convertible Arbitrage Fund LLC	900,000	4,257.1	4,257.1

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Argent Low Lev Convertible Arbitrage Fund Ltd.	5,500,000	26,015.6	26,015.6
Arpeggio Fund(4)	7,700,000	36,421.8	36,421.8
Banc of America Securities, LLC(5)	4,438,000	20,992.2	20,992.2
Bankers Life Insurance Company of New York	100,000	473.0	473.0
C&H Sugar Company Inc.	265,000	1,253.5	1,253.5
Canyon Capital Arbitrage Master Fund, Ltd.(4)	9,000,000	42,570.9	42,570.9
Canyon Value Realization Fund (Cayman), Ltd.(4)	13,500,000	63,856.4	63,856.4
Canyon Value Realization Fund, L.P.(4)	6,000,000	28,380.6	28,380.6
Canyon Value Realization MAC 18, Ltd.(RMF)(4)	1,500,000	7,095.2	7,095.2
CitiSAM Ltd.(4)	1,000,000	4,730.1	4,730.1
Clinton Multistrategy Master Fund, Ltd.	10,000,000	47,301.0	47,301.0
Clinton Riverside Convertible Portfolio Limited	10,000,000	47,301.0	47,301.0
CSV Limited(4)	1,800,000	8,514.2	8,514.2
Deutsche Bank AG - London(4)	8,000,000	37,840.8	37,840.8
DNB Investment	500,000	2,365.1	2,365.1
Dodeca Fund, L.P.	900,000	4,257.1	4,257.1
Drury University	50,000	236.5	236.5
Excellus Health Plan Inc.	2,000,000	9,460.2	9,460.2
Goldman Sachs, & Co.(5)	7,380,000	34,908.1	34,908.1
Hawaiian Airlines Employees Pension Plan - IAM	85,000	402.1	402.1
Hawaiian Airlines Pension Plan for Salaried Employees	15,000	71.0	71.0
Hawaiian Airlines Pilots Retirement Plan	190,000	898.7	898.7
Hillbloom Foundation	85,000	402.1	402.1
IL Annuity and Insurance Co.	11,100,000	52,504.1	52,504.1
IMF Convertible Fund(4)	800,000	3,784.1	3,784.1
Innovest Finanzdienstle	900,000	4,257.1	4,257.1

[WIDE TABLE CONTINUED FROM ABOVE]

NAME	MATERIAL RELATIONSHIP (3)
-----	-----
Advisory Convertible Arbitrage Fund(I)L.P.(4)	None
Akela Capital Master Fund, Ltd.	None
Allstate Life Insurance Company(4)	None
Aloha Airlines Non-Pilots Pension Trust	None
Aloha Pilots Retirement Trust	None
American Investors Life Insurance Co.	None
Amerisure Mutual Insurance Company	None
AmerUs Life Insurance Co.	None
Arbitex Master Fund, L.P.(4)	None
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.	None
Argent Low Lev Convertible Arbitrage Fund LLC	None
Argent Low Lev Convertible Arbitrage Fund Ltd.	None
Arpeggio Fund(4)	None
Banc of America Securities, LLC(5)	None
Bankers Life Insurance Company of New York	None
C&H Sugar Company Inc.	None
Canyon Capital Arbitrage Master Fund, Ltd.(4)	None
Canyon Value Realization Fund (Cayman), Ltd.(4)	None
Canyon Value Realization Fund, L.P.(4)	None
Canyon Value Realization MAC 18, Ltd.(RMF)(4)	None

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CitiSAM Ltd.(4)	None
Clinton Multistrategy Master Fund, Ltd.	None
Clinton Riverside Convertible Portfolio Limited	None
CSV Limited(4)	None
Deutsche Bank AG - London(4)	None
DNB Investment	None
Dodeca Fund, L.P.	None
Drury University	None
Excellus Health Plan Inc.	None
Goldman Sachs, & Co.(5)	None
Hawaiian Airlines Employees Pension Plan - IAM	None
Hawaiian Airlines Pension Plan for Salaried Employees	None
Hawaiian Airlines Pilots Retirement Plan	None
Hillbloom Foundation	None
IL Annuity and Insurance Co.	None
IMF Convertible Fund(4)	None
Innovest Finanzdienstle	None

Investcorp - SAM Fund Ltd.(4)	4,400,000	20,812.4	20,812.4
JMG Convertible Investments, LP	7,250,000	34,293.2	34,293.2
Lehman Brothers Inc(5)	45,650,000	215,929.1	215,929.1
Lyxor Master Fund (4)	5,000,000	23,650.5	23,650.5
Lyxor Master Fund Ref: Argent LowLev CB c/o Argent	1,200,000	5,676.1	5,676.1
McMahan Securities Co. L.P.(5)	1,500,000	7,095.2	7,095.2
Med America Insurance Co.	2,430,000	11,494.1	11,494.1
Med America Insurance Co. of N.Y.	340,000	1,608.2	1,608.2
Merrill Lynch Pierce Fenner & Smith Inc.(5)	9,039,000	42,755.4	42,755.4

MLQA Convertible Securities Arbitrage, Ltd.(4)	10,000,000	47,301.0	47,301.0
Morgan Stanley Dean Witter Convertible Securities Trust(4)	3,000,000	14,190.3	14,190.3
NACM Investment Grade Convertible	10,000	47.3	47.3
Nomura Securities Intl Inc(5)	5,000,000	23,650.5	23,650.5
Partners Group Alternative Strategies PCC, Ltd.	200,000	946.0	946.0
Quest Global Convertible Master Fund, Ltd.	2,000,000	9,460.2	9,460.2
RBC Alternative Assets LP(4)	200,000	946.0	946.0
Rhapsody Fund, L.P.(4)	10,000,000	47,301.0	47,301.0
State of Oregon/SAIF Corporation	6,500,000	30,745.7	30,745.7
Sunrise Partners Limited Partnership(4)	1,000,000	4,730.1	4,730.1
Sutton Brook Capital Portfolio LP	35,000,000	165,553.5	165,553.5
Teachers Insurance and Annuity Association	10,000,000	47,301.0	47,301.0
Thrivent Financial for Lutherans(4)	1,500,000	7,095.2	7,095.2
Topanga XI(4)	2,000,000	9,460.2	9,460.2

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US Bank FBO Benedictine Health System	350,000	1,655.5	1,655.5
Wachovia Securities International Ltd.(4)	20,000,000	94,602.0	94,602.0
Windmill Master Fund LP	5,000,000	23,650.5	23,650.5
Xavex Convertible Arbitrage 2 Fund	200,000	946.0	946.0
Other(6)	314,628,000	1,488,221.9	1,488,221.9

[WIDE TABLE CONTINUED FROM ABOVE]

Investcorp - SAM Fund Ltd.(4)	
JMG Convertible Investments, LP	None
Lehman Brothers Inc(5)	None
Lyxor Master Fund (4)	None
Lyxor Master Fund Ref: Argent LowLev CB c/o Argent	None
McMahan Securities Co. L.P.(5)	None
Med America Insurance Co.	None
Med America Insurance Co. of N.Y.	None
Merrill Lynch Pierce Fenner & Smith Inc.(5)	None

Aulana Peters is a director of Merrill Lynch & Co and has been a director of 3M since 1990. Further, Merrill Lynch Pierce Fenner & Smith may or may not have acted in a financial investment advisory capacity to 3M within the past 3 years.

MLQA Convertible Securities Arbitrage, Ltd.(4)	None
Morgan Stanley Dean Witter Convertible Securities Trust(4)	None
NACM Investment Grade Convertible	None
Nomura Securities Intl Inc(5)	None
Partners Group Alternative Strategies PCC, Ltd.	None
Quest Global Convertible Master Fund, Ltd.	None
RBC Alternative Assets LP(4)	None
Rhapsody Fund, L.P.(4)	None
State of Oregon/SAIF Corporation	None
Sunrise Partners Limited Partnership(4)	None
Sutton Brook Capital Portfolio LP	None
Teachers Insurance and Annuity Association	None
Thrivent Financial for Lutherans(4)	None
Topanga XI(4)	None
US Bank FBO Benedictine Health System	None
Wachovia Securities International Ltd.(4)	None
Windmill Master Fund LP	None
Xavex Convertible Arbitrage 2 Fund	None
Other(6)	

- (1) Represents shares of common stock issuable upon conversion of LYONs, at the rate of 4.7301 shares of common stock per \$1,000 principal amount of maturity of LYONs, that would be beneficially owned and offered by the selling security holder upon such conversion. This conversion rate is

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subject to adjustment, however, as described under "Description of LYONs--Conversion Rights--Conversion Adjustments and Delivery of Common Stock." As a result, the number of shares of common stock issuable upon conversion of the LYONs may increase or decrease in the future. 3M has the right to deliver, in lieu of common stock, cash upon conversion, as described in this Prospectus.

- (2) Assumes that all the LYONs and/or all of the common stock into which the LYONs are convertible are sold. No selling security holder will own more than 1% of the common stock after the offering by the selling stockholder.
- (3) Includes any position, office or other material relationship which the selling security holder has had within the past three years with 3M or any of its affiliates.
- (4) This selling securityholder has represented to 3M that, although it is affiliated with a securities broker or dealer, the selling securityholder purchased the securities shown in the ordinary course of business, and at the time of the purchase of the securities, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (5) This selling securityholder has identified itself as a securities broker or dealer, and accordingly it is deemed to be an "underwriter" within the meaning of Section 2(a)(11) of the Securities Act.
- (6) Assumes that none of the holders of LYONs who have not yet returned their questionnaire beneficially own any other shares of our common stock. Other selling securityholders may be identified at a later date and will be included in a post-effective amendment to the registration statement. To the extent that they are brokers or dealers, disclosure will be made that they are deemed to be "underwriters" within the meaning of Section 2(a)(11) of the Securities Act.

See the "Risk Factors" section beginning on page 7 of the prospectus to read about factors you should consider before purchasing the LYONs.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is May 9, 2003

(TM) Trademark of Merrill Lynch & Co., Inc.

nt: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The last reported sales price per share of our common stock, as reported on the Nasdaq Global Market on December 15, 2016 was \$27.15. On December 15, 2016, there were approximately 1,734 holders of record and 5,428,017 shares of common stock outstanding,

excluding treasury shares held by the Company.

DIVIDEND POLICY

The principal source of funds from which we pay cash dividends are dividends received from The First. Federal banking laws and regulations restrict the amount of dividends and loans a bank may make to its parent company. Under certain conditions, dividends paid to us by The First are subject to approval by the OCC. A national bank may not pay dividends from its capital. All dividends must be paid out of undivided profits then on hand, after deducting expenses, including reserves for losses and bad debts. In addition, a national bank is prohibited from declaring a dividend on its shares of common stock until its surplus equals its stated capital, unless the bank has transferred to surplus no less than one-tenth of its net profits of the preceding two consecutive half-year periods (in the case of an annual dividend). The approval of the OCC is required if the total of all dividends declared by a national bank in any calendar year exceeds the total of its net profits for that year combined with its retained net profits for the preceding two years, less any required transfers to surplus. In addition, under the Federal Deposit Insurance Corporation Improvement Act of 1991, banks may not pay a dividend if, after paying the dividend, a bank would be undercapitalized. Also, Mississippi law prohibits the Company from paying dividends to its shareholders if, after giving effect to such dividends, (1) the Company would not be able to pay its debts as they become due in the normal course of business or (2) the Company's total assets would be less than the sum of its total liabilities plus certain amounts payable to preferred shareholders.

CAPITALIZATION

The information in this table does not give effect to any other events subsequent to September 30, 2016. You should read the information in this table along with the financial information included in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus. You should read this table in conjunction with our consolidated financial statements and the related notes included in our Quarterly Report on Form 10-Q for the period ended September 30, 2016, which is incorporated by reference herein.

The following table sets forth our capitalization on a consolidated basis as of September 30, 2016 on:

(1) an actual basis; and

(2) an adjusted basis to give effect to the issuance of 3,563,380 shares of our common stock in this offering (assuming mandatory conversion of Series E Preferred Stock).

	As of September 30, 2016	
	Actual	As Adjusted for this Offering
Stockholders' Equity:		
Common Stock - \$1.00 par value per share; 20,000,000 shares authorized, 5,454,511 shares issued (including treasury shares held by our Company); 9,017,891 shares issued and outstanding as adjusted for this offering.	\$ 5,455	\$ 9,018
Preferred stock, no par value, \$1,000 per share liquidation, 10,000,000 shares authorized; 17,123 issued and outstanding	17,123	17,123
Preferred stock, \$1.00 par value, \$17.75 per share liquidation, 3,563,380 shares authorized; 3,563,380 issued and outstanding and related surplus	-	-
Capital surplus	44,996	104,683
Retained earnings	42,543	42,543
Accumulated other comprehensive income, net	3,005	3,005

Treasury stock, at cost, 26,494 shares	(464)	(464)
Total stockholders' equity	\$ 112,658		\$ 175,908	
Consolidated Capital Ratios:				
Tangible common equity to tangible assets	6.39	%	10.89	%
Tangible equity to tangible assets	7.8	%	12.2	%
Tier 1 leverage	8.5	%	13.1	%
Tier 1 risk based capital ratio	10.5	%	16.2	%
Total risk based capital ratio	11.2	%	16.9	%
Common equity Tier 1 capital ratio	7.8	%	13.6	%

LEGAL MATTERS

The validity of the Securities offered by this prospectus and certain other legal matters will be passed upon for us by Jones Walker L.L.P.

EXPERTS

The consolidated financial statements of The First Bancshares, Inc. as of December 31, 2015 and December 31, 2014 and for each of the years in the three-year period ended December 31, 2015 have been incorporated by reference in this prospectus in reliance upon the report of T.E. Lott & Company, independent registered public accounting firm, incorporated by reference herein and therein, and upon the authority of said firm as experts in accounting and auditing.

PART II—INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

The following table sets forth an estimate of the fees and expenses relating to the offering of the Securities being registered hereby all of which shall be borne by the Registrant. All of such fees and expenses, except for the SEC registration fee, are estimated:

SEC registration fee	\$7,330.67
Legal fees and expenses*	\$75,000
Printing fees and expenses*	\$10,000
Accounting fees and expenses*	\$10,000
Miscellaneous fees and expenses*	\$5,000
Total	\$107,330.67

*Estimated

Item 14. Indemnification of Directors and Officers.

General Corporation Law

Sections 79-4-8.50 through 79-4-8.59 of the MBCA provide the Company with broad powers and authority to indemnify its directors and officers and to purchase and maintain insurance for such purposes and mandate the indemnification of the Company's directors under certain circumstances. The Company's Articles of Incorporation also provide it with the power and authority, to the fullest extent legally permissible under the MBCA, to indemnify its directors and officers, persons serving at the request of the Company or for its benefit as directors or officers of another corporation, and persons serving as the Company's representatives or agents in certain circumstances. Pursuant to such authority and the provisions of the Company's Articles of Incorporation, the Company has purchased insurance against certain liabilities that may be incurred by it and its officers and directors.

The Articles of Incorporation of the Company contain a provision which, subject to certain exceptions described below, eliminates the liability of a director or officer to it or its shareholders for monetary damages for any breach of duty as a director or officer. This provision does not eliminate such liability to the extent the director or officer engaged in willful misconduct or a knowing violation of criminal law or of any federal or state securities law, including, without limitation, laws proscribing insider trading or manipulation of the market for any security.

Under its Bylaws, the Company must indemnify any person who becomes subject to a lawsuit or proceeding by reason of service as a director of the Company or The First or any other corporation which the person served as a director at the request of the Company. Except as noted in the next paragraph, directors are entitled to be indemnified against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by the directors in connection with the proceeding. Directors are also entitled to have the Company advance any such expenses prior to final disposition of the proceeding, upon delivery of (1) a written affirmation by the director of his or her good faith belief that the standard of conduct necessary for indemnification has been met, and (2) a written undertaking to repay the amounts advanced if it is ultimately determined that the standard of conduct has not been met.

Under the Bylaws, indemnification will be disallowed if it is established that the director appropriated, in violation of his or her duties, any business opportunity of the Company, engaged in acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, approved dividends or other distributions in violation of the MBCA, or engaged in any transaction in which the director derived an improper personal benefit. In addition to the Bylaws of the Company, the MBCA requires that a corporation indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceeding. The MBCA also provides that, upon application of a director, a court may order indemnification if it determines that the director is entitled to such indemnification under the applicable standard of the MBCA.

The Board of Directors of the Company also has the authority to extend to officers, employees, and agents the same indemnification rights held by directors, subject to all of the accompanying conditions and obligations. The Board of Directors has extended or intends to extend indemnification rights to all of its executive officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the Company pursuant to the Articles of Incorporation or Bylaws, or otherwise, the Company has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

Item 15. Recent Sales of Unregistered Securities.

Pursuant to the Securities Purchase Agreements dated October 12, 2016 (“Securities Purchase Agreements”) between the Company and a limited number of institutional and other accredited investors (“Selling Securityholders”) (or an affiliate of the Selling Securityholders), we issued 3,563,380 shares of Series E Preferred Stock to the Selling Securityholders at \$17.75 per share in a private placement transaction exempt from the registration requirements of the Securities Act of 1933 pursuant to Rule 506 of Regulation D (we refer to this transaction as the “Private Placement”). See “Selling Securityholders” in Part I of the prospectus on p. [] which is a part of this registration statement. The shares of Series E Preferred Stock are automatically convertible into 3,563,380 shares of common stock upon shareholder approval. As part of the Securities Purchase Agreements, we agreed with the Selling Securityholders to call a special meeting of the shareholders of the Company in order to vote upon a proposal concerning the issuance of 3,563,380 shares of our common stock in connection with the conversion of the Series E Preferred Stock into our common stock for purposes of NASDAQ Listing Rule 5635. Proceeds from the Private Placement were kept at the holding company level for general corporate purposes.

FIG Partners, LLC, Stephens, Inc. and Keefe, Bruyette & Woods, Inc. served as the Company’s placement agents in connection with the Private Placement. The Company paid the placement agents approximately \$3.2 million in fees in connection with the sale of the Series E Preferred Stock.

Item 16. Exhibits and Financial Statement Schedules.

The exhibits to this registration statement are listed in the Exhibit Index, which appears elsewhere herein and is incorporated herein by reference.

Item 17. Undertakings.

The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

i. To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

4. That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser: (ii) If the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

M. That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

6. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

7. That, for purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

8. That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

9. To deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X are not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hattiesburg, State of Mississippi, on December 16, 2016.

THE FIRST BANCSHARES, INC.

By: /s/ M. Ray (Hoppy) Cole, Jr.
M. Ray (Hoppy) Cole, Jr.
*Vice-Chairman of the Board,
President, and Chief Executive
Officer*

By: /s/ Donna T. (Dee Dee) Lowery
Donna T. (Dee Dee) Lowery
*Executive Vice President and Chief
Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on behalf of the registrant on the dates and in the capacities indicated.

/s/ E. Ricky Gibson	Director and Chairman of the Board	December 16, 2016
/s/ Charles R. Lightsey	Director	December 16, 2016
/s/ J. Douglas Seidenburg	Director	December 16, 2016
/s/ Andy Stetelman	Director	December 16, 2016
/s/ David W. Bomboy	Director	December 16, 2016
/s/ Ted E. Parker	Director	December 16, 2016
/s/ Fred McMurry	Director	December 16, 2016
/s/ Gregory Mitchell	Director	December 16, 2016
/s/ M. Ray (Hoppy) Cole, Jr.	CEO, President, and Director	December 16, 2016

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(Principal Executive Officer)

Executive VP & Chief Financial Officer

/s/ Donna T. (Dee Dee) Lowery

December 16, 2016

(Principal Financial and Accounting Officer)

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
2.1	Agreement and Plan of Merger, dated October 12, 2016, by and among The First Bancshares, Inc., The First, A National Banking Association, and Gulf Coast Community Bank (incorporated herein by reference to Exhibit 1.2 to the First Bancshares' Current Report on Form 8-K filed on October 14, 2016)
2.2	Stock Purchase Agreement, dated October 12, 2016, by and between The First Bancshares, Inc. and A. Wilbert's Sons Lumber and Shingle Co. (incorporated herein by reference to Exhibit 1.1 to the First Bancshares' Current Report on Form 8-K filed on October 14, 2016)
3.1	Amended and Restated Articles of Incorporation of The First Bancshares, Inc. (incorporated herein by reference to Exhibit 3.1 to the First Bancshares' Current Report on Form 8-K filed on July 28, 2016)
3.2	Amended and Restated Bylaws of The First Bancshares, Inc., effective as of March 17, 2016 (incorporated herein by reference to Exhibit 3.2 to the First Bancshares' Current Report on Form 8-K filed on March 18, 2016)
3.3	Certificate of Designation of the Series E Preferred Stock of The First Bancshares, Inc., effective October 14, 2016 (incorporated herein by reference to Exhibit 3.1 to the First Bancshares' Current Report on Form 8-K filed on October 14, 2016)
4.1	Provisions in the Company's Articles of Incorporation and Bylaws defining the rights of holders of the Company's Common Stock (incorporated herein by reference to Exhibit 3.1 to the First Bancshares' Current Report on Form 8-K filed on July 28, 2016 and to Exhibit 3.2 to the First Bancshares' Current Report on Form 8-K filed on March 18, 2016)
4.2	Form of Certificate of Common Stock (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement No. 33-94288 on Form S-1).
4.3	Certificate of Designation of the Series E Preferred Stock of The First Bancshares, Inc., effective October 14, 2016 (incorporated herein by reference to Exhibit 3.1 to the First Bancshares' Current Report on Form 8-K filed on October 14, 2016)
5.1+	Opinion of Jones Walker L.L.P. regarding legality of securities being registered
10.1	Securities Purchase Agreement between the Company and the Purchasers provided therein, dated October 12, 2016 (incorporated herein by reference to Exhibit 1.3 to the First Bancshares' Current Report on Form 8-K filed on October 14, 2016)
10.2	Registration Rights Agreement between the Company and the Purchasers provided therein, dated October 12, 2016 (incorporated herein by reference to Exhibit 1.4 to the First Bancshares' Current Report on Form 8-K filed on October 14, 2016)

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- 10.3* Securities Purchase Agreement, dated as of December 6, 2016, by and between the United States Department of the Treasury and the Company.
- 10.4 Employment Agreement dated May 31, 2011, between The First, A National Banking Association, and M. Ray Cole, Jr. (incorporated herein by reference to Exhibit 10.5 of the First Bancshares' Annual Report on Form 10-K filed on March 29, 2012)
- 10.5 The First Bancshares, Inc. 2007 Stock Incentive Plan (incorporated herein by reference to Exhibit 4.3 to the First Bancshares' Registration Statement No. 171996 on Form S-8)
- 10.6 Amendment to 2007 Stock Incentive Plan effective May 28, 2015 upon approval by shareholders of the Company (incorporated herein by reference to Exhibit 10.6 to the First Bancshares Annual Report on Form 10-K filed on March 30, 2016)
- 10.7 Loan Agreement, dated as of December 5, 2016, by and between the Company, as Borrower, and First Tennessee Bank National Association, as Lender (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 9, 2016).
- 13.1 The Company's 2015 Annual Report to Shareholders (pages 1 to 77) (incorporated herein by reference to Exhibit 13 to the First Bancshares Annual Report on Form 10-K filed on March 30, 2016)
- 21.1 Subsidiaries of First Bancshares (incorporated herein by reference to Exhibit 21 to the First Bancshares Annual Report on Form 10-K filed on March 30, 2016)
- 23.1* Consent of T.E. Lott & Company
- 23.2+ Consent of Jones Walker L.L.P. included as part of its opinion to be filed as Exhibit 5.1 and incorporated herein by reference

* Filed herewith.

+ To be filed by amendment.