

FIRST BANCSHARES INC /MS/  
Form 8-K  
March 18, 2016

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

FORM 8-K

CURRENT REPORT

Date of Report (Date of earliest event reported) March 17, 2016

The First Bancshares, Inc.  
(Exact name of registrant as specified in its charter)

Mississippi 33-94288 64-0862173  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation) File Number) Identification No.)

6480 U.S. Hwy 98 West, Hattiesburg, MS 39402  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (601) 268-8998

N/A  
(Former name or former address, if changed since last report.)

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 240.13a-4(c))

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**Item 5.03**                    **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 17, 2016 the Board of Directors (the “Board”) of The First Bancshares, Inc. (the “Company”) approved an amendment and restatement of the Company’s Bylaws (the “Amended and Restated Bylaws”). The change is outlined below.

Section 2.8, Proxies, was amended to provide for appointment of a proxy by electronic transmission, made in accordance with the Act.

The foregoing summary of the amendment contained within the Company’s Amended and Restated Bylaws is qualified in its entirety by the text of the Amended and Restated Bylaws, a copy of which is attached at Exhibit 3.2 and is incorporated herein by reference.

**Item 9.01**                    **Financial Statements and Exhibits**

- (d) Exhibits.
  - 3.2 Bylaws of The First Bancshares, Inc. (Amended and Restated as of March 17, 2016)
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The First Bancshares, Inc.  
(Registrant)

Date: March 18, 2016

/s/ Dee Dee Lowery  
Name: Dee Dee Lowery  
Title: EVP and CFO