

WESBANCO INC  
Form S-4/A  
June 30, 2016  
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As filed with the Securities and Exchange Commission on June 30, 2016

Registration No. 333-211833

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

**Amendment No. 1**  
**to**  
**Form S-4**  
**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**

**6021**  
**(Primary Standard Industrial**

**55-0571723**  
**(I.R.S. Employer**

**incorporation or organization)                      Classification Code Number                      Identification No.)**

**Todd F. Clossin**

**President and Chief Executive Officer**

**Wesbanco, Inc.**

**1 Bank Plaza**

**1 Bank Plaza**

**Wheeling, West Virginia 26003**

**Wheeling, West Virginia 26003**

**(304) 234-9000**

**(304) 234-9000**

**(Address, including zip code,  
and telephone number, including  
area code of registrant's  
principal executive offices)**

**(Name, address, including zip  
code, and telephone number, including  
area code, of agent for service)**

*With Copies to:*

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(502) 589-5400**

**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this registration statement is declared effective and all other conditions to the transactions contemplated by the Agreement and Plan of Merger, dated as of May 3, 2016, described in the enclosed Proxy Statement/Prospectus have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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(d) 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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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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**The information in this proxy statement/prospectus is not complete and may be changed. Wesbanco, Inc. may not issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and Wesbanco, Inc. is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**PRELIMINARY SUBJECT TO COMPLETION DATED JUNE 30, 2016**

**MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT**

The board of directors of Wesbanco, Inc., or WesBanco, and the board of directors of Your Community Bankshares, Inc., or YCB, have agreed to a merger of the two companies under the terms of the Agreement and Plan of Merger, dated May 3, 2016, and referred to in this document as the merger agreement by and between WesBanco, Wesbanco Bank, Inc., YCB and Your Community Bank. At the effective time of the merger, YCB will merge with and into WesBanco with WesBanco continuing as the surviving corporation.

If the merger contemplated by the merger agreement is completed, each share of common stock of YCB outstanding immediately prior to the effective time of the merger, will be converted into the right to receive (1) 0.964 of a share of common stock of WesBanco and (2) \$7.70 in cash, without interest. WesBanco shares will be unaffected by the merger and the merger will be tax-free to WesBanco shareholders. Shareholders of YCB generally will not recognize any gain or loss upon receipt of shares of WesBanco common stock in exchange for YCB common stock in the merger, but will recognize gain (but not loss) in an amount not to exceed any cash received as part of the merger consideration (except with respect to any cash received in lieu of fractional shares).

This proxy statement/prospectus is being distributed in connection with a special meeting of YCB shareholders. At that meeting, YCB shareholders will be asked to consider the following matters: (1) approval of the merger agreement; (2) approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger; (3) approval of the adjournment of the YCB special meeting if necessary to solicit additional proxies in favor of the approval of the merger agreement; and (4) any other business properly presented at the meeting, or any adjournments thereof.

The number of shares of WesBanco common stock that YCB shareholders will receive for the stock portion of the merger consideration is fixed, so that the market value of those shares will fluctuate with the market price of WesBanco common stock and will not be known at the time YCB shareholders vote on the merger agreement. Based on the closing price of WesBanco's common stock of \$31.80 on the NASDAQ Global Select Market on May 3, 2016, the last full trading day immediately prior to the public announcement of the merger agreement, the value of the per share merger consideration payable to YCB shareholders was \$38.36. Based on the \$[ ] closing price of WesBanco's common stock on [ ], 2016, the last full trading day before the date of this proxy statement/prospectus, the value of the per share merger consideration payable to YCB shareholders was \$[ ]. We urge you to obtain current market quotations for WesBanco common stock (NASDAQ: trading symbol WSBC ) and YCB common stock (NASDAQ: trading symbol YCB ). Based on the number of (1) YCB restricted stock units (other than ones being assumed by WesBanco) and shares of YCB common stock outstanding and (2) shares of YCB common stock potentially issuable pursuant to outstanding stock options that are vested or that are expected to vest prior to completion of the merger, the maximum number of shares of WesBanco common stock issuable in the merger is expected to be approximately

5,488,721 shares.

**Your vote is very important.** Whether or not you plan to attend the YCB shareholders meeting, please take the time to vote by completing and mailing the enclosed proxy card in accordance with the instructions on the proxy card. YCB shareholders may also cast their votes over the Internet or by telephone in accordance with the instructions on the proxy card. We cannot complete the merger unless YCB shareholders approve the merger agreement.

The accompanying document is a proxy statement of YCB and a prospectus of WesBanco, and provides you with information about YCB, WesBanco, the proposed merger and the special meeting of YCB shareholders. **YCB encourages you to carefully and thoughtfully read this entire document, including all its annexes, and we especially encourage you to read the section entitled Risk Factors beginning on page 24.** You also can obtain information about YCB and WesBanco from publicly available documents filed with the Securities and Exchange Commission.

After careful consideration, the YCB board of directors unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement and determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are in the best interests of YCB and its shareholders. **Accordingly, the YCB board of directors unanimously recommends that YCB shareholders vote FOR the approval of the merger agreement, FOR the approval, on a non-binding, advisory basis, of the compensation payable to the named executive officers of YCB in connection with the merger, and FOR the adjournment of the YCB special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the scheduled time of the special meeting.**

We thank you for your continued support of YCB and look forward to the successful completion of the merger.

Sincerely,

James D. Rickard

President and Chief Executive Officer

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense. The securities WesBanco is offering through this proxy statement/prospectus are not savings or deposit accounts or other obligations of any bank or savings association, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

**This document incorporates important business and financial information about WesBanco and YCB that is not included in or delivered with this document. This information is available without charge to YCB shareholders upon written or oral request at the applicable company's address and telephone number listed on page [ ]. To obtain timely delivery, YCB shareholders must request the information no later than [ ], 2016. Please see **Where You Can Find More Information About WesBanco and YCB** beginning on page [ ] for instructions to request this and certain other information regarding WesBanco and YCB.**

**This proxy statement/prospectus is dated [ ], 2016, and is first being mailed to the YCB shareholders on or about [ ], 2016.**

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**101 West Spring Street**

**New Albany, Indiana 47150**

**(812) 944-2224**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**To Be Held On [ ], 2016**

Notice is hereby given that a special meeting of shareholders of Your Community Bankshares, Inc. ( YCB ), an Indiana corporation, will be held at [ ], on [ ] 2016, at [ ] Eastern Time, to consider and vote upon the following matters described in the accompanying proxy statement/prospectus:

1. Approval of the Agreement and Plan of Merger, dated as of May 3, 2016, by and between Wesbanco, Inc. ( WesBanco ) a West Virginia corporation, Wesbanco Bank, Inc., a West Virginia banking corporation and a wholly-owned subsidiary of WesBanco, YCB, and Your Community Bank, an Indiana state-chartered commercial bank and a wholly-owned subsidiary of YCB, which provides for, among other things, the merger of YCB with and into WesBanco.
2. Approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger.
3. Approval of the adjournment of the YCB special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the YCB special meeting to approve the proposal to approve the merger agreement.
4. To act on such other matters as may properly come before the YCB special meeting or any adjournment of the special meeting.

The merger agreement is more completely described in the accompanying proxy statement/prospectus, and a copy of the merger agreement is attached as *Annex A* to the proxy statement/prospectus. **Please review these materials carefully and consider fully the information set forth therein.**

Only holders of record of YCB common stock at the close of business on [ ], 2016 will be entitled to notice of, and to vote at, the YCB special meeting and any adjournment thereof. Approval of the merger agreement requires the affirmative vote of a majority of shares of YCB common stock entitled to vote. Approval of each of the other proposals to be voted on at the YCB special meeting requires that more votes be cast in favor of the proposal than against the proposal.

**The YCB board of directors has carefully considered the terms of the merger agreement and believes that the merger is in the best interests of YCB and its shareholders. The YCB board of directors has unanimously approved the merger agreement and unanimously recommends that shareholders vote: FOR approval of the merger agreement; FOR approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger; and FOR the adjournment of the YCB special meeting if necessary to solicit additional proxies in favor of the approval of the merger agreement. In addition, the executive officers and directors of YCB have entered into voting agreements with WesBanco in which the**

**officer or director has agreed to vote his or her YCB shares in favor of approval of the merger agreement. See Other Material Agreements Relating to the Merger Voting Agreements.**

Your vote is important. Whether or not you plan on attending the YCB special meeting, we urge you to read the proxy statement/prospectus carefully and to please vote your shares as promptly as possible. You may vote your shares by completing and sending in the enclosed proxy card, by submitting a valid proxy by Internet or telephone or by attending the YCB special meeting and voting in person. You may revoke your proxy at any time before it is voted by signing and returning a later dated proxy card with respect to the same shares, by submitting a new, valid later dated proxy by Internet or telephone, by filing a written revocation bearing a later date with the Secretary of YCB, or by attending the YCB special meeting and voting in person.

By Order of the Board of Directors,

James D. Rickard

President and Chief Executive Officer

New Albany, Indiana

[ ], 2016

**YOUR VOTE IS VERY IMPORTANT**

**TO VOTE YOUR SHARES, PLEASE COMPLETE, DATE, SIGN AND MAIL THE ENCLOSED PROXY CARD PRIOR TO THE YCB SPECIAL MEETING, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.**



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This proxy statement/prospectus incorporates by reference important business and financial information about WesBanco and YCB that is not included in or delivered with this document. You should refer to *Where You Can Find More Information About WesBanco and YCB* beginning on page [ ] for a description of the documents incorporated by reference into this proxy statement/prospectus. You can obtain documents related to WesBanco and YCB that are incorporated by reference into this document through the Securities and Exchange Commission's web site at [www.sec.gov](http://www.sec.gov), through WesBanco's website at [www.wesbanco.com](http://www.wesbanco.com) and through YCB's website at [www.yourcommunitybank.com](http://www.yourcommunitybank.com). Please note that the Internet website addresses of WesBanco and YCB are provided as inactive textual references only. The information provided on the Internet websites of WesBanco and YCB, other than copies of the documents listed below that have been filed with the SEC, is not part of this proxy statement/prospectus and, therefore, is not incorporated herein by reference. You may also obtain copies of these documents, other than exhibits, unless such exhibits are specifically incorporated by reference into the information that this proxy statement/prospectus incorporates, without charge by requesting them in writing or by telephone from the appropriate company:

Wesbanco, Inc.

Your Community Bankshares, Inc.

Attn: Linda M. Woodfin, Secretary

Attn: Matthew A. Muller, Corporate Secretary

One Bank Plaza

101 West Spring St.

Wheeling, West Virginia 26003

New Albany, Indiana 47150

(304) 234-9000

(812) 981-7744

You will not be charged for any of these documents that you request. In order to receive timely delivery of the documents in advance of the YCB special meeting, you should make your request to WesBanco or YCB, as the case may be, no later than [ ], 2016, or five trading days prior to the YCB special meeting. For further information about WesBanco and YCB, please see *Where You Can Find More Information About WesBanco and YCB* beginning on page [ ].

**ABOUT THIS PROXY STATEMENT/PROSPECTUS**

This proxy statement/prospectus serves two purposes – it is a proxy statement being used by the YCB board of directors to solicit proxies for use at the YCB special meeting, and it is also the prospectus of WesBanco regarding the issuance of WesBanco common stock to YCB shareholders if the merger is completed. This proxy statement/prospectus provides you with detailed information about the proposed merger of YCB into WesBanco. We encourage you to read this entire proxy statement/prospectus carefully. WesBanco has filed a registration statement on Form S-4 with the Securities and Exchange Commission, and this proxy statement/prospectus is the prospectus filed as part of that registration statement. This proxy statement/prospectus does not contain all of the information in the registration statement, nor does it include the exhibits to the registration statement. Please see *Where You Can Find More Information About WesBanco and YCB* beginning on page [ ].

**You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in or incorporated by reference into this proxy statement/prospectus. This proxy**

**statement/prospectus is dated [ ], 2016. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than the date hereof. You should not assume that the information contained in any document incorporated or deemed to be incorporated by reference herein is accurate as of any date other than the date of that document. Any statement contained in a document incorporated or deemed to be incorporated by reference into this proxy statement/prospectus will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference into this proxy statement/prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this proxy statement/**

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**prospectus. Neither the mailing of this proxy statement/prospectus to the YCB shareholders nor the taking of any actions contemplated hereby by WesBanco or YCB at any time will create any implication to the contrary.**

**This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is not lawful to make any such offer or solicitation in such jurisdiction.**

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**QUESTIONS AND ANSWERS**

*The following are some questions that you, as a shareholder of YCB, may have regarding the merger and the other matters being considered at the special shareholders meeting and the answers to those questions. WesBanco and YCB strongly recommend that you carefully read the remainder of this document because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the shareholders meeting. Additional important information is also contained in the annexes to, and the documents incorporated by reference into, this document.*

**Q: Why have I received this proxy statement/prospectus?**

A: The boards of directors of WesBanco and YCB have each approved a merger agreement, entered into on May 3, 2016, providing for YCB to be acquired by WesBanco. A copy of the merger agreement is attached to this proxy statement/prospectus as *Annex A*, which we encourage you to review. In order to complete the merger, YCB shareholders must vote to approve the merger agreement.

**IF YCB SHAREHOLDERS FAIL TO APPROVE THE MERGER AGREEMENT, THE MERGER CANNOT BE COMPLETED.**

This document contains important information about the merger and the meeting of YCB shareholders and you should read it carefully. The enclosed voting materials allow you to vote your shares without attending the YCB special meeting.

*Your vote is very important. The YCB board of directors encourages you to vote as soon as possible.*

**Q: What matters are to be voted on at the YCB special meeting?**

A: At the YCB special meeting, holders of YCB common stock as of the close of business on [ ], 2016 (the record date ) will be asked to:

1. Approve the merger agreement;
2. Approve, in a non-binding advisory vote, the compensation payable to the named executive officers of YCB in connection with the merger; and
3. Approve the adjournment of the YCB special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the YCB special meeting to approve the proposal to approve the merger agreement.

**Q: What will YCB shareholders receive as a result of the merger?**

A: YCB shareholders will receive the following, referred to as the merger consideration, in exchange for each share of YCB common stock upon completion of the merger:

0.964 of a share of WesBanco common stock; and

\$7.70 in cash, without interest.

Because the number of shares of WesBanco common stock that YCB shareholders will receive for the stock portion of the merger consideration is fixed, the implied value of the stock portion of the merger consideration will fluctuate as the market price of WesBanco common stock fluctuates. **As a result, the value of the merger consideration that you will receive upon completion of the merger could be greater than, less than or the same as the value of the merger consideration on the date of this proxy statement/prospectus or at the time of the YCB special meeting.** You should obtain current stock price quotations for WesBanco common stock and YCB common stock before deciding how to vote with respect



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to the approval of the merger agreement. WesBanco common stock is listed for trading on the Nasdaq Global Select Market under the symbol WSBC. YCB common stock is listed for trading on the Nasdaq Capital Market under the symbol YCB.

**Q: What does the YCB board of directors recommend?**

A: The YCB board of directors has unanimously determined that the merger is in the best interests of YCB and YCB's shareholders and unanimously recommends that you vote:

**FOR** approval of the merger agreement;

**FOR** approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger; and

**FOR** approval of the adjournment proposal.

In making this determination, our board of directors considered the factors described under Proposal No. 1 Approval of the Merger Agreement YCB's Reasons for the Merger.

**Q: When and where will the special meeting of YCB shareholders be held?**

A: The YCB special meeting will be held at [ ], on [ ] 2016, at [ ] Eastern Time.

**Q: Who can vote at the special meeting?**

A: Holders of record of YCB common stock at the close of business on [ ] 2016, the record date, will be entitled to notice of and to vote at the YCB special meeting. Each of the shares of YCB common stock issued and outstanding on the record date is entitled to one vote at the YCB special meeting with regard to each of the proposals described above.

**Q: When do you expect to complete the merger?**

A: We anticipate that we will obtain all necessary regulatory approvals, and be able to consummate the merger, in the third or fourth quarter of 2016. However, we cannot assure you when or if the merger will occur. We must first obtain the requisite approval of YCB shareholders at the YCB special meeting, and WesBanco and YCB must obtain the requisite regulatory approvals to complete the merger.

**Q: What happens if the merger is not completed?**

A: If the merger is not completed, holders of YCB common stock will not receive any consideration for their shares in connection with the merger. Instead, YCB will remain an independent public company and its common stock will continue to be listed and traded on the Nasdaq Capital Market.

**Q: Why are YCB shareholders being asked to consider and vote upon a proposal to approve, in a non-binding advisory vote, the compensation payable to the named executive officers of YCB in connection with the merger?**

A: Under Securities and Exchange Commission rules, YCB is required to seek a non-binding, advisory vote with respect to the compensation payable to YCB's named executive officers in connection with the merger, which is sometimes referred to as "golden parachute" compensation.

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**Q: What will happen if YCB shareholders do not approve the golden parachute compensation?**

A: Approval of the compensation payable to YCB's named executive officers in connection with the merger is not a condition to completion of the merger. The vote is an advisory vote and will not be binding on YCB. Therefore, if the merger agreement is approved by YCB shareholders and the merger is completed, this compensation, including amounts that YCB is contractually obligated to pay, could still be payable regardless of the outcome of the advisory vote, subject to applicable conditions.

**Q: What vote of YCB shareholders is required to approve each proposal?**

A: To be approved, proposal 1 (approval of the merger agreement) requires the affirmative vote of a majority of the shares of YCB common stock entitled to vote. To be approved, each of proposals 2 (advisory vote regarding golden parachute compensation) and 3 (adjournment proposal) requires that more votes be cast in favor of the proposal than are against it at the YCB special meeting.

As of the record date, there were [ ] shares of YCB common stock outstanding and entitled to vote at the YCB special meeting, held by approximately [ ] holders of record. As of the record date, the directors and executive officers of YCB controlled approximately [ ]% of the outstanding shares of YCB common stock entitled to vote at the special meeting. In addition, the executive officers and directors of YCB have entered into voting agreements with WesBanco in which each executive officer or director has agreed to vote his or her YCB shares in favor of approval of the merger agreement.

**Q: How do I vote?**

A: If you are a shareholder of record of YCB as of the record date, you may vote in person by attending the YCB special meeting or, to ensure your shares are represented at the YCB special meeting, you may vote by:

accessing the Internet website specified on your proxy card;

calling the toll-free number specified on your proxy card; or

signing and returning the enclosed proxy card in the postage-paid envelope provided.

If you hold your YCB shares in the name of a bank or broker, please see the discussion below.

**Q: What is a quorum?**

A:

In order for business to be conducted at the YCB special meeting, a quorum must be present. The quorum requirement for holding and transacting business at the YCB special meeting is that a majority of the outstanding shares of YCB common stock as of the record date be present or represented at the YCB special meeting. The shares may be present in person or represented by proxy at the YCB special meeting. Proxies received but marked as abstentions are considered to be present and entitled to vote at the meeting for the purposes of determining a quorum. If you hold shares in street name in an account with a broker, bank or other nominee, your shares will only be considered present for purposes of a quorum if you have given the broker, bank or other nominee instructions on how to vote your shares at the special meeting.

**Q: Your shares are held in your broker's name (also known as street name). How do you vote those shares?**

A: Copies of this proxy statement/prospectus were sent to you by your broker. The broker will request instructions from you as to how you want your shares to be voted, and the broker will vote your shares according to your instructions.

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**Q: If your shares are held in street name by a broker, won't your broker vote those shares for you?**

A: Not unless you provide your broker with instructions on how to vote your street name shares. Under the rules of the New York Stock Exchange which govern brokers, when the beneficial holder of shares held in street name does not provide voting instructions, brokers, banks and other nominees have the discretion to vote those shares only on certain routine matters. None of the proposals to be voted upon at the YCB special meeting are routine matters, so brokers, banks and other nominees holding shares in street name will not be permitted to exercise voting discretion on any of those proposals. Therefore, if a beneficial holder of shares of YCB common stock does not give the broker, bank or other nominee any voting instructions, the holder's shares of common stock will not be voted on those proposals and will not be considered present for purposes of a quorum. It is important that you be sure to provide your broker with instructions on how to vote your shares held in street name.

Abstentions, if any, and broker non-votes, if any, are counted as present for the purpose of determining whether a quorum is present. Once a quorum for the YCB special meeting is established, abstentions, broker non-votes, and shares that are not voted will have the effect of a vote **Against** the proposal to approve the merger agreement. Abstentions, broker non-votes, and shares that are not voted will not, however, have any effect on the outcome of the other proposals to be voted on at the YCB special meeting.

Please check the voting form used by your broker to see if it offers telephone or Internet submission of proxies.

**Q: What happens if you return your signed proxy card without indicating how to vote?**

A: If you return your signed proxy card without indicating how to vote on any particular proposal, the YCB shares represented by your proxy will be voted on each proposal presented at the YCB special meeting in accordance with the YCB board's recommendation on that proposal. Therefore, if you return a signed proxy card without indicating how to vote on any particular proposal, your shares of YCB common stock will be voted **FOR** approval of the merger agreement; **FOR** approval of the compensation payable to the named executive officers of YCB in connection with the merger; and **FOR** the adjournment of the YCB special meeting, if necessary, to solicit additional proxies in favor of the approval of the merger agreement.

**Q: Can you change your vote after you have delivered your proxy card?**

A: Yes. You may change your vote at any time before your proxy is voted at the YCB special meeting. You can do this in any of the three following ways:

by sending a written notice to the corporate secretary of YCB in time to be received before the YCB special meeting stating that you would like to revoke your proxy;

by completing, signing and dating another proxy card bearing a later date and returning it by mail in time to be received before the YCB special meeting; or you can change your vote by submitting a new, valid proxy by Internet or telephone, with a later date, in which case your later submitted proxy will be recorded and

your earlier proxy revoked; or

if you are a holder of record, by attending the YCB special meeting and voting in person.

If your shares are held in an account at a broker or bank, you should contact your broker or bank to change your vote.

**Q: Will shareholders have dissenters' rights?**

A: No. If you object to the merger, you may vote against approval of the merger agreement. Under applicable Indiana law, you will not be entitled to dissenters' rights.

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**Q: What do you need to do now?**

A: After you carefully read and consider the information contained in and incorporated by reference into this document, please respond as soon as possible by completing, signing and dating your proxy card and returning it in the enclosed postage-paid return envelope, or, by submitting your proxy or voting instructions by telephone or through the Internet, so that your shares will be represented and voted at the YCB special meeting. This will not prevent you from attending the YCB special meeting and voting in person; however in order to assist us in tabulating the votes at the YCB special meeting, we encourage you to vote by proxy even if you do plan to attend the special meeting in person.

**Q: Should you send in your YCB stock certificates now?**

A: No. You should not send in your YCB stock certificates until you receive transmittal materials after the merger is effective.

**Q: Who will solicit and pay the cost of soliciting proxies?**

A: YCB directors, officers and employees may solicit proxies by telephone, by facsimile, by mail, on the Internet or in person. They will not be paid any additional amounts for soliciting proxies but may be reimbursed for their reasonable out-of-pocket expenses that they incur. YCB may also reimburse banks, brokers and other custodians, nominees and fiduciaries representing beneficial owners of shares of YCB common stock for their expenses in forwarding soliciting materials to beneficial owners of the YCB common stock and in obtaining voting instructions from those owners.

**Q: Who can help answer any other questions that you might have?**

A: If you want additional copies of this document, or if you want to ask any questions about the merger, you should contact:

Your Community Bankshares, Inc.

Attn: Matthew A. Muller, Corporate Secretary

101 West Spring St.

New Albany, Indiana 47150

(812)981-7744





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**Table of Contents****SUMMARY**

*This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. The merger agreement is attached to this proxy statement/prospectus as Annex A. To fully understand the merger and for a more complete description of the terms of the merger, you should carefully read this entire document, including the annexes, and the documents we refer you to under the caption "Where You Can Find More Information About WesBanco and YCB" beginning on page [ ]. This proxy statement/prospectus, including information included or incorporated by reference in this proxy statement/prospectus, contains a number of forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the financial condition, results of operations, earnings outlook, business and prospects of WesBanco and YCB, and the potential combined company, as well as statements applicable to the period following the completion of the merger. You can find some of these statements by looking for words such as plan, believe, expect, intend, anticipate, estimate, project, potential, possible or other similar expressions. These forward-looking statements involve certain risks and uncertainties. The ability of either WesBanco or YCB to predict results or the actual effects of our plans and strategies, particularly after the merger, is inherently uncertain. Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed in or implied by these forward-looking statements. See "Cautionary Statement Regarding Forward-Looking Statements" on page [ ].*

*Unless the context otherwise requires, throughout this proxy statement/prospectus, we, us, our or YCB refers to Your Community Bankshares, Inc., WesBanco refers to Wesbanco, Inc., and you refers to the holders of shares of common stock of YCB. We refer to the merger between YCB and WesBanco as the merger, and the Agreement and Plan of Merger dated as of May 3, 2016 between WesBanco, Wesbanco Bank, Inc. YCB and Your Community Bank as the merger agreement. Also, we refer to the proposed merger of Your Community Bank into Wesbanco Bank, Inc. as the bank merger.*

**The Merger** (See page [ ]) )

We propose a merger of YCB with and into WesBanco. If the merger is consummated, WesBanco will continue as the surviving corporation. The articles of incorporation and bylaws of WesBanco will continue as the articles of incorporation and bylaws of the surviving corporation until amended or repealed in accordance with applicable law. The officers and directors of WesBanco will continue as the officers and directors of the surviving corporation, except that two current YCB directors, Gary L. Libs and Kerry M. Stemler, will be appointed to the board of directors of WesBanco.

**The Companies** (See page [ ]) )

Wesbanco, Inc.

One Bank Plaza

Wheeling, West Virginia 26003

(304) 234-9000

WesBanco, a bank holding company headquartered in Wheeling, West Virginia, offers through its various subsidiaries a full range of financial services including retail banking, corporate banking, personal and corporate trust services, brokerage services, mortgage banking and insurance. WesBanco's banking subsidiary Wesbanco Bank, Inc., operates

141 financial centers in West Virginia, Ohio and Pennsylvania. As of March 31, 2016, WesBanco had approximately \$8.6 billion of consolidated total assets, \$6.1 billion of deposits, \$5.1 billion of loans and \$1.1 million of shareholders equity.

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Your Community Bankshares, Inc.

101 West Spring Street

New Albany, Indiana 47150

(812) 944-2224

YCB is a bank holding company headquartered in New Albany, Indiana. YCB is the holding company for Your Community Bank, an Indiana state-chartered commercial bank. Your Community Bank conducts business from 36 financial centers located in Clark, Floyd, and Scott Counties in Indiana and in Bullitt, Fayette, Hardin, Hart, Jefferson, Meade, and Nelson Counties in Kentucky. As of March 31, 2016, YCB had approximately \$1.6 billion of total assets, \$1.2 billion of total deposits, \$1.0 billion of loans and \$133 million of shareholders' equity.

### **What YCB Shareholders Will Receive in the Merger** (See page [ ])

If the merger is completed, for each share of YCB common stock that you own you will receive, (i) 0.964 of a share of WesBanco common stock and (ii) \$7.70 in cash, without interest, subject to possible adjustment in accordance with the terms of the merger agreement as discussed below. Collectively, we refer to the 0.964 of a share of WesBanco common stock and the \$7.70 in cash to be received as the merger consideration. Instead of fractional shares of WesBanco, YCB shareholders will receive a check for any fractional shares based on the average closing price of WesBanco common stock during a specified period before the effective time of the merger.

The exchange ratio is subject to adjustment if WesBanco completes certain corporate transactions, such as a reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other like changes in WesBanco's capitalization.

### **YCB's Reasons for the Merger and Recommendation to Shareholders** (See page [ ])

The YCB board of directors has unanimously determined that the merger agreement and the merger are in the best interests of YCB and its shareholders, **and accordingly unanimously approved the merger agreement and recommends that YCB shareholders vote FOR the approval of the merger agreement.**

In determining whether to approve the merger agreement and recommend approval of the merger agreement to the YCB shareholders, YCB's board considered the factors described under Proposal No. 1 Approval of the Merger Agreement YCB's Reasons for the Merger.

### **Opinion of YCB's Financial Advisor** (See page [ ])

In connection with the merger, YCB's financial advisor, Keefe, Bruyette & Woods, Inc. ( KBW ), delivered to the YCB board of directors a written opinion dated May 2, 2016 to the effect that, as of such date and subject to the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW as set forth in its opinion, the merger consideration to be received by the holders of shares of YCB common stock in the proposed merger was fair, from a financial point of view, to the holders of YCB common stock. The full text of the opinion, which describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in preparing the opinion, is attached as Annex B to this proxy statement/prospectus. The opinion was for the information of, and was directed to, the YCB board (in its capacity as such) in connection with its consideration of the financial terms of the merger. The opinion did not address the

underlying business decision of YCB to engage in the merger or enter into the merger agreement, nor does it constitute a recommendation to the YCB board in connection with the merger or a recommendation to any holder of YCB common stock or any shareholder of any other entity as to how to vote in connection with the merger or any other matter.

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**Table of Contents****Treatment of YCB Stock Options** (See page [ ])

The merger agreement provides that upon completion of the merger, each option to purchase shares of YCB common stock then outstanding, whether or not then exercisable, will be cancelled in exchange for the right to receive an amount in cash, without interest, equal to the product of (i) the aggregate number of shares of YCB common stock subject to such stock option, multiplied by (ii) the excess, if any, of \$38.50 over the per share exercise price of such YCB stock option. The cash payment will be subject to applicable tax withholding. YCB has agreed to take the action necessary to implement the provisions of the merger agreement relating to the cancellation of outstanding options to purchase shares of YCB common stock in the merger in exchange for cash.

**Treatment of YCB Restricted Stock Units** (See page [ ])

Except for certain restricted stock units held by James D. Rickard, Paul A. Chrisco and Kevin J. Cecil, at or prior to the effective time of the merger, each outstanding YCB restricted stock unit will vest in full and will be converted into the right to receive the merger consideration. Certain unvested restricted stock unit awards previously issued by YCB to James D. Rickard, Paul A. Chrisco and Kevin J. Cecil will be converted into WesBanco restricted stock units under the terms of the merger agreement.

**Special Meeting** (See page [ ])

A special meeting of YCB's shareholders will be held at [ ], on [ ] 2016, at [ ] Eastern Time. At the YCB special meeting, YCB shareholders will be asked to: (i) approve the merger agreement; (ii) approve, in a non-binding advisory vote, the compensation payable to the named executive officers of YCB in connection with the merger; and (iii) approve an adjournment of the YCB special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the time of the YCB special meeting.

**Record Date; Voting Power** (See page [ ])

You may vote at the special meeting only if you owned shares of YCB common stock at the close of business on [ ], 2016, referred to as the record date. On the record date, there were [ ] shares of YCB common stock outstanding. You may cast one vote for each share of YCB common stock you owned on the record date. You can vote your shares by telephone, the Internet or by returning the enclosed proxy by mail, or you may vote in person by appearing at the YCB special meeting. You can change your vote by submitting a later-dated proxy by telephone, the Internet or by mail, provided that it must be received prior to the YCB special meeting. You can also change your vote by attending the YCB special meeting and voting in person.

**Vote Required** (See page [ ])

*Merger Agreement Proposal.* The affirmative vote of a majority of the shares of YCB common stock entitled to vote is required to approve the merger agreement. Abstentions, broker non-votes, and unvoted shares will have the effect of a vote **Against** the proposal to approve the merger agreement.

*Advisory Vote on Golden Parachute Compensation and Adjournment Proposal.* To approve (i) the compensation payable to the named executive officers of YCB in connection with the merger in a non-binding advisory vote, and (ii) the adjournment of the YCB special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the time of the YCB special meeting, more votes must be cast in favor of each proposal than are cast against each proposal. Abstentions, broker non-votes, and unvoted shares will have no effect on the outcome of either of these proposals.



**Table of Contents****Voting Agreements** (See page [ ]) )

As of the record date, the directors and executive officers of YCB controlled [ ] shares of YCB common stock, or approximately [ ]% of the outstanding shares of YCB common stock entitled to vote at the YCB special meeting.

In connection with the merger agreement, WesBanco entered into voting agreements with all of YCB's directors and executive officers, who are George M. Ballard, R. Wayne Estopinal, James E. Geisler, Phillip J. Keller, Gerald T. Koetter, Gary L. Libs, James D. Rickard, Kerry M. Stemler, Steven R. Stemler, Michael K. Bauer, Scott P. Carr, Paul A. Chrisco, J. Robert McIlvoy, Kevin J. Cecil, Bill D. Wright, Maury Young and Lisa B. Morley. In the voting agreements, each of these shareholders has generally agreed to vote all of the shares of YCB common stock he or she controls to approve the merger agreement.

**Quorum; Abstentions and Broker Non-Votes** (See page [ ]) )

A quorum must be present to transact business at the YCB special meeting. If you submit a properly executed proxy card, even if you abstain from voting, your shares will be counted for purposes of calculating whether a quorum is present at the special meeting. A quorum at the YCB special meeting requires the presence, whether in person or by proxy, of a majority of the outstanding shares of YCB common stock as of the record date.

An abstention occurs when a shareholder attends a meeting, either in person or by proxy, but abstains from voting. A broker non-vote can occur only if the beneficial owner gives the record holder instructions to vote on at least one, but less than all, of the proposals to be voted upon at the special meeting. None of the proposals to be voted upon at the YCB special meeting are routine matters, and brokers, banks and other nominees holding shares in street name will not be permitted to vote on any proposal without instructions from the beneficial holder with respect to that specific proposal. If a beneficial holder of shares of YCB common stock does not give the broker, bank or other nominee any voting instructions, the holder's shares of common stock will not be voted on any proposal and will not be considered present for purposes of a quorum.

At the YCB special meeting, abstentions and broker non-votes will be counted in determining whether a quorum is present. Abstentions, broker non-votes, and unvoted shares will have the effect of a vote **Against** the proposal to approve the merger agreement. Abstentions, broker non-votes, and unvoted shares will have no effect on the outcome of either the advisory vote on golden parachute compensation proposal or the adjournment proposal. If no instruction as to how to vote is given (including no instruction to abstain) in an executed, duly returned and not revoked proxy, the proxy will be voted **For** (i) approval of the merger agreement, (ii) approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger; and (iii) approval of the adjournment of the YCB special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the time of the YCB special meeting.

**No Dissenters' Rights** (See page [ ]) )

Under Indiana law, holders of YCB common stock will not be entitled to dissenters' rights. Therefore, if you own shares of YCB common stock on the record date but you are against the merger, you may vote against approval of the merger agreement but you may not exercise dissenters' rights for your YCB shares.

**Shares to be Issued by WesBanco in the Merger; Ownership of WesBanco after the Merger** (See page [ ]) )

WesBanco will issue a maximum of approximately 5,488,721 shares of its common stock to YCB shareholders in connection with the merger, based on the number of (1) unrestricted shares of YCB common





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stock and restricted stock units (other than ones being assumed by WesBanco) outstanding on the record date and (2) shares of YCB common stock potentially issuable pursuant to outstanding stock options, assuming no adjustment to the exchange ratio is made. Assuming that WesBanco issues that maximum number of shares, those shares would constitute approximately 12.5% of the outstanding stock of WesBanco after the merger, based on the number of shares of WesBanco common stock outstanding on April 29, 2016. The WesBanco shares to be issued in the merger will be listed for trading on the Nasdaq Global Select Market under the symbol WSBC.

**Material U.S. Federal Income Tax Consequences** (See page [ ]) )

It is a condition to the completion of the merger, unless waived by the parties in writing, that each of WesBanco and YCB receives a legal opinion from their respective tax counsel to the effect that the merger will be treated as a reorganization for United States federal income tax purposes within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). Accordingly, we expect the merger generally to be tax-free to YCB shareholders for United States federal income tax purposes with respect to the shares of WesBanco common stock that they receive pursuant to the merger. A YCB shareholder generally will recognize gain, but not loss, in an amount equal to the lesser of (1) the amount of cash received pursuant to the merger (excluding any cash received in lieu of a fractional share) and (2) the amount of gain realized (*i.e.*, the excess, if any, of the sum of the cash received and the fair market value of the WesBanco common stock received pursuant to the merger over that holder's adjusted tax basis in its shares of YCB common stock surrendered). Cash received in lieu of a fractional share will be subject to taxation as described under the caption Proposal No. 1 Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger Cash Received in Lieu of a Fractional Share of WesBanco Common Stock.

**You should read the summary under the caption Proposal No. 1 Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger beginning on page [ ] for a more complete discussion of the U.S. federal income tax consequences of the merger. You should also consult your own tax advisor concerning all U.S. federal, state, local and foreign tax consequences of the merger that may apply to you.**

**Certain Differences in the Rights of Shareholders** (See page [ ]) )

YCB is an Indiana corporation governed by Indiana law, and WesBanco is a West Virginia corporation governed by West Virginia law. Once the merger occurs, YCB shareholders will become shareholders of WesBanco and their rights will be governed by West Virginia law and WesBanco's corporate governing documents rather than Indiana law and YCB's governing documents. Because of the differences between the laws of the State of Indiana and the State of West Virginia and the respective corporate governing documents of YCB and WesBanco, YCB's shareholders' rights as shareholders will change as a result of the merger. These include, among other things, differences in shareholders' rights related to notice and adjournment of shareholder meetings, the calling of special meetings of shareholders, dissenters' rights, the number and term of directors, nomination of directors, removal of directors and filling vacancies on the board of directors, cumulative voting, indemnification of officers and directors, amendment of articles of incorporation and bylaws, and statutory provisions affecting control share acquisitions and business combinations.

**Conditions to the Merger** (See page [ ]) )

Completion of the merger is subject to the satisfaction or waiver of the conditions specified in the merger agreement, including, among others, those listed below:

the approval of the merger agreement by the shareholders of YCB;

the absence of a law or injunction prohibiting the merger;

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receipt by WesBanco and YCB of all necessary approvals of governmental and regulatory authorities;

the receipt of an opinion from each party's tax counsel, dated as of the closing date of the merger, to the effect that for federal income tax purposes the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code;

the shares of WesBanco common stock to be issued in exchange for the shares of YCB common stock must have been approved for listing on the Nasdaq Global Select Market; and

the aggregate amount of certain YCB loans being below a maximum amount agreed to by WesBanco and YCB in the merger agreement.

**Termination of the Merger Agreement** (See page [    ])

The parties can agree to terminate the merger agreement at any time prior to completion of the merger, and either WesBanco or YCB can terminate the merger agreement if, among other reasons, any of the following occurs:

the merger agreement is not approved by the YCB shareholders;

the merger is not completed by March 31, 2017;

a court or other governmental authority permanently prohibits the merger; or

the other party breaches or materially fails to comply with any of its representations, warranties or obligations under the merger agreement.

YCB will also have the right to terminate the merger agreement if the average closing price of WesBanco common stock during a specified period before the effective time of the merger is less than \$25.57 and WesBanco common stock underperforms the Nasdaq Bank Index by more than 20%. Subject to certain conditions, YCB may also terminate the merger agreement in order to enter into an agreement with respect to an unsolicited proposal that if consummated would be reasonably likely to result in a transaction more favorable to YCB's shareholders from a financial point of view, provided that YCB pays the termination fee described below upon entering into such an agreement.

**Termination Fee** (See page [    ])

The merger agreement provides that if the merger agreement is terminated under certain circumstances, described more fully beginning on page [    ], YCB will be required to pay a termination fee of \$7,525,000 to WesBanco.

**We May Amend the Terms of the Merger and Waive Rights Under the Merger Agreement** (See page [    ])

We may jointly amend the terms of the merger agreement, and either party may waive its right to require the other party to adhere to any of those terms, to the extent legally permissible. However, after the approval of the merger agreement by the YCB shareholders, there may not be, without further approval of YCB's shareholders, any amendment of the merger agreement that requires such further approval under applicable law or would alter the amount or kind of the WesBanco common stock portion of the merger consideration to be received by YCB shareholders.

**Effective Date of the Merger** (See page [    ])

We expect the merger to be completed as soon as practicable after all regulatory approvals and shareholder approvals have been received. We expect this to occur during the third or fourth quarter of 2016.

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**Regulatory Approvals** (See page [    ])

In addition to the approval of the YCB shareholders, the merger is subject to the approval of the Federal Deposit Insurance Corporation, Board of Governors of the Federal Reserve System (unless a waiver is granted), the West Virginia Division of Financial Institutions, and the Indiana Department of Financial Institutions. These governmental authorities may impose conditions for granting approval of the merger. Neither WesBanco nor YCB can offer any assurance that all necessary approvals will be obtained or the date when any such approvals will be obtained.

**Interests of Certain Persons in the Merger** (See page [    ])

The directors and executive officers of YCB have financial and other interests in the merger that differ from, or are in addition to, their interests as shareholders of YCB. These interests include, but are not limited to:

the continued indemnification of current and former directors and executive officers under the merger agreement and providing these individuals with directors and officers insurance for six years after the merger;

the receipt of payments by the executive officers of YCB pursuant to employment or change in control severance agreements with YCB;

the continuation of certain benefits for certain officers and directors of YCB;

the accelerated vesting of most unvested restricted stock unit awards upon completion of the merger;

the receipt of cash payments upon completion of the merger as a result of cancellation of all outstanding stock options, whether or not then exercisable;

the appointment of two current YCB directors, Gary L. Libs and Kerry M. Stemler, to the board of directors of WesBanco and WesBanco Bank upon completion of the merger;

the appointment of each member of YCB's board of directors to an advisory board for the Indiana and Kentucky markets of WesBanco Bank to be created upon completion of the merger;

concurrently with the execution of the merger agreement, WesBanco and YCB entered into employment agreement amendments with each of James D. Rickard, Paul A. Chrisco, Kevin J. Cecil, Michael K. Bauer and Bill D. Wright, pursuant to which these executive officers will receive certain payments upon completion of the merger and will be bound to non-compete, non-disparagement and non-solicitation covenants and subject to certain potential claw backs after the merger is completed;

the creation of a retention bonus pool for the purpose of retaining the services of certain key employees of YCB; and

grants of WesBanco restricted stock to certain key employees of YCB, effective upon completion of the merger, which would cliff vest after three years, for the purpose of retaining those key employees of YCB as WesBanco employees after the merger.

The YCB board of directors knew about these additional interests, and considered them when the board approved and approved the merger agreement. See Proposal No. 1 Approval of the Merger Agreement Interests of Certain Persons in the Merger beginning on page [ ] for more detailed information about these interests.

**Ownership of Common Stock by Directors, Executive Officers and Affiliates** (See page [ ])

As of the record date, the directors, executive officers and affiliates of YCB owned or controlled the vote of [ ] shares of YCB common stock constituting approximately [ ]% of the outstanding shares of YCB common

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stock. In addition, YCB's directors and executive officers have entered into voting agreements with WesBanco in which each executive officer or director has agreed to vote his or her YCB shares to approve the merger. See "Other Material Agreements Relating to the Merger" Voting Agreements.

**Advisory (Non-binding) Vote on Golden Parachute Compensation** (See page [ ])

In accordance with Securities and Exchange Commission (SEC) rules, YCB shareholders will vote on a proposal to approve on an advisory (non-binding) basis, certain payments that will or may be made to YCB's named executive officers in connection with the merger. These payments are reported in the Summary of Golden Parachute Arrangements table on page [ ] and the associated narrative discussion.

**Adjournment Proposal** (See page [ ])

YCB shareholders are being asked to approve a proposal to grant YCB's board of directors discretionary authority to adjourn the YCB special meeting, if necessary, to solicit additional proxies in favor of the merger proposal if a quorum is present at the YCB special meeting but there are insufficient votes to approve the merger agreement.

**Recommendation of the YCB Board of Directors** (See page [ ])

The YCB board of directors determined that the merger is in the best interests of YCB shareholders. Accordingly, it has unanimously recommended that YCB shareholders vote **FOR** the proposal to approve the merger agreement. See "Proposal No. 1 Approval of the Merger Agreement" Background of the Merger at page [ ]. In addition the YCB board of directors unanimously recommends that YCB shareholders vote **FOR** the proposal to approve, in a non-binding, advisory vote, the compensation payable to the named executive officers of YCB in connection with the merger, and **FOR** the proposal to adjourn the YCB special meeting if necessary to solicit additional proxies in favor of the approval of the merger agreement.

**Table of Contents****SHARE INFORMATION AND MARKET PRICES**

The following table presents the closing market prices for WesBanco and YCB common stock on May 3, 2016 and [ ], 2016, respectively. May 3, 2016 was the last full trading day prior to the public announcement of the signing of the merger agreement. [ ], 2016 was the last practicable full trading day for which information was available prior to the date of this proxy statement/prospectus. This table also shows the merger consideration equivalent proposed for each share of YCB common stock, which was calculated by multiplying the closing price of WesBanco common stock on those dates by the exchange ratio of 0.964 and adding the cash consideration of \$7.70 per share.

	<b>WesBanco</b>	<b>YCB</b>	<b>YCB Merger Consideration Equivalent</b>
May 3, 2016	\$ 31.80	\$ 33.75	\$ 38.36
[ ], 2016	\$	\$	\$

WesBanco common stock trades on the Nasdaq Global Select Market under the trading symbol WSBC. YCB common stock trades on the Nasdaq Capital Market under the trading symbol YCB. The market prices of shares of WesBanco common stock and YCB common stock fluctuate from day to day. As a result, you should obtain current market quotations to evaluate the merger. These quotations are available from stockbrokers, in major newspapers such as The Wall Street Journal, and on the Internet. The market price of the WesBanco common stock at the effective time of the merger or at the time shareholders of YCB receive their shares of WesBanco common stock may be higher or lower than the market price at the time the merger agreement was executed, at the date of mailing of this proxy statement/prospectus or at the time of the YCB special meeting.

The following table shows, for the periods indicated, the high and low sales prices for WesBanco common stock and YCB common stock as reported by the Nasdaq Global Select Market and Nasdaq Capital Market, respectively, and the cash dividends declared per share.

	<b>WesBanco Common Stock</b>			<b>YCB Common Stock</b>		
	<b>High</b>	<b>Low</b>	<b>Dividend</b>	<b>High</b>	<b>Low</b>	<b>Dividend</b>
<b>2014</b>						
January-March	\$ 32.38	\$ 26.77	\$ 0.22	\$ 23.34	\$ 19.11	\$ 0.12
April-June	32.49	28.27	0.22	28.72	21.51	0.12
July-September	32.11	28.87	0.22	26.99	25.65	0.12
October-December	35.70	29.71	0.22	28.00	26.23	0.12
<b>2015</b>						
January-March	35.08	30.11	0.23	27.95	26.60	0.12
April-June	35.39	30.75	0.23	28.50	26.86	0.12
July-September	36.11	29.26	0.23	30.20	27.05	0.12
October-December	34.32	29.49	0.23	32.18	28.25	0.12
<b>2016</b>						
January-March	30.36	26.93	0.24	33.92	29.96	0.12
April-June (through June [ ], 2016)						



Holders of WesBanco common stock are entitled to receive dividends when, as and if declared by WesBanco's board of directors out of funds legally available for dividends. Historically, WesBanco has paid quarterly cash dividends on its common stock, and its board of directors presently intends to continue to pay regular quarterly cash dividends. WesBanco's ability to pay dividends to its shareholders in the future will depend on its earnings and financial condition, liquidity and capital requirements, the general economic and regulatory climate, its ability to service any equity or debt obligations senior to its common stock, including its outstanding trust preferred securities and accompanying junior subordinated debentures, and other factors

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deemed relevant by its board of directors. In order to pay dividends to shareholders, WesBanco must receive cash dividends from WesBanco Bank. As a result, WesBanco's ability to pay future dividends will depend upon the earnings of WesBanco Bank, its financial condition and its need for funds. A discussion of the restrictions on WesBanco's dividend payments is included in WesBanco's Annual Report on Form 10-K for the fiscal year ended December 31, 2015. See [Where You Can Find More Information About WesBanco and YCB](#).

As of the record date, YCB had approximately [ ] shareholders of record. Certain shares of YCB are held in nominee or street name and accordingly, the number of beneficial owners of such shares is not known or included in the foregoing number. Holders of YCB common stock are entitled to receive dividends when, as and if declared by the YCB board of directors out of funds legally available for dividends. A discussion of the restrictions on YCB's dividend payments is included in YCB's Annual Report on Form 10-K for the fiscal year ended December 31, 2015. See [Where You Can Find More Information About WesBanco and YCB](#).

**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF WESBANCO**

The following table sets forth certain historical financial data concerning WesBanco as of or for the three months ended March 31, 2016 and 2015 and as of or for each of the five fiscal years ended December 31, 2015, which is derived from WesBanco's consolidated financial statements. The following information is only a summary, and you should read this information in conjunction with WesBanco's audited consolidated financial statements and related notes included in WesBanco's Annual Report on Form 10-K for the year ended December 31, 2015, and unaudited interim consolidated financial statements included in WesBanco's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2016 and 2015, which have been filed with the SEC and are incorporated by reference into this document and from which this information is derived. See [Where You Can Find More Information About WesBanco and YCB](#) beginning on page [ ].

<i>Dollars in thousands, except per share amounts)</i>	As of or for the Three Months Ended March 31, 2016		As of or for the years ended December 31,				
	2015 (Unaudited)	2015	2015	2014	2013	2012	2011
<b>Summary Statements of</b>							
<b>Income</b>							
Net interest income	\$ 59,842	\$ 54,955	\$ 236,987	\$ 193,228	\$ 185,487	\$ 168,351	\$ 169,365
Provision for credit losses	2,324	1,289	8,353	6,405	9,086	19,874	35,311
Other income	19,393	18,190	74,466	68,504	69,285	64,775	59,888
Other expense	45,343	53,441	193,923	161,633	160,998	150,120	140,295
Income tax provision	8,694	4,528	28,415	23,720	20,763	13,588	9,838
Net income available to common shareholders	22,874	13,887	80,762	69,974	63,925	49,544	43,809
<b>Per Share Information</b>							
<b>Earnings</b>							
Basic per common share	0.60	0.40	2.15	2.39	2.18	1.84	1.65
Diluted per common share	0.60	0.40	2.15	2.39	2.18	1.84	1.65
Dividends per common share	0.24	0.23	0.92	0.88	0.78	0.70	0.62
Book value per common share	29.87	28.38	29.18	26.90	25.59	24.45	23.80
Intangible common book value per share (1)	17.17	15.67	16.51	16.09	14.68	13.48	13.29
<b>Selected Ratios</b>							
Return on average assets	1.08%	0.75%	0.99%	1.12%	1.05%	0.88%	0.81%
Return on average equity	8.07%	5.89%	7.62%	8.97%	8.72%	7.54%	7.01%
Allowance for loan losses to total loans	0.83%	0.91%	0.82%	1.09%	1.22%	1.43%	1.69%
Allowance for loan losses to total non-performing loans	0.98x	0.75x	0.93x	0.88x	0.92x	0.83x	0.63x
Common shareholders' equity to total assets	13.37%	13.26%	13.25%	12.52%	12.15%	11.75%	11.45%
Intangible common equity to intangible assets (1)	8.15%	7.78%	7.95%	7.88%	7.35%	6.84%	6.73%
Debt to capital leverage ratio	9.46%	10.62%	9.38%	9.88%	9.27%	9.34%	8.71%

Common equity tier 1 capital to risk-weighted assets	13.30%	14.09%	13.35%	13.76%	13.06%	12.82%	12.68%
Total capital to risk-weighted assets	14.06%	14.92%	14.11%	14.81%	14.19%	14.07%	13.93%
Common equity tier 1 capital ratio (CET 1)	11.58%	11.49%	11.66%	N/A	N/A	N/A	N/A

**Selected Balance Sheet Information**

Assets	\$ 8,569,381	\$ 8,233,279	\$ 8,470,298	\$ 6,296,565	\$ 6,144,773	\$ 6,078,717	\$ 5,536,030
Securities	2,385,687	2,398,189	2,422,450	1,511,094	1,532,906	1,623,753	1,609,265
Net portfolio loans	5,093,860	4,829,548	5,024,132	4,042,112	3,847,549	3,635,063	3,184,558
Deposits	6,142,892	6,416,202	6,066,299	5,048,983	5,062,530	4,944,284	4,393,866
Shareholders' equity	1,145,910	1,091,384	1,122,132	788,190	746,595	714,184	633,790

(1) See Non-GAAP Financial Measures for additional information relating to the calculation of this ratio.

N/A Not applicable

**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF YCB**

The following table sets forth certain historical financial data concerning YCB as of or for the three months ended March 31, 2016 and 2015 and as of or for each of the five fiscal years ended December 31, 2015, which is derived from YCB's consolidated financial statements. The following information is only a summary, and you should read this information in conjunction with YCB's audited consolidated financial statements and related notes included in YCB's Annual Report on Form 10-K for the year ended December 31, 2015, and unaudited interim consolidated financial statements included in YCB's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2016 and 2015, which have been filed with the SEC and are incorporated by reference into this document and from which this information is derived. See [Where You Can Find More Information About WesBanco and YCB](#) beginning on page [ ].

<i>Amounts in thousands, except per share amounts</i>	<b>As of or for the Three Months Ended March 31,</b>		<b>As of or for the fiscal years ended December 31,</b>				
	<b>2016</b>	<b>2015</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Summary Statements of Income</b>							
Interest income	\$ 12,996	\$ 13,484	\$ 54,685	\$ 32,333	\$ 31,026	\$ 28,796	\$ 28,277
Provision for credit losses		106	2,591	1,275	3,410	4,101	4,399
Net operating income	2,564	2,412	11,379	6,445	8,684	8,423	8,488
Operating expense	11,236	17,924	52,935	26,489	26,071	23,748	22,866
Income tax provision (benefit)	629	(1,198)	134	2,001	1,562	1,685	2,099
Preferred stock dividends		110	420	439	802	764	1,377
Income available to common shareholders	3,695	(1,046)	9,984	8,574	7,865	6,921	6,035
<b>Share Information</b>							
<b>Dividends</b>							
Dividend yield per common share	0.68	(0.19)	1.85	2.49	2.32	2.06	1.88
Dividend paid per common share	0.67	(0.19)	1.82	2.46	2.32	2.06	1.77
Dividend per common share	0.12	0.12	0.48	0.48	0.43	0.40	0.41
Book value per common share	24.37	21.81	23.41	20.75	17.77	17.34	15.41
Adjustable common book value per share (1)	22.60	19.78	21.57	20.55	17.48	17.15	15.21
<b>Selected Ratios</b>							
Return on average assets	0.95%	(0.23%)	0.65%	1.04%	1.04%	0.95%	0.91%
Return on average equity	11.34%	(2.57%)	7.03%	9.54%	10.03%	9.13%	10.51%
Provision for loan losses to total loans	0.59%	0.71%	0.67%	1.07%	1.43%	1.92%	2.00%
Provision for loan losses to total non-performing loans	2.41x	0.41x	1.71x	0.86x	1.03x	1.01x	0.65x
Common shareholders' equity to total assets	8.57%	8.96%	8.17%	11.20%	10.43%	10.55%	9.91%
Adjustable common equity to tangible assets (1)	8.00%	6.60%	7.58%	7.98%	7.02%	7.06%	6.31%
11x leverage ratio	9.50%	7.70%	9.20%	13.00%	12.50%	12.20%	11.71%
11x capital to risk-weighted assets	12.20%	11.50%	12.60%	17.70%	17.20%	17.90%	16.31%
11x capital to risk-weighted assets	14.80%	15.00%	15.40%	18.70%	18.50%	19.10%	17.51%
11x capital to risk-weighted assets	9.70%	9.20%	10.10%	N/A	N/A	N/A	N/A

Common equity tier 1 capital ratio

(T 1)

**Selected Balance Sheet Information**

Assets	\$ 1,550,467	\$ 1,622,355	\$ 1,556,015	\$ 888,746	\$ 846,735	\$ 819,500	\$ 797,350
Liabilities	348,068	385,498	378,978	202,177	195,327	251,205	198,740
Portfolio loans	1,041,320	998,295	1,009,463	597,110	552,926	456,827	489,740
Deposits	1,237,964	1,337,723	1,262,064	650,944	643,625	624,667	581,350
Shareholders' equity	132,917	145,272	127,086	99,548	88,339	86,442	79,480

(1) See Non-GAAP Financial Measures for additional information relating to the calculation of this ratio.

N/A Not applicable

**Table of Contents****NON-GAAP FINANCIAL MEASURES**

The following non-GAAP financial measures used by WesBanco and YCB provide information useful to investors in understanding operating performance and trends, and facilitate comparisons with the performance of peers. The following tables summarize the non-GAAP financial measures derived from amounts reported in WesBanco and YCB's financial statements.

**WesBanco, Inc.**

<i>Amounts, dollars in thousands, except per share amounts</i>	<b>March 31,</b>		<b>December 31,</b>				
	<b>2016</b>	<b>2015</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Book value of common stock per share:</b>							
shareholders' equity	\$ 1,145,910	\$ 1,091,384	\$ 1,122,132	\$ 788,190	\$ 746,595	\$ 714,814	\$ 633,785
goodwill and other intangible assets net of deferred tax liability	(487,267)	(488,911)	(487,270)	(316,914)	(318,161)	(320,399)	(279,914)
Book value of common equity	658,643	602,473	634,862	471,276	428,434	393,785	353,871
Common shares outstanding	38,362,534	38,449,812	38,459,635	29,298,188	29,175,236	29,214,660	26,629,312
Book value of common stock per share	\$ 17.17	\$ 15.67	\$ 16.51	\$ 16.09	\$ 14.68	\$ 13.48	\$ 13.26
<b>Book value of common equity to total assets:</b>							
shareholders' equity	\$ 1,145,910	\$ 1,091,384	\$ 1,122,132	\$ 788,190	\$ 746,595	\$ 714,184	\$ 633,785
goodwill and other intangible assets net of deferred tax liability	(487,267)	(488,911)	(487,270)	(316,914)	(318,161)	(320,399)	(279,914)
Book value of common equity to total assets	8,569,381	8,233,279	8,470,298	6,296,565	6,144,773	6,078,717	5,536,000
goodwill and other intangible assets net of deferred tax liability	(487,267)	(488,911)	(487,270)	(316,914)	(318,161)	(320,399)	(279,914)
Book value of common equity to total assets	8,082,114	7,744,368	7,983,028	5,979,651	5,826,612	5,758,318	5,256,086
Book value of common equity to total assets	8.15%	7.78%	7.95%	7.88%	7.35%	6.84%	6.37%

**Table of Contents****Your Community Bankshares, Inc.**

<i>(unaudited, dollars in thousands, except per share amounts)</i>	March 31,		December 31,				
	2016	2015	2015	2014	2013	2012	2011
<b>Tangible common book value per share:</b>							
Total common shareholders equity	\$ 132,917	\$ 117,272	\$ 127,086	\$ 71,548	\$ 60,339	\$ 58,442	\$ 51,485
Less: goodwill and other intangible assets	(9,661)	(10,896)	(9,960)	(682)	(1,004)	(638)	(865)
Tangible common equity	123,256	106,376	117,126	70,866	59,335	57,804	50,620
Common shares outstanding	5,453,271	5,378,037	5,429,766	3,447,826	3,394,657	3,371,131	3,327,484
Tangible common book value per share	\$ 22.60	\$ 19.78	\$ 21.57	\$ 20.55	\$ 17.48	\$ 17.15	\$ 15.21
<b>Tangible common equity to tangible assets:</b>							
Total common shareholders equity	\$ 132,917	\$ 117,272	\$ 127,086	\$ 71,548	\$ 60,339	\$ 58,442	\$ 51,485
Less: goodwill and other intangible assets	(9,661)	(10,896)	(9,960)	(682)	(1,004)	(638)	(865)
Tangible common equity	123,256	106,376	117,126	70,866	59,335	57,804	50,620
Total assets	1,550,467	1,622,355	1,556,015	888,746	846,735	819,500	797,354
Less: goodwill and other intangible assets	(9,661)	(10,896)	(9,960)	(682)	(1,004)	(638)	(865)
Tangible assets	1,540,806	1,611,459	1,546,055	888,064	845,731	818,862	796,489
Tangible common equity to tangible assets	8.00%	6.60%	7.58%	7.98%	7.02%	7.06%	6.36%

**Pro forma Combined<sup>(1)</sup>**

<i>(unaudited, dollars in thousands, except per share amounts)</i>	March 31, 2016	December 31, 2015
<b>Tangible common book value per share:</b>		
Total common shareholders equity	\$ 1,322,333	\$ 1,296,351
Less: goodwill and other intangible assets net of deferred tax liability	(591,177)	(591,180)
Tangible common equity	731,156	705,171



Common shares outstanding	43,789,147	43,789,147
Tangible common book value per share	\$ 16.70	\$ 16.10

(1) See Comparative Per Share Data for additional information relating to the calculation of this ratio.

Table of Contents**COMPARATIVE PER SHARE DATA****(Unaudited)**

The following tables set forth the basic earnings, diluted earnings, cash dividends and book value per common share data for WesBanco and YCB on a historical basis, on a pro forma combined basis, and on a per equivalent YCB share basis, as of or for the three month period ending March 31, 2016, and as of or for the fiscal year ended December 31, 2015.

The pro forma data was derived by combining the historical consolidated financial information of WesBanco and YCB using the acquisition method of accounting for business combinations and assumes the transaction is completed as contemplated. The pro forma and pro forma-equivalent per share information gives effect to the merger as if the transactions had been effective on the dates presented, in the case of the book value data, and as if the transactions had become effective on January 1, 2015, in the case of the earnings per share and dividends declared data. The unaudited pro forma data in the tables assume that the merger is accounted for using the acquisition method of accounting and represent a current estimate based on available information of the combined company's results of operations. The pro forma financial adjustments record the assets and liabilities of YCB at their estimated fair values and are subject to adjustment as additional information becomes available and as additional analyses are performed. The information in the following table is based on, and should be read together with, the financial information and financial statements of WesBanco and YCB incorporated by reference in this joint proxy statement/prospectus. See [Where You Can Find More Information About WesBanco and YCB](#) on page [ ].

This information is presented for illustrative purposes only. You should not rely on the pro forma combined or pro forma equivalent amounts as they are not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the dates indicated, nor are they necessarily indicative of the future operating results or financial position of the combined company. The pro forma information, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings, opportunities to earn additional revenue, the impact of restructuring and merger-related costs, or other factors that may result as a consequence of the merger and, accordingly, does not attempt to predict or suggest future results. In order to avoid crossing over \$10.0 billion in total assets, WesBanco expects to sell approximately \$200 million of securities and pay down \$200 million in Federal Home Loan Bank borrowings prior to or at closing of the merger. The net income effect of this sale has been included in the pro forma combined earnings per share for the three months ended March 31, 2016 and the fiscal year ended 2015 in the table below.

	<b>WesBanco Historical</b>	<b>Your Community Bankshares, Inc.</b>	<b>Pro Forma Combined</b>	<b>Per Equivalent Your Community Bankshares, Inc.</b>
<b>Earnings per share for the three months ended March 31, 2016:</b>				
Basic	\$ 0.60	\$ 0.68	\$ 0.59	\$ 0.57
Diluted	0.60	0.67	0.59	0.57
<b>Cash dividends per share declared for the three months ended March 31,</b>	0.24	0.12	0.24	0.23

**2016 (1)**

<b>Book value per common share as of March 31, 2016</b>	29.87	24.37	30.20	29.11
<b>Tangible common book value per share as of March 31, 2016 (2)</b>	17.17	22.60	16.70	16.10

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	<b>WesBanco Historical</b>	<b>Your Community Bankshares, Inc.</b>	<b>Pro Forma Combined</b>	<b>Per Equivalent Your Community Bankshares, Inc.</b>
<b>Earnings per share for the fiscal year ended 2015:</b>				
Basic	\$ 2.15	\$ 1.85	\$ 2.06	\$ 1.99
Diluted	2.15	1.82	2.06	1.99
<b>Cash dividends per share declared for the fiscal year ended 2015 (1)</b>	0.92	0.48	0.92	0.89
<b>Book value per common share as of the fiscal year end 2015</b>	29.18	23.41	29.60	28.54
<b>Tangible common book value per share as of the fiscal year end 2015 (2)</b>	16.51	21.57	16.10	15.52

(1) Pro forma dividends per share represent WesBanco's historical dividends per share.

(2) See Non-GAAP Financial Measures for additional information relating to the calculation of this ratio.

Table of Contents**RISK FACTORS**

*In addition to the other information included in and incorporated by reference into this proxy statement/prospectus, including the matters addressed in Cautionary Statement Regarding Forward-Looking Statements, and the risk factors included in WesBanco's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, and YCB's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, you should carefully consider the following risk factors before deciding whether to vote to approve the merger agreement. For further discussion of these and other risk factors, please see WesBanco's and YCB's periodic reports and other documents incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information About WesBanco and YCB beginning on page.*

***Because the market price of WesBanco common stock may fluctuate, YCB shareholders cannot be certain of the market value of the WesBanco common stock that they will receive in the merger.***

Upon completion of the merger, each share of YCB common stock will become the right to receive (i) 0.964 of a share of WesBanco common stock and (ii) \$7.70 in cash, without interest. Accordingly, upon completion of the merger, YCB shareholders will have the right to receive WesBanco common stock at an exchange ratio of 0.964 of a share of WesBanco common stock for each share of YCB common stock owned. Any change in the price of WesBanco common stock prior to completion of the merger will affect the market value of the stock that YCB shareholders will receive on the date of the merger. YCB will not have the right to terminate the merger agreement due to a decline in the trading price of WesBanco common stock unless both (a) the average closing price of WesBanco common stock during a specified period before the effective time of the merger is less than \$25.57 and (b) WesBanco common stock underperforms the Nasdaq Bank Index by more than 20%.

Stock price changes may result from a variety of factors, including general market and economic conditions, changes in WesBanco's businesses, operations and prospects, and regulatory considerations. We urge YCB shareholders to obtain current market quotations for WesBanco and YCB common stock when deciding how to vote.

If the price of WesBanco common stock declines, YCB shareholders may receive less value for their shares upon completion of the merger than the value calculated pursuant to the exchange ratio on the date the merger agreement was executed, on the date of this proxy statement/prospectus or on the date of the YCB shareholder meeting. For example, based on the range of closing prices of WesBanco common stock during the period from May 3, 2016, the last full trading day before public announcement of the merger, through [ ], 2016, the last practicable full trading day prior to the date of this proxy statement/prospectus, the exchange ratio represented a value ranging from a high of \$[ ] on [ ], 2016 to a low of \$[ ] on [ ], 2016 for each share of YCB common stock. Because the date the merger is completed will be later than the date of the YCB special meeting, YCB shareholders will not know what the market value of WesBanco common stock will be upon completion of the merger when voting at the YCB special meeting.

***The opinion of YCB's financial advisor delivered to the YCB board of directors does not reflect changes in circumstances after the date of the opinion.***

The YCB board of directors received an opinion, dated May 2, 2016, from YCB's financial advisor as to the fairness, from a financial point of view, to the holders of YCB common stock of the merger consideration as of that date. Subsequent changes in the operation and prospects of YCB or WesBanco, general market and economic conditions and other factors that may be beyond the control of YCB or WesBanco may significantly alter the value of YCB or WesBanco or the prices of the shares of YCB common stock or WesBanco common stock by the time the merger is completed. The opinion does not speak as of the time the merger is completed, or as of any other date other than the date of the opinion. The opinion of YCB's financial advisor is attached as *Annex B* to this proxy statement/prospectus.

See Proposal No. 1 Approval of the Merger Agreement Opinion of YCB s Financial Advisor beginning on page [ ] for a description of the opinion and a summary of the analyses performed by YCB s financial advisor in connection with its opinion.

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***The combined company will incur significant transaction and merger-related costs in connection with the merger.***

WesBanco and YCB expect to incur costs associated with combining the operations of the two companies. WesBanco and YCB have just recently begun collecting information in order to formulate detailed integration plans to deliver planned synergies. Additional unanticipated costs may be incurred in the integration of the businesses of WesBanco and YCB. Whether or not the merger is consummated, WesBanco and YCB will incur substantial expenses, such as legal, accounting, printing and financial advisory fees, in pursuing the merger. Although WesBanco and YCB expect that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses may offset incremental transaction and merger-related costs over time, this net benefit may not be achieved in the near term, or at all.

***If the merger is not completed, WesBanco and YCB will have incurred substantial expenses without their shareholders realizing the expected benefits of the merger.***

WesBanco and YCB have each incurred substantial expenses in connection with the transactions described in this proxy statement/prospectus, which are charged to earnings as incurred. If the merger is not completed, these expenses will still be charged to earnings even though WesBanco and YCB would not have realized the expected benefits of the merger. There can be no assurance that the merger will be completed.

***WesBanco may not be able to successfully integrate YCB or to realize the anticipated benefits of the merger.***

The merger involves the combination of two companies that previously have operated independently. A successful combination of the operations of the two entities will depend substantially on WesBanco's ability to consolidate operations, systems and procedures and to eliminate redundancies and reduce costs of the combined operations. WesBanco may not be able to combine the operations of YCB and WesBanco without encountering difficulties, such as:

the loss of key employees and customers;

the disruption of operations and business;

the inability to maintain and increase competitive presence;

deposit attrition, customer loss and revenue loss;

possible inconsistencies in standards, control procedures and policies;

unexpected problems with costs, operations, personnel, technology and credit; and/or

problems with the assimilation of new operations, sites or personnel, which could divert resources from regular banking operations.

Additionally, general market and economic conditions or governmental actions affecting the financial industry generally may inhibit the successful integration of YCB and WesBanco.

Further, WesBanco and YCB entered into the merger agreement with the expectation that the merger will result in various benefits including, among other things, benefits relating to enhanced revenues, a strengthened market position for the combined company, cross selling opportunities, technology, cost savings and operating efficiencies. Achieving the anticipated benefits of the merger is subject to a number of uncertainties, including whether WesBanco integrates YCB in an efficient and effective manner, and general competitive factors in the marketplace. Failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy and could materially impact WesBanco's business, financial condition and operating results. Finally, any cost savings that are realized may be offset by losses in revenues or other charges to earnings.



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***The merger agreement may be terminated in accordance with its terms, and the merger may not be completed.***

The merger agreement is subject to a number of conditions which must be fulfilled in order to complete the merger. Those conditions include, among others: approval of the merger agreement by YCB shareholders, regulatory approvals, absence of orders prohibiting the completion of the merger, effectiveness of the registration statement of which this proxy statement/prospectus is a part, approval of the shares of WesBanco common stock to be issued to YCB shareholders for listing on the Nasdaq Global Select Market, the aggregate amount of certain YCB loans being below a maximum amount agreed upon by WesBanco and YCB, the continued accuracy of the representations and warranties by both parties, the performance by both parties of their covenants and agreements, and the receipt by both parties of legal opinions from their respective tax counsels. See Proposal No. 1 Approval of the Merger Agreement Termination of the Merger Agreement beginning on page [ ] for a more complete discussion of the circumstances under which the merger agreement could be terminated. Any of these conditions to closing of the merger may not be fulfilled, and as a result the merger may not be completed.

***Termination of the merger agreement could negatively affect YCB.***

If the merger agreement is terminated, there may be various consequences, including:

YCB's businesses may have been adversely impacted by the failure to pursue other beneficial opportunities due to the focus of management on the merger, without realizing any of the anticipated benefits of completing the merger; and

the market price of YCB common stock might decline to the extent that the current market price reflects a market assumption that the merger will be completed.

If the merger agreement is terminated and YCB's board of directors seeks another merger or business combination, YCB shareholders cannot be certain that YCB will be able to find a party willing to offer equivalent or more attractive consideration than the consideration WesBanco has agreed to provide in the merger.

If the merger agreement is terminated, YCB may be required to pay a break-up fee of \$7,525,000 to WesBanco under certain circumstances. See Proposal No. 1 Approval of the Merger Agreement Termination Fee beginning on page [ ].

***The merger agreement limits YCB's ability to pursue alternatives to the merger.***

The merger agreement contains provisions that, subject to very narrow exceptions, limit YCB's ability to discuss, facilitate or enter into agreements with third parties to acquire it. If YCB avails itself of those limited exceptions, it could be obligated to pay WesBanco a break-up fee of \$7,525,000 under certain specified circumstances. These provisions could discourage a potential competing acquiror that might have an interest in acquiring YCB from proposing or considering such an acquisition even if that potential acquiror were prepared to pay a higher price to shareholders than the merger consideration.

***YCB will be subject to business uncertainties and contractual restrictions while the merger is pending.***

Uncertainties about the effect of the merger on employees and customers may have an adverse effect on YCB and consequently on WesBanco. These uncertainties may impair YCB's ability to attract, retain and motivate key personnel

until the merger is completed, and could cause customers and others that deal with YCB to seek to change existing business relationships with YCB. Retention of certain employees may be challenging during the pendency of the merger, as certain employees may experience uncertainty about their future roles. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the business, YCB's business prior to the merger and the combined company's business following

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the merger could be negatively impacted. In addition, the merger agreement restricts YCB from making certain acquisitions and taking other specified actions before the merger occurs without the consent of WesBanco. These restrictions may prevent YCB from pursuing business opportunities that may arise prior to the completion of the merger. The merger agreement also allows WesBanco to refuse to close the merger if the aggregate amount of certain identified YCB loans is not less than the amount agreed upon by WesBanco and YCB in the merger agreement. See

Proposal No. 1 Approval of the Merger Agreement Conduct of Business Prior to the Merger beginning on page [ ] for a description of restrictive covenants applicable to YCB.

***The need for regulatory approvals may delay the date of completion of the merger or may diminish the benefits of the merger.***

WesBanco is required to obtain the approvals of certain bank regulatory agencies prior to completing the merger. Satisfying any requirements of these regulatory agencies may delay the date of completion of the merger. The requisite regulatory approvals may not be received at all (in which case the merger could not be completed), may not be received in a timely fashion, or may contain conditions or restrictions on completion of the merger that cannot be satisfied. In addition, you should be aware that, as in any transaction, it is possible that, among other things, restrictions on the combined operations of the two companies, including divestitures, may be sought by governmental agencies as a condition to obtaining the required regulatory approvals. This may diminish the benefits of the merger to the combined company or have an adverse effect on the combined company following the merger. See Proposal No. 1 Approval of the Merger Agreement Regulatory Approvals on page [ ].

***YCB shareholders will have less influence as shareholders of WesBanco than they have as shareholders of YCB.***

YCB shareholders currently have the right to vote in the election of the board of directors of YCB and on other matters affecting YCB. Based upon the number of shares of YCB common stock and restricted stock units outstanding as of the record date, the current shareholders of YCB as a group will own approximately 12.5% of the voting power of the combined organization immediately after the merger. When the merger occurs, each YCB shareholder will become a shareholder of WesBanco with a percentage ownership of the combined organization much smaller than the shareholder's current percentage ownership of YCB. Because of this, YCB shareholders will have less influence on the management and policies of WesBanco than they now have on the management and policies of YCB.

***Directors and officers of YCB have interests in the merger that differ from the interests of non-management YCB shareholders.***

The executive officers of YCB and WesBanco, with the assistance of the parties' respective legal counsel and financial advisors, negotiated the terms of the merger agreement. The YCB and WesBanco boards of directors have approved the merger agreement, and the YCB board of directors is recommending that YCB shareholders vote to approve the merger agreement. In considering these facts and the other information included in this proxy statement/prospectus or incorporated by reference into it, you should be aware that YCB's directors and executive officers have economic interests in the merger beyond their interests as shareholders. These include, for example:

Two current YCB directors, Gary L. Libs and Kerry M. Stemler, will be appointed to the board of directors of WesBanco upon completion of the merger.

All of YCB's current directors will be appointed to a newly-created advisory board for WesBanco Bank for the Indiana and Kentucky markets.

WesBanco and YCB entered into employment agreement amendments with each of James D. Rickard, Paul A. Chrisco, Kevin J. Cecil, Michael K. Bauer and Bill D. Wright, pursuant to which such executive officers will receive certain payments upon completion of the merger.

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The merger agreement provides for the accelerated vesting of most restricted stock units upon completion of the merger, and all outstanding stock options, whether vested or unvested, will be cashed out upon completion of the merger at the difference between the option exercise prices and \$38.50.

WesBanco has created a retention bonus pool for certain key employees to ensure continuity through the conversion of the data processing system of YCB and made conditional retention grants of WesBanco restricted stock which will have a three-year cliff-vesting term.

The merger agreement provides that WesBanco will continue the indemnification rights of YCB's current and former directors and executive officers and will provide, for six years after completion of the merger, directors' and officers' insurance for these individuals.

See Proposal No. 1 Approval of the Merger Agreement Interests of Certain Persons in the Merger beginning on page [ ].

***YCB shareholders do not have dissenters' rights in the merger.***

The Indiana Business Corporation Law generally provides shareholders of an Indiana corporation that is involved in certain mergers, share exchanges or sales or exchanges of all or substantially all of its property the right to dissent from that action and obtain payment of the fair value of their shares. However, dissenters' rights are not available to holders of shares listed on a national securities exchange, such as the New York Stock Exchange, or traded on the Nasdaq or a similar market. Because YCB's common stock is quoted on the Nasdaq Capital Market, holders of YCB common stock have no dissenters' rights in respect of their shares.

***Following the merger, a high percentage of the combined company's loan portfolio will be concentrated in West Virginia, Ohio, Pennsylvania, Indiana and Kentucky and in commercial and residential real estate. Deteriorations in economic conditions in these areas or in the real estate market generally could be more harmful to the combined company compared to more diversified institutions.***

As of March 31, 2016, approximately 24.1%, of WesBanco's loan portfolio was comprised of residential real estate loans, and 44.9% was comprised of commercial real estate loans. Assuming the merger had been completed on March 31, 2016, the combined company's loan portfolio as of that date would have been 25.0% residential real estate loans and 44.8% commercial real estate loans.

Inherent risks of commercial real estate ( CRE ) lending include the cyclical nature of the real estate market, construction risk and interest rate risk. The cyclical nature of real estate markets can cause CRE loans to suffer considerable distress. During these times of distress, a property's performance can be negatively affected by tenants deteriorating credit strength and lease expirations in times of softening demand caused by economic deterioration or over-supply conditions. Even if borrowers are able to meet their payment obligations, they may find it difficult to refinance their full loan amounts at maturity due to declines in property value. Other risks associated with CRE lending include regulatory changes and environmental liability. Regulatory changes in tax legislation, zoning or similar external conditions including environmental liability may affect property values and the economic feasibility of existing and proposed real estate projects.

The combined company's CRE loan portfolio will be concentrated in West Virginia, Ohio, Pennsylvania, Indiana and Kentucky. There are a wide variety of economic conditions within the local markets of the five states in which most of the combined company's CRE loan portfolio will be situated. Rates of employment, consumer loan demand, household

formation, and the level of economic activity can vary widely from state to state and among metropolitan areas, cities and towns. Metropolitan markets comprise various submarkets where property values and demand can be affected by many factors, such as demographic makeup, geographic features, transportation, recreation, local government, school systems, utility infrastructure, tax burden, building-stock age, zoning and building codes, and available land for development. Despite the merger, as a result of the continued high concentration of the combined company's loan portfolio, the combined company may be more sensitive,

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compared to more diversified institutions, to future disruptions in, and deterioration of, this market, which could lead to losses that could have a material adverse effect on the business, financial condition and results of operations of the combined company.

***The merger could result in WesBanco being subject to additional regulation and increased supervision.***

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 imposes additional regulatory requirements on institutions with \$10 billion or more in assets. At March 31, 2016, WesBanco had total consolidated assets of approximately \$8.6 billion and YCB had total consolidated assets of approximately \$1.6 billion. On a pro forma basis assuming completion of the merger, WesBanco would have had \$10.2 billion in assets as of March 31, 2016. In order to avoid crossing over \$10 billion in total assets, WesBanco intends to sell approximately \$200 million of securities and pay down approximately \$200 million in Federal Home Loan Bank borrowings prior to or at closing of the merger. We cannot assure you that WesBanco will be able to stay below \$10 billion in total assets after completion of the merger or, if its plan to reduce total assets succeeds, for how long after completion of the merger WesBanco can or will choose to remain below \$10 billion in assets.

If WesBanco surpasses \$10 billion in total consolidated assets, WesBanco would be subject to the following:

Supervision, examination and enforcement by the Consumer Financial Protection Bureau with respect to consumer financial protection laws;

Regulatory stress testing requirements, whereby WesBanco would be required to conduct an annual stress test (using assumptions for baseline, adverse and severely adverse scenarios);

A modified methodology for calculating FDIC insurance assessments and potentially higher assessment rates as a result of institutions with \$10 billion or more in assets being required to bear a greater portion of the cost of raising the reserve ratio;

Heightened compliance standards under the Volcker Rule;

Reduced debit card interchange revenue from applicability of the Durbin Amendment; and

Enhanced supervision as a larger financial institution.

The imposition of these regulatory requirements and increased supervision may require additional commitment of financial resources to regulatory compliance and may increase WesBanco's cost of operations. Further, the results of the stress testing process may lead WesBanco to retain additional capital or alter the mix of its capital components. It is difficult to predict the overall compliance cost of these provisions once WesBanco surpasses \$10 billion in total consolidated assets. However, compliance with these provisions will likely require additional staffing, engagement of external consultants and other operating costs as well as result in reduced revenues, all of which could have a material adverse effect on WesBanco's future financial condition and results of operations.





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**THE SPECIAL MEETING OF YCB SHAREHOLDERS**

**General**

This section contains information about the special shareholder meeting YCB has called to consider and vote on proposals to (i) approve the merger agreement, (ii) approve, in a non-binding advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger; and (iii) approve the adjournment of the YCB special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the time of the YCB special meeting. YCB is mailing this proxy statement/prospectus to you on or about [ ], 2016. Together with this proxy statement/prospectus, YCB is also sending to its shareholders a notice of the YCB special meeting and a form of proxy that YCB's board of directors is soliciting for use at the YCB special meeting and at any adjournments of the meeting.

A copy of the merger agreement is attached to this proxy statement/prospectus as *Annex A* and is incorporated by reference into this document in its entirety. You should read the entire merger agreement carefully.

**Date, Time and Place of the Special Meeting**

The YCB special meeting will be held at [ ], on [ ] 2016, at [ ] Eastern Time.

**Record Date; Stock Entitled to Vote; Quorum**

Only holders of record of YCB common stock on [ ], 2016, which we refer to as the record date, will be entitled to notice of and to vote at the YCB special meeting and any adjournments of that meeting. On the record date, there were [ ] shares of YCB common stock outstanding and entitled to vote at the YCB special meeting. Owners of record of YCB common stock on the record date are entitled to one vote per share at the YCB special meeting.

A quorum of YCB shareholders is necessary to have a valid meeting of YCB shareholders. The presence, in person or by proxy, of the holders of at least a majority of the shares of YCB common stock outstanding as of the record date and entitled to vote is necessary to constitute a quorum at the YCB special meeting. Abstentions and broker non-votes count as present for establishing a quorum. An abstention occurs when a shareholder attends a meeting, either in person or by proxy, but abstains from voting. A broker non-vote can occur only if the beneficial owner gives the record holder instructions to vote on at least one, but less than all, of the proposals to be voted upon at the special meeting. None of the proposals to be voted upon at the YCB special meeting are routine matters, and brokers, banks and other nominees holding shares in street name will not be permitted to vote on any proposal without instructions from the beneficial holder with respect to that specific proposal. If a beneficial holder of shares of YCB common stock does not give the broker, bank or other nominee any voting instructions, the holder's shares of common stock will not be voted on any proposal and will not be considered present for purposes of a quorum.

**Required Vote**

*Approval of the Merger Agreement.* Approval of the merger agreement requires the affirmative vote of a majority of the shares of YCB common stock entitled to vote. Accordingly, we urge you to complete, date and sign the accompanying proxy card and return it promptly in the enclosed postage-paid envelope.

When considering the recommendation of the YCB board of directors that YCB shareholders vote in favor of approval of the merger agreement, you should be aware that certain of YCB's executive officers and directors have interests in the merger that may be different from, or in addition to, their interests as shareholders and the interests of YCB

shareholders generally. See Proposal No. 1 Approval of the Merger Agreement Interests of Certain Persons in the Merger beginning on page [ ].

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*Advisory (Non-binding) Vote Regarding Golden Parachute Compensation.* In order to approve on an advisory (non-binding) basis, YCB's golden parachute compensation payable to the named executive officers of YCB in connection with the merger, more votes must be cast in favor of the proposal than against the proposal at the YCB special meeting at which a quorum is present.

*Discretionary Authority to Adjourn Our Special Meeting.* In order to approve the proposal to grant discretionary authority to adjourn our special meeting if necessary to solicit additional proxies from YCB shareholders in favor of approval of the merger agreement, more votes must be cast in favor of the proposal than against the proposal at the YCB special meeting at which a quorum is present.

*Abstentions and Broker Non-Votes.*

Approval of the Merger Agreement. Abstentions, broker non-votes, and shares that are not voted will have the effect of a vote **Against** the proposal to approve the merger agreement.

Advisory (Non-binding) Vote Regarding Golden Parachute Compensation. Abstentions, broker non-votes, and shares that are not voted will have no effect on the outcome of the proposal to approve on an advisory (non-binding) basis, YCB's golden parachute compensation payable to the named executive officers of YCB in connection with the merger.

Discretionary Authority to Adjourn Our Special Meeting. Abstentions, broker non-votes, and any shares that are not voted will have no effect on the outcome of the proposal to adjourn our special meeting if necessary to solicit additional proxies from YCB shareholders in favor of approval of the merger agreement.

## **Beneficial Ownership of YCB Officers, Directors and Affiliates**

On the record date, the directors, executive officers and affiliates of YCB owned or controlled the vote of [ ] shares of YCB common stock, or approximately [ ]% of the outstanding shares of YCB common stock. In addition, the executive officers and directors of YCB have entered into voting agreements with WesBanco in which each executive officer or director has agreed to vote his or her YCB shares in favor of approval of the merger agreement. See **Other Material Agreements Relating to the Merger – Voting Agreements.**

## **Voting of Proxies**

YCB shareholders may submit the accompanying proxy by telephone, the Internet or by mail. We urge you to submit your proxy if you do not expect to attend the YCB special meeting in person or if you wish to have your YCB shares voted by proxy even if you attend the YCB meeting. All shares of YCB common stock represented at the YCB special meeting by properly executed proxies received prior to or at the YCB special meeting, and not revoked, will be voted at the YCB special meeting in accordance with the instructions on the proxies. If you properly execute a proxy but include no voting instructions, your shares will be voted **FOR** (i) approval of the merger agreement, (ii) approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger; and (iii) approval of the adjournment of the YCB special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the time of the YCB special meeting.

If your shares are held in street name (i.e., in the name of a broker, bank or other record holder), you must direct the record holder how to vote your shares in connection with the merger. Your broker will send you directions explaining how you can direct your broker to vote.

The YCB board of directors does not know of any matters, other than those described in the notice of the YCB special meeting, which are to come before the special meeting. If any other matters are properly presented at the special meeting for action, the persons named in the enclosed form of proxy will have the authority to vote on those matters in their discretion.

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### **Revocation of Proxies**

If you give a proxy, you have the right to revoke it at any time before it is voted. You may revoke your proxy by (i) filing a written notice of revocation with the Secretary of YCB that is received prior to the vote at the YCB special meeting and bears a later date than the proxy, (ii) duly executing a later dated proxy card relating to the same YCB shares and delivering it to the Secretary of YCB before the vote at the YCB special meeting, (iii) submitting a later dated proxy by telephone or the Internet, before the vote at the YCB special meeting, or (iv) attending the YCB special meeting and voting in person. Your attendance at the YCB special meeting will not, in and of itself, revoke your proxy. Any written notice of revocation or subsequent dated proxy should be sent to Your Community Bankshares, Inc., 101 West Spring Street, New Albany, Indiana 47150, Attention: Corporate Secretary, or hand delivered to the YCB Corporate Secretary at that address. For a notice of revocation or later proxy to be valid, it must actually be received by YCB prior to the vote of the YCB shareholders.

If your YCB shares are held by a broker in street name and you wish to change the instructions you have given your broker about how to vote your YCB shares, or you wish to attend the YCB special meeting and vote in person, you must follow the instructions provided by your broker.

### **Expenses of Solicitation of Proxies**

YCB will bear the entire cost of soliciting proxies from YCB shareholders. In addition to solicitation by [ ] and by use of the mail, proxies may be solicited by directors, officers and employees of YCB in person or by telephone, telegram or other means of communication. These directors, officers and employees will not receive any additional compensation but may be reimbursed for out-of-pocket expenses they incur in connection with the solicitation. Arrangements will also be made with brokerage houses, custodians, nominees and fiduciaries for the forwarding of solicitation materials to the beneficial owners of YCB common stock held of record by such persons. YCB may reimburse these custodians, nominees and fiduciaries for reasonable out-of-pocket expenses they incur.

### **DO NOT SEND YOUR STOCK CERTIFICATES WITH YOUR PROXY CARD.**

### **Recommendation of YCB Board of Directors**

**The YCB board of directors believes that the merger is in the best interests of YCB and its shareholders, and unanimously recommends that the shareholders of YCB vote:**

**FOR approval of the merger agreement;**

**FOR approval, in a non-binding, advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger; and**

**FOR the adjournment of the YCB special meeting, if necessary, to solicit additional proxies in favor of the approval of the merger agreement.**

For a discussion of the factors considered by the YCB board of directors in making its recommendation, see Proposal No. 1 Approval of the Merger Agreement YCB's Reasons for the Merger.



**Table of Contents****PROPOSAL NO. 1 APPROVAL OF THE MERGER AGREEMENT**

*The following summarizes material provisions of the merger agreement, a copy of which is attached to this proxy statement/prospectus as Annex A and which we incorporate by reference into this document. This summary does not purport to be complete and may not contain all of the information about the merger agreement that is important to you. We encourage you to read carefully the merger agreement in its entirety, as the rights and obligations of the parties are governed by the express terms of the merger agreement and not by this summary or any other information contained in this proxy statement. Factual disclosures about WesBanco and YCB contained in this proxy statement/prospectus or in the companies' public reports filed with the SEC may supplement, update or modify the factual disclosures about the companies contained in the merger agreement.*

*This description of the merger agreement in this proxy statement/prospectus has been included to provide you with information regarding the merger agreement's terms. The merger agreement contains representations, warranties, covenants and agreements made by WesBanco and YCB as of specific dates that were made for purposes of that contract between the parties and are subject to qualifications and limitations, including by information in disclosure schedules that the parties exchanged in connection with the execution of the merger agreement. In addition, certain representations and warranties may be subject to contractual standards of materiality different from those generally applicable to shareholders, or may have been used for the purpose of allocating risk between the parties rather than establishing matters as facts. Moreover, information concerning the subject matter of the representations and warranties, which do not purport to be accurate as of the date of this proxy statement/prospectus, may have changed since the date of the merger agreement.*

**General**

WesBanco's and YCB's boards of directors have approved the merger agreement. The merger agreement provides that YCB will merge with and into WesBanco, with WesBanco being the surviving corporation. Following the merger, Your Community Bank, an Indiana state-chartered commercial bank which is YCB's banking subsidiary, will merge with and into WesBanco Bank, a West Virginia banking corporation which is WesBanco's main operating subsidiary (the "bank merger"). The Articles of Incorporation and Bylaws of WesBanco and WesBanco Bank immediately prior to the merger will constitute the Articles of Incorporation and Bylaws of WesBanco and WesBanco Bank following the merger.

**What YCB Shareholders Will Receive in the Merger**

If the merger is completed, for each share of YCB common stock that you own you will receive (i) 0.964 of a share of WesBanco common stock and (ii) \$7.70 in cash, without interest, subject to possible adjustment as described below. Collectively, we refer to the 0.964 of a share of WesBanco common stock and the \$7.70 in cash to be received as the merger consideration.

*Possible Exchange Ratio Adjustments.* The merger agreement provides that the exchange ratio will be adjusted if WesBanco changes the number of shares of WesBanco common stock issued and outstanding prior to the effective time of the merger as a result of a reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other like changes in WesBanco's capitalization.

**Effects of the Merger**

The merger will become effective as set forth in the articles of merger that will be filed with the West Virginia Secretary of State and the Indiana Secretary of State. At that time, the separate existence of YCB will cease and

WesBanco will be the surviving corporation. The assets, liabilities and capital of YCB will be merged with those of WesBanco and those assets, liabilities and capital will then constitute part of the assets, liabilities and capital of WesBanco. WesBanco will continue to operate under its articles of incorporation and bylaws effective as of immediately prior to the merger, and the officers and directors of WesBanco will continue as the



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officers and directors of the surviving corporation, except that two current YCB directors, Gary L. Libs and Kerry M. Stemler, will be appointed to the board of directors of WesBanco effective as of the effective time of the merger. See

Proposal No. 1 Approval of the Merger Agreement Interests of Certain Persons in the Merger beginning on page [ ]. The Articles of Incorporation and Bylaws of WesBanco will be unaffected by the merger. The tenure of the directors and officers of WesBanco immediately prior to the merger will be unaffected by the merger.

At the effective time of the merger, each share of YCB common stock issued and outstanding immediately prior to the time the merger becomes effective will be converted automatically into the right to receive the merger consideration. Shares of YCB common stock held by YCB in its treasury or beneficially owned by WesBanco (other than in a fiduciary capacity by them for others) will not be exchanged for the merger consideration in the merger. Instead, these shares will be canceled and retired. In addition, at or prior to the effective time of the merger, all restricted shares of YCB common stock will be vested and no longer subject to restrictions and will be converted into the right to receive the merger consideration at the effective time of the merger.

After the merger becomes effective, each certificate evidencing shares of YCB common stock will be deemed to evidence only the right to receive the merger consideration and, under certain circumstances, dividends on shares of YCB common stock with a record date prior to the completion of the merger and dividends on shares of WesBanco common stock with a record date after the completion of the merger. The holder of an unexchanged certificate will not receive any dividend or other distribution payable by WesBanco until the certificate has been exchanged.

**Exchange and Payment Procedures**

At least one business day prior to the effective time of the merger, WesBanco will deposit with Computershare Investor Services, LLC, the Exchange Agent, (i) book entry shares representing the aggregate number of shares of WesBanco common stock issuable pursuant to the merger agreement in exchange for all of the shares of YCB common stock outstanding immediately prior to the effective time of the merger, (ii) immediately available funds equal to the aggregate amount of cash, without interest, payable by WesBanco pursuant to the merger agreement in exchange for all of the shares of YCB common stock outstanding immediately prior to the effective time of the merger and (iii) cash to be paid to YCB shareholders in lieu of fractional shares of WesBanco common stock.

As soon as practicable after the effective time of the merger and in no event more than five business days thereafter, the Exchange Agent will mail to each holder of record of YCB common stock a letter of transmittal containing instructions for use in surrendering YCB stock certificates in exchange for the merger consideration or cash in lieu of fractional shares. After the effective time of the merger, each holder of an YCB stock certificate who has surrendered that stock certificate or who has provided customary affidavits and indemnification regarding the loss or destruction of that stock certificate, together with duly executed transmittal materials, to the Exchange Agent, will be entitled to receive the merger consideration for each share of YCB common stock and cash in lieu of fractional shares of WesBanco common stock. WesBanco will have no obligation to deliver the merger consideration or cash in lieu of fractional shares to any YCB shareholder until the YCB shareholder surrenders his YCB stock certificates.

If a YCB stock certificate has been lost, stolen or destroyed, the Exchange Agent will issue the consideration properly payable under the merger agreement upon receipt of an affidavit of that fact by the claimant. WesBanco may require the claimant to post a bond in a reasonable amount as an indemnity against any claim that may be made against WesBanco with respect to the claimant's lost, stolen or destroyed YCB stock certificate.

YCB stock certificates may be exchanged for the merger consideration and cash in lieu of fractional shares of WesBanco common stock through the Exchange Agent for up to 12 months after the completion of the



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merger. At the end of that period, the Exchange Agent will return any WesBanco shares and cash to WesBanco. Any holders of YCB common stock certificates who have not exchanged their certificates for the merger consideration before that date will then be entitled to look only to WesBanco to seek payment of the merger consideration, any cash in lieu of fractional shares of WesBanco common stock and any unpaid dividends or distributions payable to the holder. Neither YCB nor WesBanco will be liable to any former holder of YCB common stock for any merger consideration that is paid to a public official in accordance with any applicable abandoned property, escheat or similar laws.

Following the effective time of the merger, there will be no transfers on the stock transfer books of YCB other than to settle transfers of YCB common stock that occurred prior to the effective time of the merger.

**Benefit Agreements**

*401(k) Plan.* Pursuant to the terms of the merger agreement, WesBanco has the option to require YCB to terminate its 401(k) Plan prior to or at the effective time of the merger, or to merge the YCB 401(k) Plan with and into the WesBanco 401(k) Plan. Until the YCB 401(k) Plan is terminated or merged, YCB will continue to make contributions to the 401(k) Plan in accordance with applicable accruals and in the ordinary course of business. If WesBanco elects to terminate the YCB 401(k) Plan, then as soon as practicable following the effective time of the merger, YCB will, at each employee's option, either distribute the account balances to participants or transfer the balances to an eligible tax-qualified retirement plan or individual retirement account as a participant or beneficiary may direct. WesBanco has agreed to permit YCB employees who become WesBanco employees following completion of the merger to rollover their account balances to WesBanco's KSOP.

*Defined Benefit Plans.* YCB has agreed to (i) take all steps necessary or advisable to allow WesBanco to assume sponsorship of YCB's defined benefit plans at the effective time of the merger, (ii) provide WesBanco with certain updated calculations of all of YCB's liabilities to the defined benefit plans upon YCB's withdrawal from those plans, and (iii) if requested by WesBanco before the effective time of the merger, take all steps necessary or advisable for YCB to begin termination of YCB's defined benefit plans to become effective after the effective time of the merger.

*Severance, Benefits and Outplacement Services for Terminated YCB Employees.* Employees of YCB (other than employees who are parties to employment, severance or change in control agreements) who are not offered the opportunity to continue as employees of WesBanco or WesBanco Bank after the merger, or who are terminated without cause within six months after the merger, will be entitled to receive:

severance compensation based on the number of years of service with YCB and the employee's weekly rate of pay, subject to certain minimum and maximum amounts;

accrued benefits, including vacation pay, through the date of separation;

any rights to continuation of medical coverage to the extent such rights are required under applicable federal or state law and subject to the employee's compliance with all applicable requirements for such continuation coverage, including payment of all premiums or other expenses related to such coverage; and

outplacement services with a cost of up to \$2,000 for each employee, with such cost to be paid by WesBanco.

*Retention Bonus Pool.* WesBanco will provide a retention bonus pool for the purposes of retaining the services of employees of YCB and its subsidiaries who are key employees through the end of the month during which the conversion of the data processing system of YCB occurs. YCB's Chief Executive Officer will determine, subject to approval by WesBanco's President and Chief Executive Officer, the YCB employees

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eligible to receive retention awards from the retention bonus pool and any criteria for payment, and will determine the final allocation of payments from the retention bonus pool.

*Retention Restricted Stock Agreements.* WesBanco has entered into agreements with certain YCB key employees pursuant to which WesBanco will grant, immediately after and subject to the occurrence of the effective time, restricted shares of WesBanco common stock which will cliff-vest on the third anniversary of the grant date if such key employee remains employed by WesBanco or WesBanco Bank at that time. Grants under these retention restricted stock agreements will be made and become effective only upon the applicable key employees becoming employees of WesBanco or WesBanco Bank at or after the effective time. No grants under these retention restricted stock agreements will be made if the merger does not occur.

*Other Benefit Arrangements.* As of the effective time of the merger, WesBanco will honor and assume the separation agreements, employment agreements, non-competition agreements, consulting agreements and change in control agreements in effect with the senior officers of YCB and Your Community Bank at the effective time of the merger. See *Interests of Certain Persons in the Merger*, below.

**Treatment of YCB Stock Options**

Options issued by YCB to employees and directors to purchase an aggregate of [ ] shares of YCB common stock were outstanding as of the record date. Upon completion of the merger, each outstanding option to purchase shares of YCB common stock, whether or not then exercisable, will be cancelled in exchange for the right to receive an amount in cash, without interest, equal to the product of (i) the aggregate number of shares of YCB common stock subject to each such stock option, multiplied by (ii) the excess, if any, of \$38.50 over the per share exercise price of the YCB stock option. The cash payment will be subject to applicable tax withholding.

**Treatment of YCB Restricted Stock Units**

Under the terms of the merger agreement and except for certain restricted stock units held by James D. Rickard, Paul A. Chrisco and Kevin J. Cecil, YCB has agreed to take the actions necessary so that each outstanding YCB restricted stock unit will vest in full at or prior to the effective time of the merger and will be entitled to receive the merger consideration. With respect to 2,666 restricted stock units held by James D. Rickard, 2,408 restricted stock units held by Paul A. Chrisco and 2,000 restricted stock units held by Kevin J. Cecil, at the effective time of the merger, each such restricted stock unit will be converted automatically into a number of WesBanco restricted stock units equal to the product of (i) the number of shares of YCB common stock underlying such YCB restricted stock units multiplied by (ii) 1.205 (with the resulting number rounded down to the nearest whole share). Accordingly, at the effective time of the merger those YCB restricted stock units will be converted into the following numbers of WesBanco restricted stock units: Mr. Rickard 3,212, Mr. Chrisco 2,901 and Mr. Cecil 2,410. Each such WesBanco restricted stock unit will otherwise be subject to the same terms and conditions applicable to the YCB restricted stock units immediately prior to the merger, including the same vesting schedule.

**Background of the Merger**

In October 2015, YCB Chief Executive Officer James D. Rickard discussed strategic options with two members of the executive committee of the YCB board, Chairman Gary L. Libs and Kerry M. Stemler. YCB's financial performance and successful integration of strategic acquisitions in the Louisville, Lexington, and Elizabethtown, Kentucky markets since the beginning of 2013 was reflected in a 146% increase in the trading price of YCB stock during that period. However, organic growth alone was unlikely to sustain YCB's level of performance, and the number of attractive acquisition candidates was limited. In light of these factors, as well as the cyclical nature of banking and the

attractiveness of YCB's franchise to a party seeking to enter the Louisville/Southern Indiana markets, the participants discussed whether it was an opportune time to explore partnering with a larger financial institution to increase shareholder value.

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The following day, Mr. Rickard contacted a representative of KBW to obtain additional perspective on potential strategic opportunities for YCB.

At its regularly scheduled meeting on November 17, 2015, the YCB Executive Committee continued the discussion regarding acquisition opportunities and strategic options for YCB. The consensus of the five committee members, including Steven R. Stemler and R. Wayne Estopinal, was that exploration of a range of strategic alternatives, including a partnership with a larger financial institution, should proceed.

On December 8, 2015, Messrs. Rickard, Libs, K. Stemler and Chief Financial Officer Paul A. Chrisco met with representatives of KBW to discuss recent transactions by financial institutions in the region and how a process for exploring YCB's strategic alternatives might be conducted.

At the regular December meeting of the YCB board of directors a week later, KBW representatives provided information on the state of the banking industry and discussed potential strategic options that might be available to YCB. There was discussion of factors that could make YCB an attractive acquisition candidate, including its financial condition and results, its presence and scale in the Louisville and Lexington markets, and the relative scarcity of acquisition opportunities in attractive metropolitan markets in the Midwest. A representative of Frost Brown Todd LLC, YCB's legal counsel, was also present and responded to questions about director duties in conducting such a process. The YCB board approved the engagement of KBW to act as YCB's financial advisor in connection with YCB's exploration of strategic partnership options.

In consultation with KBW, the YCB executive committee evaluated more than 20 potential acquisition partners based on such factors as financial results, statements about strategy, perceived interest in the Kentucky/Southern Indiana market, past acquisitions, analysis of potential capacity to pay, stock trading history and analyst reports. Through this process, YCB identified WesBanco and five other regional banking companies as attractive candidates most likely to be receptive to an overture from YCB regarding a potential strategic transaction. The six candidates were contacted, and four signed confidentiality agreements in January 2016. These candidates received written information about YCB and were invited to schedule an introductory meeting with YCB senior management.

Introductory meetings with all four candidates were held throughout January 2016. At these meetings, the representatives of each party presented information about the history, performance, market area, and current financial condition of their respective institutions. Messrs. Rickard, Chrisco, Libs, and K. Stemler represented YCB at the introductory meeting with CEO Todd F. Clossin and Chairman James C. Gardill of WesBanco on January 11, 2016. Representatives of KBW also participated in the meeting.

In late January, YCB made an electronic data site containing additional information about YCB available to WesBanco and the other three parties to conduct preliminary due diligence. One candidate withdrew from further consideration during the first week of February. The remaining parties were given until February 18, 2016 to submit non-binding indications of interest.

The YCB board met on February 22, 2016 to evaluate the indications of interest received from the three bidders. Representatives of KBW reviewed the terms of the three bids with the YCB board. WesBanco submitted the highest bid, which was approximately 10% more than the next highest bidder. One bid was substantially lower, and the bidder was notified after the meeting that it would no longer be considered unless it substantially improved its offer, which the bidder declined to do. WesBanco and the other candidate were invited to conduct more comprehensive due diligence. The second round of due diligence with WesBanco commenced a few days later.

YCB's management team responded to due diligence inquiries from WesBanco and the other bidder during the remainder of February and March. On March 11, 2016, members of WesBanco's due diligence team met in person with ten members of YCB's senior management in Louisville, Kentucky. On March 23, 2016, YCB's two



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senior financial officers met again with WesBanco's due diligence team. YCB's management team also participated on a number of similar due diligence calls with representatives of the second bidder.

WesBanco submitted a revised bid on March 24, 2016. The second bidder submitted its revised bid on March 28, 2016. The YCB Executive Committee met on March 28, 2016 to review the latest bids with representatives of KBW. Again, WesBanco's revised bid was higher, this time by approximately 6%. Following the meeting, senior officers of YCB and WesBanco, as well the parties' financial advisors, held a number of telephone conferences to further negotiate the terms and conditions of WesBanco's proposal. WesBanco agreed to increase its March 24th offer in exchange for the right to negotiate exclusively with YCB.

On March 29, 2016, WesBanco submitted a revised written proposal. It provided for a fixed price of \$38.50 per share of YCB common stock that would consist of a combination of 80% common stock and 20% cash, subject to YCB's agreement to negotiate exclusively with WesBanco for a 45-day period. The exchange ratio for the stock portion of the consideration would be set based on a 10-day average closing price of WesBanco common stock on the day prior to signing the definitive agreement. At a special meeting later that morning, the YCB board of directors agreed to grant exclusivity to WesBanco and to begin negotiating terms of a definitive merger agreement on the terms of WesBanco's latest proposal. Shortly thereafter, the parties executed a letter of intent with a binding 45-day exclusivity covenant. WesBanco delivered the initial draft of the merger agreement to YCB representatives later in the day.

During April 2016, YCB and WesBanco and their respective legal and financial advisors negotiated the terms of definitive transaction agreements. Five YCB executives travelled to Wheeling, West Virginia on April 18 to conduct due diligence on WesBanco. WesBanco representatives also met with senior officers of YCB Bank to negotiate retention agreements and discuss other organizational and human relations arrangements for the combined bank. At a special meeting of the YCB executive committee on April 21, representatives of KBW discussed how recent increases in the trading price of WesBanco stock could impact the exchange ratio for the 80% of the merger consideration to be paid in WesBanco common stock. At a special meeting on April 25, the YCB board of directors reviewed the terms of the proposed merger agreement in detail with legal counsel. On April 26, 2016, WesBanco delivered proposed amendments to executive employment agreements with the YCB executive officers, which were negotiated and finalized over the next several days.

On April 20, 2016, WesBanco's board of directors met in special session to review the status of the negotiations and consider the terms and conditions of the merger agreement. On April 28, 2016, the WesBanco board met to approve the merger agreement, including the merger consideration which was fixed as of April 27, 2016 at 0.964 of a share of WesBanco common stock and \$7.70 in cash for each share of YCB common stock.

At a special meeting of the YCB board of directors on May 2, 2016, YCB's legal representatives also provided an update on the merger agreement. Representatives of KBW reviewed the financial aspects of the proposed merger, and KBW rendered an opinion to the YCB board to the effect that, as of that date and subject to the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW as set forth in its opinion, the merger consideration in the proposed merger was fair, from a financial point of view, to the holders of YCB common stock. At the conclusion of the meeting, the YCB board of directors adopted resolutions approving the merger agreement and recommending its approval by YCB shareholders.

After the close of business on May 3, 2016, YCB and WesBanco signed the merger agreement and issued a joint press release to announce the transaction.



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**Table of Contents****YCB's Reasons for the Merger**

The YCB board considered several factors in concluding that the merger with WesBanco is fair to, and in the best interests of, YCB and its shareholders. The YCB board did not assign any specific or relative weight to the factors in its consideration. The material factors considered by the YCB board included the following:

*The financial terms of the merger, including the merger consideration.* The merger consideration of 0.964 WesBanco shares plus \$7.70 in cash per YCB share equated to \$38.67 per YCB share based on the \$32.13 closing price of WesBanco stock on April 29, 2016, the last full trading day before the YCB board approved the merger agreement. The indicated value represented a 15.4% premium over the \$33.50 closing price of YCB stock on that date. The indicated value also represented 173% of the YCB's tangible book value per share as of March 31, 2016, and 14.5 times YCB's earnings per share for the twelve months ending March 31, 2016. The Board believed these multiples compared favorably to recent transactions involving comparable financial institutions. YCB shareholders would own approximately 12% of the combined company, which would have approximately \$10 billion in total assets and \$7.4 billion in deposits.

*An assessment of YCB's strategic alternatives to the merger.* As described under "Background" above, the Board believes the merger presents a more certain opportunity to enhance shareholder value for YCB shareholders than remaining independent. The Board considered estimates of how long it would take YCB to achieve a return for its shareholders through organic growth and cost-effective acquisitions comparable to the immediate 15.4% premium indicated by the merger consideration. Organic growth alone was unlikely to sustain YCB's level of performance, and the Board believed that a strategy of growth through acquisitions was a less attractive option than the merger, due to the limited acquisition opportunities in the current environment and the challenges inherent in integrating operations.

*WesBanco's financial and stock price performance.* WesBanco has achieved steady earnings growth in each of the last four years, during which time earnings per common share have increased from \$1.65 to \$2.15 per share. Since December 31, 2010, the trading price of WesBanco common stock has performed favorably relative to the S&P 500 and banking industry indices.

*Prospects for the Combined Company.* As previously noted, the merger would create a combined company with approximately \$10 billion in total assets and \$7.4 billion in deposits. YCB shareholders would own a 12% stake in a combined company with increased operating scale and earnings power. The combined bank would have a substantial presence in the greater Louisville, Kentucky market with substantially more financial resources than YCB. For example, the combined company would have the capacity to offer larger commercial loans, enabling it to compete more effectively for larger business customers in the Kentucky and Indiana markets.

*Greater liquidity.* WesBanco common stock is traded on the Nasdaq Global Select Market, with an annual average daily trading volume of 113,000 shares at April 30, 2016, compared to YCB's present 16,000 shares per day. Owning shares in an institution with a substantially larger market capitalization is expected to provide greater liquidity to shareholders who need or desire to sell their shares.

*WesBanco's higher current dividend.* WesBanco's current quarterly dividend of \$.24 per share equates to \$0.23 per YCB share. This represents a 93% increase over the current \$0.12 quarterly dividend per YCB share.

*Impact on community, customers and employees.* The merger would result in a substantial market expansion for WesBanco, which the Board believed would present meaningful opportunities for YCB officers and associates within the WesBanco organization. The YCB board viewed WesBanco's philosophy and culture to be similar in most respects to YCB's own philosophy and focus, and believed YCB customers would find the community-oriented banking

services provided by WesBanco to be comparable to the services they currently enjoy.

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*Opinion of KBW.* YCB's financial advisor KBW delivered to the YCB board of directors a written opinion dated May 2, 2016, as to the fairness, from a financial point of view, to the holders of YCB common stock of the merger consideration in the merger as of the date of the opinion, as more fully described below under *Opinion of YCB's Financial Advisor.*

Based on its consideration of the preceding factors, and in light of any other factors that individual directors considered as appropriate, the YCB board of directors approved the merger, determined that the merger consideration is fair to YCB shareholders, and recommended that YCB shareholders approve the merger. In view of the variety of factors considered in connection with its evaluation of the merger, the YCB board of directors did not find it practicable to, and therefore did not, quantify or otherwise assign relative weight to specific factors or methodologies in reaching its conclusions. In addition, individual directors may have given different weight to different factors.

**Opinion of YCB's Financial Advisor**

YCB engaged Keefe, Bruyette & Woods, Inc. ( KBW ) to render financial advisory and investment banking services to YCB, including an opinion to the YCB board of directors as to the fairness, from a financial point of view, to the holders of YCB common stock of the merger consideration to be received by such shareholders in the proposed merger of YCB with and into WesBanco. YCB selected KBW because KBW is a nationally recognized investment banking firm with substantial experience in transactions similar to the merger. As part of its investment banking business, KBW is continually engaged in the valuation of financial services businesses and their securities in connection with mergers and acquisitions.

As part of its engagement, representatives of KBW attended the meeting of the YCB board held on May 2, 2016, at which the YCB board evaluated the proposed merger. At this meeting, KBW reviewed the financial aspects of the proposed merger and rendered to the YCB board an opinion to the effect that, as of such date and subject to the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW as set forth in its opinion, the merger consideration in the proposed merger was fair, from a financial point of view, to the holders of YCB common stock. The YCB board approved the merger agreement at this meeting.

The description of the opinion set forth herein is qualified in its entirety by reference to the full text of the opinion, which is attached as Annex B to this document and is incorporated herein by reference, and describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in preparing the opinion.

**KBW's opinion speaks only as of the date of the opinion. The opinion was for the information of, and was directed to, the YCB board (in its capacity as such) in connection with its consideration of the financial terms of the merger. The opinion addressed only the fairness, from a financial point of view, of the merger consideration in the merger to the holders of YCB common stock. It did not address the underlying business decision of YCB to engage in the merger or enter into the merger agreement or constitute a recommendation to the YCB board in connection with the merger, and it does not constitute a recommendation to any holder of YCB common stock or any shareholder of any other entity as to how to vote in connection with the merger or any other matter, nor does it constitute a recommendation regarding whether or not any such shareholder should enter into a voting, shareholders' or affiliates' agreement with respect to the merger or exercise any dissenters' or appraisal rights that may be available to such shareholder.**

KBW's opinion was reviewed and approved by KBW's Fairness Opinion Committee in conformity with its policies and procedures established under the requirements of Rule 5150 of the Financial Industry Regulatory Authority.



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In connection with the opinion, KBW reviewed, analyzed and relied upon material bearing upon the financial and operating condition of YCB and WesBanco and bearing upon the merger, including, among other things:

a draft of the merger agreement dated April 26, 2016 (the most recent draft then made available to KBW);

the audited financial statements and the Annual Reports on Form 10-K for the three fiscal years ended December 31, 2015 of YCB;

the audited financial statements and Annual Reports on Form 10-K for the three fiscal years ended December 31, 2015 of WesBanco;

certain unaudited quarterly financial results for the period ended March 31, 2016 of WesBanco (contained in the Current Report on Form 8-K filed by WesBanco with the Securities and Exchange Commission on April 20, 2016);

certain draft and unaudited quarterly financial results for the period ended March 31, 2016 of YCB (provided to KBW by representatives of YCB);

certain regulatory filings of YCB, YCB Bank, WesBanco and WesBanco Bank, including (as applicable) the quarterly reports on Form FR Y-9C and call reports filed with respect to each quarter during the three year period ended December 31, 2015;

certain other interim reports and other communications of YCB and WesBanco to their respective shareholders; and

other financial information concerning the businesses and operations of YCB and WesBanco that was furnished to KBW by YCB and WesBanco or which KBW was otherwise directed to use for purposes of KBW's analyses.

KBW's consideration of financial information and other factors that it deemed appropriate under the circumstances or relevant to its analyses included, among others, the following:

the historical and current financial position and results of operations of YCB and WesBanco;

the assets and liabilities of YCB and WesBanco;

the nature and terms of certain other merger transactions and business combinations in the banking industry;

a comparison of certain financial and stock market information for YCB and WesBanco with similar information for certain other companies the securities of which were publicly traded;

financial and operating forecasts and projections of YCB that were prepared by, and provided to KBW and discussed with KBW by, YCB management and that were used and relied upon by KBW at the direction of such management and with the consent of the YCB board;

publicly available consensus street estimates of WesBanco for 2016 and 2017, as well as assumed long-term WesBanco growth rate information provided to KBW by WesBanco management (and separately disclosed by WesBanco under the caption Certain WesBanco Prospective Financial Information beginning on page 51), all of which information was used and relied upon by KBW, at the direction of YCB management and with the consent of the YCB board; and

estimates regarding certain pro forma financial effects of the merger on WesBanco (including, without limitation, the cost savings and related expenses expected to result or be derived from the merger) that were prepared by, and provided to KBW by, the management of YCB, and used and relied upon by KBW at the direction of YCB management and with the consent of the YCB board.

KBW also performed such other studies and analyses as it considered appropriate and took into account its assessment of general economic, market and financial conditions and its experience in other transactions, as well



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as its experience in securities valuation and knowledge of the banking industry generally. KBW also participated in discussions with the managements of YCB and WesBanco regarding the past and current business operations, regulatory relations, financial condition and future prospects of their respective companies and such other matters as KBW deemed relevant to its inquiry. In addition, KBW considered the results of the efforts undertaken by or on behalf of YCB, with KBW's assistance, to solicit indications of interest from third parties regarding a potential transaction with YCB.

In conducting its review and arriving at its opinion, KBW relied upon and assumed the accuracy and completeness of all of the financial and other information that was provided to it or that was publicly available and KBW did not independently verify the accuracy or completeness of any such information or assume any responsibility or liability for such verification, accuracy or completeness. KBW relied upon the management of YCB as to the reasonableness and achievability of the financial and operating forecasts and projections of YCB (and the assumptions and bases therefor) that were prepared by, and provided to KBW and discussed with KBW by such management and KBW assumed that such forecasts and projections were reasonably prepared on a basis reflecting the best currently available estimates and judgments of such management and that such forecasts and projections would be realized in the amounts and in the time periods estimated by such management. KBW further relied, with the consent of YCB, upon WesBanco's management as to the reasonableness and achievability of the publicly available consensus street estimates for 2016 and 2017 of WesBanco referred to above (and the assumed WesBanco long-term growth rates provided to KBW by such management), as well as the estimates regarding certain pro forma financial effects of the merger on WesBanco (and the assumptions and bases therefor, including without limitation the cost savings and related expenses expected to result or be derived from the merger) referred to above, and KBW assumed, with the consent of YCB, that all such information was reasonably prepared on a basis reflecting, or in the case of the WesBanco street estimates referred to above were consistent with, the best currently available estimates and judgments of WesBanco's management and that the forecasts, projections and estimates reflected in such information would be realized in the amounts and in the time periods estimated.

It is understood that the forecasts, projections and estimates of YCB and WesBanco provided to KBW were not prepared with the expectation of public disclosure and that all of such forecasts, projections and estimates, together with the publicly available consensus street estimates of WesBanco referred to above that KBW was directed to use, were based on numerous variables and assumptions that are inherently uncertain, including, without limitation, factors related to general economic and competitive conditions and that, accordingly, actual results could vary significantly from those set forth in such information. KBW assumed, based on discussions with the respective managements of YCB and WesBanco with the consent of the YCB board, that all such information provided a reasonable basis upon which KBW could form its opinion and KBW expressed no view as to any such information or the assumptions or bases therefor. KBW relied on all such information without independent verification or analysis and did not in any respect assume any responsibility or liability for the accuracy or completeness thereof.

KBW also assumed that there were no material changes in the assets, liabilities, financial condition, results of operations, business or prospects of either YCB or WesBanco since the date of the last financial statements of each such entity that were made available to KBW. KBW is not an expert in the independent verification of the adequacy of allowances for loan and lease losses and KBW assumed, without independent verification and with YCB's consent, that the aggregate allowances for loan and lease losses for YCB and WesBanco are adequate to cover such losses. In rendering its opinion, KBW did not make or obtain any evaluations or appraisals or physical inspection of the property, assets or liabilities (contingent or otherwise) of YCB or WesBanco, the collateral securing any of such assets or liabilities, or the collectability of any such assets, nor did KBW examine any individual loan or credit files, nor did it evaluate the solvency, financial capability or fair value of YCB or WesBanco under any state or federal laws, including those relating to bankruptcy, insolvency or other matters. Estimates of values of companies and assets do not purport to be appraisals or necessarily reflect the prices at which companies or assets may actually be sold.

Because such estimates are inherently subject to uncertainty, KBW assumed no responsibility or liability for their accuracy.

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KBW assumed in all respects material to its analyses:

that the merger and any related transactions (including the subsidiary bank merger) would be completed substantially in accordance with the terms set forth in the merger agreement (the final terms of which KBW assumed would not differ in any respect material to KBW's analyses from the draft reviewed and referred to above) with no adjustments to the merger consideration;

that the representations and warranties of each party in the merger agreement and in all related documents and instruments referred to in the merger agreement were true and correct;

that each party to the merger agreement and all related documents would perform all of the covenants and agreements required to be performed by such party under such documents;

that there were no factors that would delay or subject to any adverse conditions, any necessary regulatory or governmental approval for the merger or any related transaction and that all conditions to the completion of the merger and any related transaction would be satisfied without any waivers or modifications to the merger agreement or any of the related documents; and

that in the course of obtaining the necessary regulatory, contractual, or other consents or approvals for the merger and any related transaction, no restrictions, including any divestiture requirements, termination or other payments or amendments or modifications, would be imposed that would have a material adverse effect on the future results of operations or financial condition of YCB, WesBanco or the pro forma entity, or the contemplated benefits of the merger, including the cost savings and related expenses expected to result or be derived from the merger.

KBW assumed, that the merger would be consummated in a manner that complies with the applicable provisions of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, and all other applicable federal and state statutes, rules and regulations. KBW was further advised by representatives of YCB that YCB relied upon advice from its advisors (other than KBW) or other appropriate sources as to all legal, financial reporting, tax, accounting and regulatory matters with respect to YCB, WesBanco, the merger and any related transaction (including the subsidiary bank merger), and the merger agreement. KBW did not provide advice with respect to any such matters.

KBW's opinion addressed only the fairness, from a financial point of view, as of the date of the opinion, to the holders of YCB common stock of the merger consideration to be received by such holders in the merger. KBW expressed no view or opinion as to any other terms or aspects of the merger or any term or aspect of any related transaction (including the subsidiary bank merger), including without limitation, the form or structure of the merger (including the form of merger consideration or the allocation thereof between cash and stock) or any related transaction, any consequences of the merger or any related transaction to YCB, its shareholders, creditors or otherwise, or any terms, aspects, merits or implications of any employment, consulting, voting, support, shareholder or other agreements, arrangements or understandings contemplated or entered into in connection with the merger or otherwise. KBW's opinion was necessarily based upon conditions as they existed and could be evaluated on the date of such opinion and the information made available to KBW through such date. Developments subsequent to the date of KBW's opinion may have affected, and may affect, the conclusion reached in KBW's opinion and KBW did not and does not have an

obligation to update, revise or reaffirm its opinion. KBW's opinion did not address, and KBW expressed no view or opinion with respect to:

the underlying business decision of YCB to engage in the merger or enter into the merger agreement;

the relative merits of the merger as compared to any strategic alternatives that are, have been or may be available to or contemplated by YCB or the YCB board;

the fairness of the amount or nature of any compensation to any of YCB's officers, directors or employees, or any class of such persons, relative to the compensation to the holders of YCB common stock;

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the effect of the merger or any related transaction on, or the fairness of the consideration to be received by, holders of any class of securities of YCB (other than the holders of YCB common stock solely with respect to the merger consideration, as described in KBW's opinion and not relative to the consideration to be received by holders of any other class of securities) or holders of any class of securities of WesBanco or any other party to any transaction contemplated by the merger agreement;

whether WesBanco has sufficient cash, available lines of credit or other sources of funds to enable it to pay the aggregate amount of the cash consideration to the holders of YCB common stock at the closing of the merger;

the actual value of WesBanco common stock to be issued in the merger;

the prices, trading range or volume at which YCB common stock or WesBanco common stock would trade following the public announcement of the merger or the prices, trading range or volume at which WesBanco common stock would trade following the consummation of the merger;

any advice or opinions provided by any other advisor to any of the parties to the merger or any other transaction contemplated by the merger agreement; or

any legal, regulatory, accounting, tax or similar matters relating to YCB, WesBanco, their respective shareholders, or relating to or arising out of or as a consequence of the merger or any related transaction (including the subsidiary bank merger), including whether or not the merger would qualify as a tax-free reorganization for United States federal income tax purposes.

In performing its analyses, KBW made numerous assumptions with respect to industry performance, general business, economic, market and financial conditions and other matters, which are beyond the control of KBW, YCB and WesBanco. Any estimates contained in the analyses performed by KBW are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than suggested by these analyses. Additionally, estimates of the value of businesses or securities do not purport to be appraisals or to reflect the prices at which such businesses or securities might actually be sold. Accordingly, these analyses and estimates are inherently subject to substantial uncertainty. In addition, the KBW opinion was among several factors taken into consideration by the YCB board in making its determination to approve the merger agreement and the merger. Consequently, the analyses described below should not be viewed as determinative of the decision of the YCB board with respect to the fairness of the merger consideration. The type and amount of consideration payable in the merger were determined through negotiation between YCB and WesBanco and the decision to enter into the merger agreement was solely that of the YCB board.

The following is a summary of the material financial analyses presented by KBW to the YCB board in connection with its opinion. The summary is not a complete description of the financial analyses underlying the opinion or the presentation made by KBW to the YCB board, but summarizes the material analyses performed and presented in connection with such opinion. The financial analyses summarized below include information presented in tabular format. The tables alone do not constitute a complete description of the financial analyses. The preparation of a fairness opinion is a complex analytic process involving various determinations as to appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. Therefore, a

fairness opinion is not readily susceptible to partial analysis or summary description. In arriving at its opinion, KBW did not attribute any particular weight to any analysis or factor that it considered, but rather made qualitative judgments as to the significance and relevance of each analysis and factor. Accordingly, KBW believes that its analyses and the summary of its analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on the information presented below in tabular format, without considering all analyses and factors or the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the process underlying its analyses and opinion.

For purposes of the financial analyses described below, KBW utilized an implied value of the merger consideration of \$38.67 per share of YCB common stock, consisting of the sum of (i) the implied value of the

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stock consideration of 0.964 of a share of WesBanco common stock based on the closing price of WesBanco common stock on April 29, 2016 and (ii) the cash consideration of \$7.70. In addition to the financial analyses described below, KBW reviewed with the YCB board for informational purposes, among other things, implied transaction multiples for the proposed merger of 13.6x YCB's estimated 2016 earnings per share (EPS) and 12.5x YCB's estimated 2017 EPS based on the implied value of the merger consideration of \$38.67 per share of YCB common stock and financial forecasts and projections relating to YCB provided by YCB management.

*YCB Selected Companies Analyses.* Using publicly available information, KBW compared the financial performance, financial condition and market performance of YCB to 24 selected banks which were traded on Nasdaq, the New York Stock Exchange or the New York Stock Exchange Market and headquartered in the Midwest region (defined as Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin) and which had total assets between \$1.0 billion and \$3.0 billion. Merger targets were excluded from the selected companies.

The selected companies were as follows:

Ames National Corporation  
Civista Bancshares Inc.  
Equity Bancshares, Inc.  
Farmers Capital Bank Corporation  
Farmers National Banc Corp.

Independent Bank Corporation  
LCNB Corp.  
Macatawa Bank Corporation  
MBT Financial Corp.