

WESBANCO INC  
Form POS AM  
March 11, 2008

As filed with the Securities and Exchange Commission on March 11, 2008

Registration No. 333-06467

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-3

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

# WESBANCO, INC.

(Exact name of registrant as specified in its charter)

**West Virginia**  
(State or other jurisdiction of incorporation or  
organization)

**55-0571723**  
(I.R.S. Employer Identification No.)

**One Bank Plaza**

**Wheeling, West Virginia 26003**

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(Address of principal executive offices)

**Paul M. Limbert**

**President and Chief Executive Officer**

**WesBanco, Inc.**

**One Bank Plaza**

**Wheeling, West Virginia 26003**

(Name and address of agent for service)

**(304) 234-9000**

(Telephone number, including area code, of agent for service)

**With Copies To:**

**James C. Gardill, Esquire  
Phillips, Gardill, Kaiser & Altmeyer, PLLC**

**61 Fourteenth Street**

**Wheeling, WV 26003**

**(304) 232-6810**

**Paul C. Cancilla, Esquire  
Kirkpatrick & Lockhart Preston Gates Ellis LLP**

**Henry W. Oliver Building**

**535 Smithfield Street**

**Pittsburgh, PA 15222**

**(412) 355-6500**

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.  x

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.  "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  "

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 is filed to terminate the Registration Statement on Form S-3 (File No. 333-06467) originally filed by the Registrant on June 20, 1996 (the Registration Statement ) because all of the shares of the Registrant's Common Stock, par value \$2.0833 per share ( Common Stock ), registered under the Registration Statement and offered for sale under the WesBanco, Inc. Dividend Reinvestment Plan (the DRIP ) have been sold and no additional shares of such Common Stock will be offered or sold pursuant to the Registration Statement after the date hereof. The Registrant has also filed a Registration Statement on Form S-3 (File No. 333-82852) registering 963,593 shares of Common Stock issuable under the WesBanco, Inc. Amended Dividend Reinvestment and Stock Purchase Plan (the Additional Registration Statement ). This Post-Effective Amendment No. 2 does not affect the Additional Registration Statement or the registration of such Common Stock pursuant to the Additional Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wheeling, State of West Virginia, on this 11th day of March, 2008.

WESBANCO, INC.

BY: /s/ PAUL M. LIMBERT  
Paul M. Limbert

**President, Chief Executive Officer and Director**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the date(s) indicated:

| Signature   | Capacity  | Date           |
|---|---|----------------|
| /s/ JAMES C. GARDILL<br><b>James C. Gardill</b>                     | Chairman of the Board of Directors  | March 11, 2008 |
| /s/ PAUL M. LIMBERT<br><b>Paul M. Limbert</b>                       | President, Chief Executive Officer and a Director<br>(Principal Executive Officer)                      | March 11, 2008 |
| /s/ ROBERT H. YOUNG<br><b>Robert H. Young</b>                       | Executive Vice President and Chief Financial<br>Officer (Principal Financial and Accounting<br>Officer) | March 11, 2008 |
| /s/ JAMES E. ALTMAYER<br><b>James E. Altmeyer</b>                   | Director  | March 11, 2008 |
| /s/ RAY A. BYRD<br><b>Ray A. Byrd</b>                               | Director  | March 11, 2008 |
| <b>R. Peterson Chalfant</b>   | Director  | March __, 2008 |
| /s/ CHRISTOPHER V. CRISS<br><b>Christopher V. Criss</b>             | Director  | March 11, 2008 |
| /s/ ROBERT M. D ALESSANDRI, MD<br><b>Robert M. D Alessandri, MD</b> | Director  | March 11, 2008 |

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| Signature                   | Capacity | Date           |
|-----------------------------|----------|----------------|
|                             | Director | March __, 2008 |
| <b>James D. Entress</b>     |          |                |
| /s/ ABIGAIL M. FEINKNOFF    | Director | March 11, 2008 |
| <b>Abigail M. Feinknopf</b> |          |                |
| /s/ JOHN W. FISHER, II      | Director | March 11, 2008 |
| <b>John W. Fisher, II</b>   |          |                |
| /s/ ERNEST S. FRAGALE       | Director | March 11, 2008 |
| <b>Ernest S. Fragale</b>    |          |                |
|                             | Director | March __, 2008 |
| <b>Edward M. George</b>     |          |                |
| /s/ JOHN D. KIDD            | Director | March 11, 2008 |
| <b>John D. Kidd</b>         |          |                |
| /s/ VAUGHN L. KIGER         | Director | March 11, 2008 |
| <b>Vaughn L. Kiger</b>      |          |                |
| /s/ ROBERT E. KIRKBRIDE     | Director | March 11, 2008 |
| <b>Robert E. Kirkbride</b>  |          |                |
| /s/ D. BRUCE KNOX           | Director | March 11, 2008 |
| <b>D. Bruce Knox</b>        |          |                |
| /s/ JAY T. McCAMIC          | Director | March 11, 2008 |
| <b>Jay T. McCamic</b>       |          |                |
| /s/ ERIC NELSON, JR.        | Director | March 11, 2008 |
| <b>Eric Nelson, Jr.</b>     |          |                |
| /s/ HENRY L. SCHULHOFF      | Director | March 11, 2008 |
| <b>Henry L. Schulhoff</b>   |          |                |
| /s/ JOAN C. STAMP           | Director | March 11, 2008 |
| <b>Joan C. Stamp</b>        |          |                |
| /s/ NEIL S. STRAWSER        | Director | March 11, 2008 |
| <b>Neil S. Strawser</b>     |          |                |

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/s/ REED J. TANNER

Director

March 11, 2008

**Reed J. Tanner**

/s/ DONALD P. WOOD

Director

March 11, 2008

**Donald P. Wood**