

WESBANCO INC
Form S-4/A
June 12, 2018
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As filed with the Securities and Exchange Commission on June 12, 2018

Registration No. 333-224939

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
incorporation or organization)

6021
(Primary Standard Industrial
Classification Code Number)

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

Todd F. Clossin

President and Chief Executive Officer

Wesbanco, Inc.

1 Bank Plaza

Wheeling, West Virginia 26003

(304) 234-9000

(Address, including zip code,

and telephone number, including

area code of registrant's principal executive offices)

1 Bank Plaza

Wheeling, West Virginia 26003

(304) 234-9000

(Name, address, including zip code,

and telephone number, including

area code, of agent for service)

With Copies to:

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Suite 1900
Cincinnati, Ohio 45202
(513) 361-1260**

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 upon completion of the merger.

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.

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, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

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

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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)

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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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 12, 2018

MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

The board of directors of Wesbanco, Inc., or Wesbanco, and the board of directors of Farmers Capital Bank Corporation, or Farmers Capital, have agreed to a merger of the two companies, which we refer to as the merger, under the terms and subject to the conditions of the Agreement and Plan of Merger, dated April 19, 2018, and referred to in this document as the merger agreement by and between Wesbanco, Wesbanco Bank, Inc., Farmers Capital and United Bank & Capital Trust Company (the merger agreement). At the effective time of the merger, Farmers Capital will merge with and into Wesbanco with Wesbanco continuing as the surviving corporation (the merger). Immediately following the merger, United Bank & Capital Trust Company, Farmers Capital's wholly owned bank subsidiary, will merge with and into Wesbanco Bank, Inc., Wesbanco's wholly owned bank subsidiary, which we refer to as the bank merger, with Wesbanco Bank, Inc. surviving the bank merger.

If the merger is completed, each share of common stock, \$0.125 par value per share, of Farmers Capital (Farmers Capital common stock) outstanding immediately prior to the effective time of the merger, will be converted into the right to receive (1) 1.053 shares of common stock, \$2.0833 par value per share, of Wesbanco (Wesbanco common stock), subject to adjustment as described in the merger agreement, and (2) \$5.00 in cash, without interest, which we collectively refer to as the merger consideration. Shares of Wesbanco common stock will be unaffected by the merger and the merger will be tax-free to Wesbanco shareholders. Shareholders of Farmers Capital common stock generally will not recognize any gain or loss upon receipt of shares of Wesbanco common stock in exchange for Farmers Capital common stock pursuant to the merger, but will recognize gain (but not loss) in an amount not to exceed any cash received as part of the merger consideration (excluding cash received in lieu of fractional shares of Wesbanco common stock).

This proxy statement/prospectus is being distributed in connection with a special meeting of Farmers Capital shareholders. At that meeting, Farmers Capital shareholders will be asked to consider the following proposals: (1) approval of the merger agreement; (2) approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Farmers Capital in connection with the merger; and (3) approval of the adjournment of the Farmers Capital special meeting if necessary or appropriate to solicit additional proxies in favor of the approval of the merger agreement.

The number of shares of Wesbanco common stock that Farmers Capital shareholders will receive for 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 Farmers Capital shareholders vote on the merger agreement. Based on the closing price of Wesbanco's common stock of \$44.22 on the NASDAQ Global Select Market on April 19, 2018, 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 Farmers Capital shareholders was \$51.56.

Based on the \$[] closing price of Wesbanco's common stock on June [], 2018, the last practicable full trading day before the date of this proxy statement/prospectus, the value of the per share merger consideration payable to Farmers Capital shareholders was \$[]. We urge you to obtain current market quotations for Wesbanco common stock (NASDAQ: trading symbol WSBC) and Farmers Capital common stock (NASDAQ: trading symbol FFKT). The estimated maximum number of shares of Wesbanco common stock issuable in the merger is expected to be approximately 7,927,453 shares.

Your vote is very important. Whether or not you plan to attend the Farmers Capital special meeting, please take the time to vote by completing and mailing the enclosed proxy card in accordance with the instructions on the proxy card. Farmers Capital shareholders may also cast their votes over the Internet or by telephone in accordance with the instructions on the proxy card. If you attend the special meeting and vote in person, your vote by ballot will revoke any proxy previously submitted. We cannot complete the merger unless Farmers Capital shareholders approve the merger agreement.

The accompanying document is a proxy statement of Farmers Capital and a prospectus of Wesbanco, and provides you with information about Farmers Capital, Wesbanco, the proposed merger and the special meeting of Farmers Capital shareholders. **Farmers Capital 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 22.** You also can obtain information about Farmers Capital and Wesbanco from publicly available documents filed with the Securities and Exchange Commission.

After careful consideration, the Farmers Capital 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 Farmers Capital and its shareholders. **Accordingly, the Farmers Capital board of directors unanimously recommends that Farmers Capital shareholders vote FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding, advisory basis, the compensation payable to the named executive officers of Farmers Capital in connection with the merger, and FOR the proposal to adjourn the Farmers Capital special meeting, if necessary or appropriate, 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 Farmers Capital and look forward to the successful completion of the merger.

Sincerely,

Lloyd C. Hillard, Jr.

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 Farmers Capital that is not included in or delivered with this document. This information is available without charge to Farmers Capital shareholders upon written or oral request at the applicable company's address and telephone number listed in Additional Information. To obtain timely delivery, Farmers Capital shareholders must request the information no later than July 16, 2018. Please see Where You Can Find More Information About Wesbanco and Farmers Capital beginning on page 96 for instructions to request this and certain other information regarding Wesbanco and Farmers Capital.

This proxy statement/prospectus is dated [], 2018, and is first being mailed to the Farmers Capital shareholders on or about [], 2018.

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202 West Main Street

Frankfort, Kentucky 40601

(502) 227-1668

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held On July 23, 2018

Notice is hereby given that a special meeting of shareholders of Farmers Capital Bank Corporation (Farmers Capital), a Kentucky corporation, will be held at United Bank & Capital Trust Company, 125 West Main Street, Frankfort, Kentucky, on Monday, July 23, 2018, at 9:00 a.m. Eastern Daylight Time, to consider and vote upon the following proposals described in the accompanying proxy statement/prospectus:

1. A proposal to approve the Agreement and Plan of Merger, dated as of April 19, 2018, as it may be amended from time to time, 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, Farmers Capital, and United Bank & Capital Trust Company, a Kentucky state-chartered commercial bank and a wholly owned subsidiary of Farmers Capital (United Bank), which provides for, among other things, the merger of Farmers Capital with and into Wesbanco, with Wesbanco as the surviving entity, as more fully described in the attached proxy statement/prospectus.
2. A proposal to approve, in a non-binding advisory vote, the compensation payable to the named executive officers of Farmers Capital in connection with the merger.
3. A proposal to approve the adjournment of the Farmers Capital special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the Farmers Capital special meeting to approve the proposal to approve the merger agreement.

Only holders of record of Farmers Capital common stock at the close of business on May 31, 2018 will be entitled to notice of, and to vote at, the Farmers Capital special meeting and any adjournment thereof. Provided that a quorum exists for the special meeting, approval of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Farmers Capital common stock entitled to vote thereon. Approval of each of the other proposals to be voted on at the Farmers Capital special meeting requires the affirmative vote of the holders of a majority of the shares of Farmers Capital common stock present in person or by proxy at the special meeting.

Shareholders of Farmers Capital are entitled to dissenters' rights under Chapter 271B, Subtitle 13 of the Kentucky Business Corporation Act, which we refer to as the KBCA, provided they follow the procedures and satisfy the conditions set forth in Chapter 271B, Subtitle 13 of KBCA. For more information regarding dissenters' rights, see the section entitled Proposal No. 1 -Dissenters' Rights of Farmers Capital Shareholders beginning on page 62 of this proxy statement/prospectus. In addition, a copy of Chapter 271B, Subtitle 13 of the KBCA is attached as Annex C to this proxy statement/prospectus. Failure to strictly comply with Chapter 271B, Subtitle 13 of the KBCA may result in your waiver of, or inability to, exercise dissenters' rights.

The Farmers Capital board of directors has carefully considered the terms of the merger agreement and believes that the merger is in the best interests of Farmers Capital and its shareholders. The Farmers Capital 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 Farmers Capital in connection with the merger; and FOR the adjournment of the Farmers Capital special meeting if necessary or appropriate to solicit additional proxies in favor of the approval of the merger agreement. In considering the recommendation of the board of directors of Farmers Capital, you should be aware that certain directors and executive officers of Farmers Capital will have interests in the merger that may be different from, or in addition to, the interests of Farmers Capital shareholders generally. See the section entitled Interests of Certain Persons the Merger beginning on page 57 of the accompanying proxy statement/prospectus. In addition, certain of the executive officers and all of the directors of Farmers Capital have entered into voting agreements with Wesbanco in which the officer or director has agreed to vote his or her Farmers Capital shares in favor of approval of the merger agreement. See Other Material Agreements Relating to the Merger Voting Agreements.

Your vote is very important. Whether or not you plan on attending the Farmers Capital 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 Farmers Capital 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 Farmers Capital, or by attending the Farmers Capital special meeting and voting in person. If you fail to submit a proxy or to attend the Farmers Capital special meeting in person or do not provide your bank, brokerage firm or other nominee with instructions as to how to vote your shares, as applicable, your shares of Farmers Capital common stock will not be counted for purposes of determining whether a quorum is present at the Farmers Capital special meeting and will have the same effect as a vote **AGAINST** the merger agreement.

The enclosed proxy statement/prospectus provides a detailed description of the Farmers Capital special meeting, the merger, the documents related to the merger, and other related matters. We urge you to read carefully and in their entirety the proxy statement/prospectus and its appendices, including any documents incorporated by reference into the proxy statement/prospectus or their appendices carefully and in their entirety.

By Order of the Board of Directors,

Mark A. Hampton

Executive Vice President, Secretary,

and Chief Financial Officer

Frankfort, Kentucky

[], 2018

YOUR VOTE IS VERY IMPORTANT

TO VOTE YOUR SHARES, PLEASE COMPLETE, DATE, SIGN AND MAIL THE ENCLOSED PROXY CARD PRIOR

TO THE FARMERS CAPITAL SPECIAL MEETING, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.

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ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates by reference important business and financial information about Wesbanco and Farmers Capital that is not included in or delivered with this document. You should refer to *Where You Can Find More Information About Wesbanco and Farmers Capital* beginning on page 96 for a description of the documents incorporated by reference into this proxy statement/prospectus. You can obtain documents related to Wesbanco and Farmers Capital that are incorporated by reference into this document through the Securities and Exchange Commission's web site at www.sec.gov, through Wesbanco's website at www.wesbanco.com and through Farmers Capital's website at www.farmerscapital.com. Please note that the Internet website addresses of Wesbanco and Farmers Capital are provided as inactive textual references only. The information provided on the Internet websites of Wesbanco and Farmers Capital, 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.
Attn: Linda M. Woodfin, Secretary
One Bank Plaza
Wheeling, West Virginia 26003
(304) 234-9000

Farmers Capital Bank Corporation
Attn: Mark A. Hampton, Secretary
202 West Main Street
Frankfort, Kentucky 40601
(502) 227-1668

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 Farmers Capital special meeting, you should make your request to Wesbanco or Farmers Capital, as the case may be, no later than July 16, 2018**, or five trading days prior to the Farmers Capital special meeting. For further information about Wesbanco and Farmers Capital, please see *Where You Can Find More Information About Wesbanco and Farmers Capital* beginning on page 96.

ABOUT THIS PROXY STATEMENT/PROSPECTUS

This proxy statement/prospectus serves two purposes – it is a proxy statement being used by the Farmers Capital board of directors to solicit proxies for use at the Farmers Capital special meeting, and it is also the prospectus of Wesbanco regarding the issuance of Wesbanco common stock to Farmers Capital shareholders if the merger is completed. This proxy statement/prospectus provides you with detailed information about the proposed merger of Farmers Capital with and 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 Farmers Capital* beginning on page 96.

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 [], 2018. 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/prospectus. Neither the mailing of this proxy statement/prospectus to the Farmers Capital shareholders nor the taking of any actions contemplated hereby by Wesbanco or Farmers Capital 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. Except where the context otherwise indicates, information contained in this document regarding Farmers Capital has been provided by Farmers Capital and information contained in this document regarding Wesbanco has been provided by Wesbanco.

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QUESTIONS AND ANSWERS

The following are some questions that you, as a shareholder of Farmers Capital, may have regarding the merger and the other matters being considered at the special shareholders meeting and the answers to those questions. Wesbanco and Farmers Capital 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 special 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 Farmers Capital have each approved a merger agreement, entered into on April 19, 2018, providing for Farmers Capital 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.

This proxy statement/prospectus constitutes a proxy statement of Farmers Capital and a prospectus of Wesbanco. It is a proxy statement because the board of directors of Farmers Capital is soliciting proxies from its shareholders. It is a prospectus because, in addition to paying cash, Wesbanco will issue shares of Wesbanco common stock in exchange for shares of Farmers Capital common stock in the merger. This document contains important information about the merger and the special meeting of Farmers Capital shareholders and you should read it carefully. The enclosed voting materials allow Farmers Capital shareholders to vote their shares without attending the Farmers Capital special meeting.

In order to complete the merger, Farmers Capital shareholders must vote to approve the merger agreement. **IF FARMERS CAPITAL SHAREHOLDERS FAIL TO APPROVE THE MERGER AGREEMENT, THE MERGER CANNOT BE COMPLETED.**

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

Q: What matters are to be voted on at the Farmers Capital special meeting?

A: At the Farmers Capital special meeting, holders of Farmers Capital common stock as of the close of business on May 31, 2018 (the record date) will be asked to consider and vote upon:

1. A proposal to approve the merger agreement, as it may be amended from time to time;
2. A proposal to approve, in a non-binding advisory vote, the compensation payable to the named executive officers of Farmers Capital in connection with the merger; and
- 3.

A proposal to approve the adjournment of the Farmers Capital special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the Farmers Capital special meeting to approve the proposal to approve the merger agreement.

Q: What will Farmers Capital shareholders receive as a result of the merger?

A: Farmers Capital shareholders will receive (1) 1.053 shares of Wesbanco common stock, subject to adjustment as described in the merger agreement, and (2) \$5.00 in cash, without interest, which we refer to as the merger consideration, in exchange for each share of Farmers Capital common stock. Instead of fractional shares of Wesbanco, Farmers Capital 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.

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Because the number of shares of Wesbanco common stock that Farmers Capital shareholders will receive for the merger consideration is fixed, the implied value 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 Farmers Capital special meeting.** You should obtain current stock price quotations for Wesbanco common stock and Farmers Capital common stock before deciding how to vote with respect to the approval of the merger agreement. Wesbanco common stock is listed for trading on the Nasdaq Global Select Market under the symbol WSBC. Farmers Capital common stock is listed for trading on the Nasdaq Global Select Market under the symbol FFKT.

Q: What does the Farmers Capital board of directors recommend?

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

FOR approval of the merger agreement, as it may be amended from time to time;

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

FOR approval of the adjournment of the Farmers Capital special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the Farmers Capital special meeting to approve the proposal to approve the merger agreement.

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

Q: When and where will the special meeting of Farmers Capital shareholders be held?

A: The Farmers Capital special meeting will be held at United Bank & Capital Trust Company, 125 West Main Street, Frankfort, Kentucky, on Monday, July 23, 2018, at 9:00 a.m. Eastern Daylight Time.

Q: Who can vote at the special meeting?

A: Holders of record of Farmers Capital common stock at the close of business on May 31, 2018, the record date, will be entitled to notice of and to vote at the Farmers Capital special meeting. Each of the shares of Farmers Capital common stock issued and outstanding on the record date is entitled to one vote at the Farmers Capital 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 second half of 2018. However, we cannot assure you when or if the merger will occur. Among other conditions to Closing, we must first obtain the requisite approval of Farmers Capital shareholders at the Farmers Capital special meeting, and Wesbanco and Farmers Capital 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 Farmers Capital common stock will not receive any consideration for their shares in connection with the merger. Instead, Farmers Capital will remain an independent public company and its common stock will continue to be listed and traded on the Nasdaq Global Select Market.

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Q: Why are Farmers Capital 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 Farmers Capital in connection with the merger?

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

Q: What will happen if Farmers Capital shareholders do not approve the golden parachute compensation?

A: Approval of the compensation payable to Farmers Capital'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 Farmers Capital. Therefore, if the merger agreement is approved by Farmers Capital shareholders and the merger is completed, this compensation, including amounts that Farmers Capital is contractually obligated to pay, would still be payable regardless of the outcome of the advisory vote, subject to applicable conditions.

Q: What vote of Farmers Capital shareholders is required to approve each proposal?

A: To be approved, proposal no. 1 (approval of the merger agreement) requires the affirmative vote of a majority of the outstanding shares of Farmers Capital common stock entitled to vote thereon. To be approved, proposals no. 2 (advisory vote regarding golden parachute compensation) and no. 3 (adjournment proposal) each require the affirmative vote of the holders of a majority of the shares of Farmers Capital common stock present in person or by proxy at the special meeting.

As of the record date, there were 7,519,814 shares of Farmers Capital common stock outstanding and entitled to vote at the Farmers Capital special meeting, held by approximately 817 holders of record. As of the record date, the directors and executive officers of Farmers Capital controlled approximately 3.2% of the outstanding shares of Farmers Capital common stock entitled to vote at the special meeting. In addition, certain of the executive officers and all of the directors of Farmers Capital have entered into voting agreements with Wesbanco in which each executive officer or director has agreed to vote his or her Farmers Capital shares in favor of approval of the merger agreement.

Q: How do I vote?

A: If you are a shareholder of record of Farmers Capital as of the record date, you may vote in person by attending the Farmers Capital special meeting or, to ensure your shares are represented at the Farmers Capital 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 Farmers Capital 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 Farmers Capital special meeting, a quorum must be present. The quorum requirement for holding and transacting business at the Farmers Capital special meeting is that a majority of the shares of Farmers Capital common stock entitled to vote must be present in person or

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represented by proxy. Shares of Farmers Capital common stock represented by properly executed and returned proxies will be treated as present. Shares of Farmers Capital common stock present at the special meeting that abstain from voting or that are the subject of broker non-votes will be counted as present for purposes of determining a quorum.

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.

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 Farmers Capital 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 Farmers Capital 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. 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 Farmers Capital 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 Farmers Capital 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 Farmers Capital shares represented by your proxy will be voted on each proposal presented at the Farmers Capital special meeting in accordance with the Farmers Capital 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 Farmers Capital common stock will be voted **FOR** approval of the merger agreement; **FOR** approval of the compensation payable to the named executive officers of Farmers Capital in connection with the merger; and **FOR** the adjournment of the Farmers Capital special meeting, if necessary or appropriate, 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 Farmers Capital special meeting. You can do this in any of the three following ways:

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

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by completing, signing and dating another proxy card bearing a later date and returning it by mail in time to be received before the Farmers Capital 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 Farmers Capital 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: Yes. Shareholders are entitled to dissenters' rights under Chapter 271B, Subtitle 13 of the Kentucky Business Corporation Act, which we refer to as the KBCA, provided they follow the procedures and satisfy the conditions set forth in Chapter 271B, Subtitle 13 of KBCA. For more information regarding dissenters' rights, see the section entitled Proposal No. 1 -Dissenters' Rights of Farmers Capital Shareholders beginning on page 62 of this proxy statement/prospectus. In addition, a copy of Chapter 271B, Subtitle 13 of the KBCA is attached as *Annex C* to this proxy statement/prospectus. Failure to strictly comply with Chapter 271B, Subtitle 13 of the KBCA may result in your waiver of, or inability to, exercise dissenters' rights.

You must not vote in favor of approval of the merger agreement to be eligible to exercise dissenters' rights.

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 Farmers Capital special meeting. This will not prevent you from attending the Farmers Capital special meeting and voting in person; however in order to assist us in tabulating the votes at the Farmers Capital 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 Farmers Capital stock certificates now?

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

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

A:

Farmers Capital 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. Farmers Capital may also reimburse banks, brokers and other custodians, nominees and fiduciaries representing beneficial owners of shares of Farmers Capital common stock for their expenses in forwarding soliciting materials to beneficial owners of the Farmers Capital common stock and in obtaining voting instructions from those owners.

Q: What are the material United States federal income tax consequences of the merger to Farmers Capital shareholders?

A: The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code), and it is a condition to the completion of the merger that

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each of Wesbanco and Farmers Capital receives a legal opinion to that effect. Accordingly, a shareholder of Farmers Capital common stock generally will recognize gain, but not loss, in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess of the sum of the amount of cash and the fair market value of the Wesbanco common stock received pursuant to the merger over that shareholder's adjusted tax basis in its shares of Farmers Capital common stock surrendered) and (2) the amount of cash received pursuant to the merger (excluding cash received in lieu of fractional shares of Wesbanco common stock). Further, a shareholder of Farmers Capital common stock generally will recognize gain or loss with respect to cash received instead of fractional shares of Wesbanco common stock that the shareholder of Farmers Capital common stock would otherwise be entitled to receive. You should read Proposal No. 1 Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger beginning on page 66 for a more complete discussion of the United States federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your tax advisor to determine the specific tax consequences of the merger to you.

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

Farmers Capital Bank Corporation

Attention: Mark A. Hampton, Secretary

202 West Main Street

Frankfort, Kentucky 40601

(502) 227-1668

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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 Farmers Capital* beginning on page 96. 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 Farmers Capital, 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 Farmers Capital 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 98.*

*Unless the context otherwise requires, throughout this proxy statement/prospectus, *we, us, our* or *Farmers Capital* refers to Farmers Capital Bank Corporation, *Wesbanco* refers to Wesbanco, Inc., and *you* refers to the holders of shares of common stock of Farmers Capital. We refer to the merger between Farmers Capital and Wesbanco as the *merger*, and the Agreement and Plan of Merger dated as of April 19, 2018 between Wesbanco, Wesbanco Bank, Inc. Farmers Capital and United Bank as the *merger agreement*. Also, we refer to the proposed merger of United Bank into Wesbanco Bank, Inc. as the *bank merger*.*

The Merger (See page 32)

We propose a merger of Farmers Capital 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 one current Farmers Capital director, Michael J. Crawford, will be appointed to the board of directors of Wesbanco. After the effective time of the merger and as part of the same overall transaction, United Bank & Capital Trust Company, the wholly owned banking subsidiary of Farmers Capital, for no additional consideration and pursuant to the merger agreement, will merge with and into Wesbanco Bank, Inc., the wholly owned banking subsidiary of Wesbanco, with Wesbanco Bank, Inc. as the surviving entity.

The Companies (See page 83)

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 subsid