#### FIRST BANCSHARES INC /MS/

Form 4

January 06, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SEIDENBURG J DOUGLAS			Symbol	FIRST BANCSHARES INC /MS/				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 18 LAKELAN	(First)  ND DRIVE	(Month/Day			saction			_X_ Director 10% Owner Officer (give title below) Other (specify below)		
LAUREL, MS	Filed(Month			/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
								Person		
(City)	(State)	(Zip)	Table I	- Non-Der	ivative Sec	curitie	es Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Exe	ecution Date, if	3. Transaction Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4	sposed	of	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)
COMMON STOCK	12/30/2016			C	11,584	A	<u>(1)</u>	94,240	D	
COMMON STOCK	12/30/2016			С	2,500 (2)	A	(1)	96,740	I (2)	See Footnote (2)

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

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# 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. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amous or Numbo of Sha
Series E Preferred Stock	<u>(1)</u>	12/30/2016		C	11,584	<u>(1)</u>	<u>(1)</u>	COMMON STOCK	11,58
SERIES E PREFERRED STOCK	<u>(1)</u>	12/30/2016		C	2,500 (2)	<u>(1)</u>	<u>(1)</u>	COMMON STOCK	2,50 (2)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SEIDENBURG J DOUGLAS 18 LAKELAND DRIVE LAUREL, MS 39440	X						

## **Signatures**

J DOUGLAS SEIDENBURG 01/06/2017

\*\*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 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.
- 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.

Reporting Owners 2