

FIRST NATIONAL CORP /VA/
Form DEFA14A
February 05, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

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

Filed by the Registrant [X]

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

[X]

Definitive Additional Materials

[]

Soliciting Material Pursuant to § 240.14a-12

FIRST NATIONAL CORPORATION

(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):

[X]

No fee required.

[]

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) 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 or 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 transaction:

(5)

Total fee paid:

[]

Fee paid previously with preliminary materials:

[]

Check box if any part of the fee is offset as provided in 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:

Harry S. Smith

President/CEO

hsmith@therespowerinone.com

Strasburg Financial Center

112 West King Street

Strasburg, VA 22657

therespowerinone.com

540.465.9121 ph 540.465.5946 fx

February 5, 2009

Dear First National Corporation Shareholder:

We recently mailed you proxy material in connection with our upcoming Special Meeting of Shareholders to be held on February 24, 2009. According to our records, we have not yet received your proxy.

It is very important that your shares be voted, regardless of the number of shares you own.

Please take a moment to **VOTE** your shares by returning your proxy in the envelope provided. If your shares are held with a broker or bank, you may also be able to vote by telephone or the internet by following their instructions.

Our Board of Directors unanimously recommends a FOR vote on all proposals.

Please disregard this letter if you already voted your shares. Thank you for your cooperation and support.

Very truly yours,

/s/ Harry S. Smith

Harry S. Smith
President and Chief Executive Officer