

UNITED BANKSHARES INC/WV

Form PRER14A

November 20, 2008

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

UNITED BANKSHARES, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: _____

(2) Aggregate number of securities to which transaction applies: _____

(3) Per unit price of other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction: _____

(5) Total fee paid: _____

Fee paid previously with preliminary materials: _____

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid: _____

(2) Form, Schedule or Registration Statement No.: _____

(3) Filing Party: _____

(4) Date Filed: _____

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**UNITED BANKSHARES, INC.
P. O. BOX 1508
UNITED SQUARE
FIFTH AND AVERY STREETS
PARKERSBURG, WEST VIRGINIA 26101**

NOTICE OF 2008 SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that, pursuant to the call of its Board of Directors, a Special Meeting of the Shareholders of United Bankshares, Inc. will be held at _____, on _____, December ____, 2008, at _____, local time, for the purpose of considering and voting upon the following matters:

1. To approve an amendment to Article VI of United's Articles of Incorporation to authorize the issuance of preferred stock.
2. To grant management the authority to adjourn, postpone or continue the Special Meeting.
3. To act upon any other business which may properly come before this Special Meeting or any adjournment or adjournments thereof. The Board of Directors at present knows of no other business to come before this Special Meeting.

The close of business on October 31, 2008, has been fixed by the Board of Directors as the record date for determining the shareholders entitled to notice of and to vote at this Special Meeting.

WE URGE YOU TO SIGN AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE REGARDLESS OF YOUR PLANS TO ATTEND THIS MEETING. IF YOU DO ATTEND, YOU MAY WITHDRAW YOUR PROXY AND VOTE IN PERSON.

TWO INDIVIDUALS, WHO ARE NOT DIRECTORS OF UNITED, HAVE BEEN NAMED IN THE PROXY TO VOTE THE SHARES REPRESENTED BY PROXY. IF YOU WISH TO CHOOSE SOME OTHER PERSON TO ACT AS YOUR PROXY, MARK OUT THE PRINTED NAME AND WRITE IN THE NAME OF THE PERSON YOU SELECT.

By Order of the Board of Directors

Richard M. Adams

Chairman of the Board and

Chief Executive Officer

_____, 2008

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**UNITED BANKSHARES, INC.
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

TIME _____
_____, December __, 2008

PLACE _____

_____, _____

- ITEMS OF BUSINESS
- (1) To amend Article VI of United Bankshares, Inc.'s Articles of Incorporation to authorize the issuance of preferred stock.
 - (2) To grant management the authority to adjourn, postpone or continue the Special Meeting.
 - (3) To transact such other business as may properly come before the meeting and any adjournment thereof.

WHO MAY VOTE You can vote if you were a shareholder of record on October 31, 2008.

- PROXY VOTING Your vote is important. Please vote in one of these ways:
- (1) Mark, sign, date and promptly return the enclosed proxy card in the postage-paid envelope provided; or
 - (2) Submit a ballot at the Special Meeting.

Richard M. Adams
Chairman of the Board

**YOUR VOTE IS IMPORTANT,
WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING,
PLEASE VOTE YOUR SHARES PROMPTLY.**

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**PROXY STATEMENT
VOTING INFORMATION**

Purpose

This Proxy Statement and the accompanying proxy card are being mailed to the shareholders of United Bankshares, Inc. (United, the Company, we, or us) beginning on or about _____, 2008. The United Board of Directors is soliciting proxies to be used at the Special Meeting of Shareholders of United, which will be held on _____, December____, 2008, at _____, at _____. Proxies are solicited to give all shareholders of record an opportunity to vote on matters to be presented at the Special Meeting. In the following pages of this Proxy Statement, you will find information on matters to be voted upon at the Special Meeting or any adjournment of that meeting.

Who Can Vote

You are entitled to vote if you were a shareholder of record of United stock as of the close of business on October 31, 2008, the record date. Your shares can be voted at the meeting only if you are present or represented by a valid proxy.

Quorum and Shares Outstanding

A majority of the votes entitled to be cast by the holders of the outstanding shares of United stock must be present, either in person or represented by proxy, in order to conduct the Special Meeting. On October 31, 2008, 43,337,472 shares of United stock were outstanding.

Proxies

Shareholders of record may vote their proxies by mail, in person, by telephone or by Internet.

Proxies may be revoked at any time before they are exercised by (1) written notice to the Secretary of the Company, (2) timely delivery of a valid, later-dated proxy or (3) voting at the Special Meeting.

You may save us the expense of a second mailing by voting promptly. Choose one of the following voting methods to cast your vote.

Vote By Mail

If you choose to vote by mail, simply mark your proxy, date and sign it, and return it to us in the postage-paid envelope provided.

Vote By Telephone or Internet

If you have telephone or Internet access, you may submit your proxy by following the instructions on the proxy card.

Vote at the Special Meeting

The method by which you vote now will in no way limit your right to vote at the Special Meeting if you later decide to attend in person. **If your shares are held in the name of a bank, broker or other**

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holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the Special Meeting.

All shares that have been properly voted and not revoked will be voted at the Special Meeting in accordance with your instructions. If you sign your proxy card but do not give voting instructions, the shares represented by that proxy will be voted as recommended by the Board of Directors.

Voting on Other Matters

If any other matters are properly presented for consideration at the Special Meeting, the persons named in the enclosed form of proxy will have the discretion to vote on those matters for you. On the date this proxy statement went to press, we do not know of any other matter to be raised at the Special Meeting.

Required Vote

The amendment to Article VI of the Articles of Incorporation requires that a majority of the votes entitled to be cast by the holders of the outstanding shares of United stock be present at the Special Meeting, either in person or represented by proxy, and that the majority of the votes cast at the Special Meeting be voted in favor of the amendment. Abstentions and broker non-votes are considered as votes against the proposal to amend United Articles of Incorporation.

The adjournment, postponement or continuation of the Special Meeting also requires that a majority of the votes entitled to be cast by the holders of the outstanding shares of United stock be present at the Special Meeting, either in person or represented by proxy, and that the majority of the votes cast at the Special Meeting be voted in favor of adjournment, postponement or continuation. Abstentions and broker non-votes are not considered as votes cast on a proposal to adjourn, postpone or continue.

On October 31, 2008, there were 43,337,472 shares of common stock outstanding that are held by approximately 6,646 shareholders of record and 17,467 shareholders in street name. The presence in person or proxy of a majority of the outstanding shares of United Bankshares, Inc. will constitute a quorum at the Meeting.

Appraisal Rights

Under applicable West Virginia law, United's shareholders are not entitled to appraisal rights with respect to the proposal to approve the amendment to United's Articles of Incorporation to authorize the issuance of preferred stock or the proposal to adjourn, postpone or continue the Special Meeting.

Revocation of Proxy

If you vote by proxy, you may revoke that proxy at any time before it is voted at the Special Meeting. You may do this by (1) signing another proxy card with a later date and returning it to us prior to the Special Meeting, or (2) attending the Special Meeting in person and casting a ballot.

Shares Held in Street Name

If your United shares are held by a bank, broker or other nominee, then that party is considered the shareholder of record for voting purposes and should give you instructions for voting your shares. As a beneficial owner, you have the right to direct that organization on how to vote the shares held in your account.

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Cost of Proxy Solicitation

We will pay the expenses of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees in person or by telephone, electronic transmission, facsimile transmission or by telegram. Brokers, fiduciaries, custodians and other nominees have been requested to forward solicitation materials to the beneficial owners of the Company's common stock. Upon request we will reimburse these entities for their reasonable expenses.

In order to facilitate and expedite distribution of these proxy solicitation materials to brokers, fiduciaries, custodians, nominee holders and institutional investors, United has retained BNY Mellon Investor Services of Jersey City, New Jersey (Mellon). Pursuant to a retention letter dated _____, 2008, Mellon will contact all broker and other nominee accounts identified on United's shareholder mailing list in order to facilitate determination of the number of sets of proxy materials such accounts require for purposes of forwarding the same to the beneficial owners. Mellon will then assist in the delivery of proxy materials to these accounts for distribution. Mellon will also (i) assist in the distribution of proxy materials to institutional investors, and (ii) follow-up with any brokers, other nominee accounts and institutional investors, requesting return of proxies. United is not retaining Mellon to solicit proxies from registered holders or from non-objecting beneficial owners. Mellon's fee for the above services is \$_____ plus reasonable disbursements that may include the broker search, printing, postage, courier charges, filing reports, data transmissions and other expenses approved by United.

Delivery of Proxy Materials

To reduce the expenses of delivering duplicate proxy materials to our shareholders, we are relying upon Securities and Exchange Commission (SEC) rules that permit us to deliver only one proxy statement to multiple shareholders who share an address unless we received contrary instructions from any shareholders at that address. If you share an address with another shareholder and have received only one proxy statement and annual report, you may write or call us as specified below to request a separate copy of these materials and we will promptly send them to you at no cost to you. For future meetings, if you hold shares directly registered in your own name, you may request separate copies of our proxy statement, or request that we send only one set of these materials to you if you are receiving multiple copies, by contacting us at: United Bankshares, Inc., Shareholder Relations, 514 Market Street, Parkersburg, WV 26102 or by telephoning us at (304) 424-8800.

List of Shareholders

If a shareholder requests a list of shareholders entitled to vote at the Special Meeting for purposes of soliciting the shareholders or sending a written communication to the shareholders, then the Company will either (i) provide the list to the requesting shareholder upon receipt of an affidavit of the requesting shareholder that he will not use the list for any purpose other than to solicit shareholders with respect to the Special Meeting; or (ii) mail the requesting shareholder's materials to the shareholders.

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Attending the Special Meeting

The Special Meeting will be held on _____, December __, 2008 at
_____ at _____.

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INCORPORATION OF FINANCIAL INFORMATION

The following financial statements and other portions of United's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, as filed with the SEC on February 27, 2008 (the Form 10-K), the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2008, as filed with the Commission on November 5, 2008 (the Form 10-Q), and the Current Report on Form 8-K, as filed with the Commission on October 23, 2008 (the Form 8-K), are incorporated by reference herein:

financial statements and supplementary financial information of United appearing in Part II, Item 8 to the Form 10-K and in Part I, Item 1 of the Form 10-Q;

management's discussion and analysis of financial condition and results of operations appearing in Part II, Item 7 of the Form 10-K and Part I, Item 2 of the Form 10-Q;

quantitative and qualitative disclosures about market risk appearing in Part II, Item 7A of the Form 10-K and Part I, Item 3 of the Form 10-Q;

changes in and disagreements with accountants on accounting and financial disclosure; and

financial information appearing in the Form 8-K.

See "Where You Can Find More Information" on how to request copies of these documents.

All documents filed with the SEC by United pursuant to sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this proxy statement and prior to the date of the meeting are incorporated herein by reference. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this proxy statement to the extent that a statement contained in another subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement.

We will provide to each person, including any beneficial owner, to whom a copy of this proxy statement is delivered, a copy of any or all of the information or documents that we have incorporated by reference into this proxy statement. We will provide this information upon written or oral request at no cost to the requester. You may request this information by contacting our corporate headquarters at the following address and telephone number:

Steven E. Wilson
Executive Vice President & CFO
United Bankshares, Inc.
300 United Center
500 Virginia Street, East
Charleston, West Virginia 25301
(304) 424-8704

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RELATIONSHIP WITH INDEPENDENT ACCOUNTANTS

Selection of the independent public accountants for United is made by the Audit Committee of the Board of Directors. Ernst & Young served as United's independent public accountants for the years ended December 31, 2007 and 2008. Representatives from Ernst & Young will not be present at the Special Meeting.

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INTRODUCTION TO PROPOSALS TO BE VOTED ON

Summary

The Board of Directors recommends that the shareholders approve a proposed amendment to United's Articles of Incorporation as described in this Proxy Statement. This amendment would allow the Board of Directors to issue preferred stock with such designations, preferences, rights, qualifications, limitations and restrictions as determined by the Board of Directors. This amendment will, among other things, allow United to participate in a recently-announced voluntary program for direct investment in financial institutions by the U.S. government. This proposed amendment will also give United increased flexibility in structuring capital raising transactions, acquisitions and/or joint ventures. The amendment to United's Articles of Incorporation will have certain anti-takeover effects with respect to United, as discussed below.

Capital Purchase Program

On October 14, 2008 the U.S. Treasury (the "Treasury") announced that, pursuant to the Emergency Economic Stabilization Act, it was implementing a voluntary program (the "Capital Purchase Program") for certain financial institutions to raise capital by selling preferred stock directly to the U.S. Government. The purpose of the Capital Purchase Program is to encourage U.S. financial institutions to build capital to increase the flow of financing to U.S. businesses and consumers and to support the U.S. economy. The Capital Purchase Program is designed to provide capital to financial institutions on attractive terms. Financial institutions seeking to participate in the Capital Purchase Program must apply by November 14, 2008. The Treasury will determine the eligibility of financial institutions and the amount of capital to be allocated to each institution. Under the terms of the Capital Purchase Program, United may be eligible to receive an investment by the U.S. Government of approximately \$197 million based on United's risk-weighted assets as of September 30, 2008. We cannot assure you that the Treasury will determine to purchase preferred stock from us even if the amendment to the Articles of Incorporation is adopted. For more information on the terms of the Capital Purchase Program, see "Description of the Preferred Stock - Capital Purchase Program" beginning on page [___] of this Proxy Statement.

Our Articles of Incorporation currently do not authorize preferred stock. To participate in the Capital Purchase Program, we must be authorized to issue preferred stock. If the proposal described below is not approved by the shareholders, we may be unable to participate in the Capital Purchase Program. For more information on the proposed amendment to the Articles of Incorporation, see "Proposal 1: Approve Amendment of Article VI of the Articles of Incorporation to Authorize the Issuance of Preferred Stock" on page [___] of this Proxy Statement.

Other Preferred Stock Financings

We anticipate that the amount of preferred stock proposed to be authorized will be sufficient for future capital raising transactions in addition to the Capital Purchase Program. Therefore, the Board of Directors believes that, in addition to meeting the requirements for participation in the Capital Purchase Program, the proposed amendments will provide United with greater flexibility in structuring future capital raising transactions and allow United to take advantage of changing market conditions with little or no delay.

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**PROPOSAL 1: APPROVE AMENDMENT OF ARTICLE 4 OF
THE ARTICLES OF INCORPORATION TO AUTHORIZE
THE ISSUANCE OF PREFERRED STOCK**

Background

United's Articles of Incorporation currently authorize 100,000,000 shares of common stock with a par value of \$2.50 per share as the sole class of capital stock of United. United's Articles of Incorporation currently do not authorize the issuance of preferred stock. This limits United's capital structure by preventing United from issuing preferred stock to raise capital and may prevent it from taking advantage of certain recently developed financing techniques to raise capital. For example, various types of hybrid capital instruments that receive favorable treatment by regulatory agencies and credit rating agencies have been developed. However, United can only take advantage of these instruments if it is able to issue preferred stock.

Proposed Amendment

United's Articles of Incorporation, as proposed to be amended, would authorize 50,000,000 shares of preferred stock and the number of shares of common stock would remain unchanged at 100,000,000 shares. The authorized preferred stock may be issued by the Board of Directors in one or more series, from time to time, with each such series to consist of such number of shares and to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, as shall be stated in the resolution or resolutions providing for the issuance of such series adopted by our Board of Directors. The proposed amendment will allow United more flexibility in its capital structure generally and will potentially allow United to participate in the Capital Purchase Program by issuing preferred stock with the terms described in "Description of the Preferred Stock - Capital Purchase Program" on page ___ of this Proxy Statement.

On November 6, 2008, the Board of Directors adopted the proposed amendment to the Articles of Incorporation, subject to shareholder approval. The proposed amendment is attached as Appendix A to this Proxy Statement, and this discussion is qualified in its entirety by reference to Appendix A. The full text