

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I. M. Ray Cole, Jr.

Reporter's Name, Street, and Mailing Address

THE FIRST BANCSHARES, INC.

Name of the Holding Company Director and Official

Legal Title of Holding Company

CEO

P O BOX 15549

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

HATTIESBURG MS 39404

City State Zip Code

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

6480 US HWY 98 W

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

DEE DEE LOWERY CFO

Name Title

601-705-1141

Area Code / Phone Number / Extension

601-450-0050

Area Code / FAX Number

DLOWERY@THEFIRSTBANK.COM

E-mail Address

WWW.THEFIRSTBANK.COM

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

03/28/2014

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID **2385493**

C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

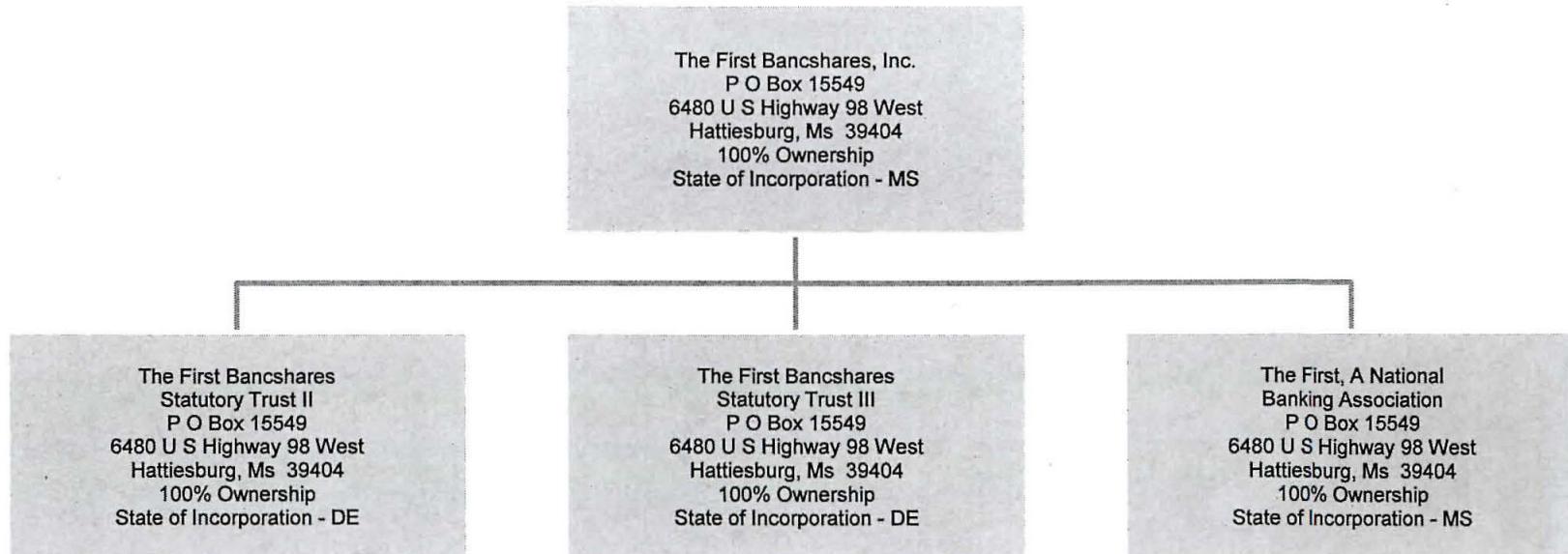
Revised

Form FR Y-6
The First Bancshares, Inc.
Hattiesburg, MS
Fiscal Year Ending December 31, 2013

Report Item

1: The bank holding company prepares an annual report for its securities holders. A copy is attached.

2a: Organizational Chart



Results: A list of branches for your depository institution: FIRST, A NATIONAL BANKING ASSOCIATION, THE (ID_RSSD: 2385514).

This depository institution is held by FIRST BANCSHARES, INC., THE (2385493) of HATTIESBURG, MS.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	2385514	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2702 LINCOLN ROAD	HATTIESBURG	MS	39402	FORREST	UNITED STATES	56975	0	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	3802269	DAPHNE BRANCH	1415 HIGHWAY 98	DAPHNE	AL	36526	BALDWIN	UNITED STATES	Not Required	Not Required	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	3183249	FAIRHOPE BRANCH	408 FAIRHOPE AVENUE	FAIRHOPE	AL	36532	BALDWIN	UNITED STATES	Not Required	Not Required	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	3077937	FOLEY BRANCH	1207 NORTH MCKENZIE ST	FOLEY	AL	36535	BALDWIN	UNITED STATES	Not Required	Not Required	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	3641404	GULF SHORES OFFICE	205 EAST 20TH AVENUE	GULF SHORES	AL	36542	BALDWIN	UNITED STATES	Not Required	Not Required	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	3480630	ORANGE BEACH BRANCH	25556 CANAL ROAD	ORANGE BEACH	AL	36561	BALDWIN	UNITED STATES	Not Required	Not Required	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	651037	COLUMBIA BRANCH	600 S COLUMBIA STREET	BOGALUSA	LA	70427	WASHINGTON	UNITED STATES	525931	12	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	2064789	BAY SAINT LOUIS BRANCH	800 HIGHWAY 90	BAY SAINT LOUIS	MS	39520	HANCOCK	UNITED STATES	219945	14	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	3456448	BAY ST. LOUIS BRANCH	835 HIGHWAY 90, SUITE 4	BAY SAINT LOUIS	MS	39520	HANCOCK	UNITED STATES	Not Required	Not Required	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	1167160	BILOXI BRANCH	2605 PASS ROAD	BILOXI	MS	39531	HARRISON	UNITED STATES	219953	19	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	2064800	DIAMONDHEAD BRANCH	4402 KALANI DRIVE	DIAMONDHEAD	MS	39525	HANCOCK	UNITED STATES	219955	20	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	865030	AUTO BANK	1822 25TH AVENUE	GULFPORT	MS	39501	HARRISON	UNITED STATES	219947	16	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	2536679	GULFPORT BRANCH	1300 25TH AVENUE	GULFPORT	MS	39501	HARRISON	UNITED STATES	6007	13	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	3722675	GULFPORT OFFICE	15513 O'NEAL ROAD	GULFPORT	MS	39503	HARRISON	UNITED STATES	478991	11	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	107338	HARDY COURT BRANCH	573 COURTHOUSE ROAD	GULFPORT	MS	39507	HARRISON	UNITED STATES	219946	15	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	866635	HARRISON CENTRAL BRANCH	11281 HIGHWAY 49	GULFPORT	MS	39503	HARRISON	UNITED STATES	219950	17	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	2755881	LINCOLN ROAD BRANCH	2702 LINCOLN ROAD	HATTIESBURG	MS	39402	FORREST	UNITED STATES	290478	2	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	2890942	UNIVERSITY BRANCH	110 S 40TH AVENUE	HATTIESBURG	MS	39402	FORREST	UNITED STATES	290479	3	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	2747952	LAUREL BRANCH	1945 HIGHWAY 15 NORTH	LAUREL	MS	39440	JONES	UNITED STATES	62135	6	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	315030	LONG BEACH BRANCH	198 KLONDYKE ROAD	LONG BEACH	MS	39560	HARRISON	UNITED STATES	533341	22	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	4505660	OCEAN SPRINGS	1517 BIENVILLE BOULEVARD	OCEAN SPRINGS	MS	39402	JACKSON	UNITED STATES	Not Required	Not Required	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	3306123	PASCAGOULA BRANCH	1126 JACKSON AVENUE, SUITE 101	PASCAGOULA	MS	39567	JACKSON	UNITED STATES	431706	7	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	3196388	PICAYUNE BRANCH	1506-B HIGHWAY 43 SOUTH	PICAYUNE	MS	39466	PEARL RIVER	UNITED STATES	419294	4	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	2517436	PURVIS OFFICE	74 HIGHWAY 589	PURVIS	MS	39475	LAMAR	UNITED STATES	290477	1	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	
OK		Full Service	732730	WIGGINS BRANCH	124 BORDER AVENUE W	WIGGINS	MS	39577	STONE	UNITED STATES	14731	9	FIRST, A NATIONAL BANKING ASSOCIATION, THE	2385514	

FORM FR Y-6
THE FIRST BANCSHARES, INC.
December 31, 2013

Report Item 3: Shareholders

(1) a b c and (2) a b c

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013

(1)a Name & Address (City, State, Country)	(1)b Country of Citizenship or Incorporation	(1) c Number and Percentage of Each Class of Voting Securities
Basswood Capital Mangement, LLC	United States	327,456 shares 6.41%
JCSD Capital, LLC	United States	266,896 shares 5.23%

Shareholders not listed in 3(1)a through 3(1)c that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-13

(2)a Name & Address (City, State, Country)	(2)b Country of Citizenship or Incorporation	(2) c Number and Percentage of Each Class of Voting Securities
NONE		

REPORT ITEM 4: DIRECTORS & OFFICERS (1) (2) (3) (a) (b) (C) and (4) (a) (b) (C)

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(1) Names	Address (City, State)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (Include names of subsidiaries)	(3)(C) Title & Position with other Businesses (Include names of other businesses)	(4)(a) % of voting shares in Bank Holding Co.	(4)(b) % of voting shares in Subsidiaries (include names of Subsidiaries)	(4)(C) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
David W. Bomboy, M.D.	Hattiesburg, MS	Orthopedic Surgeon	Director The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	1.86%	0	See Attached
M. Ray "Hoppy" Cole	Hattiesburg, MS	President, CEO, Director and Vice Chm of the Board of The First, A National Banking Assn.	Director, President, CEO and Vice Chm of the Board of The First Bancshares, Inc.	President, CEO, Director and Vice Chm of the Board of The First, A National Banking Assn.	See Attached	0.91%	0	See attached
E. Ricky Gibson	Hattiesburg, MS	President and Owner, N & H Electronics	Director, Chairman of the Board	Chairman of the Board and Director, The First, A National Banking Assn.	See Attached	1.57%	0	See Attached

REPORT ITEM 4: DIRECTORS & OFFICERS (1) (2) (3) (a) (b) (C) and (4) (a) (b) (C)

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Charles R. Lightsey	Laurel, MS	Social Security Disability Claims Rep.	Director The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	0.92%	0	See Attached
Fred A. McMurry	Hattiesburg, MS	President, Harvard Pest Control	Director The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	1.59%	0	See Attached
Gregory H. Mitchell	Picayune, MS	Retired, Former Mayor of City of Picayune, MS	Director The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	0.14%	0	See Attached

Ted E. Parker	Seminary, MS	Cattle Farmer	Director, The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	1.30%	0	See Attached
J. Douglas Seidenburg	Laurel, MS	CPA	Director The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	1.46%	0	See Attached

REPORT ITEM 4: DIRECTORS & OFFICERS (1) (2) (3) (a) (b) (C) and (4) (a) (b) (C)
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A. L. Smith	Purvis, MS	Retired, A. L. Smith Oil Co.	Director The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	0.60%	0	See Attached
Andrew D. Stetelman	Hattiesburg, MS	London & Stetelman Realtors	Director The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	0.69%	0	See Attached
DeeDee Lowery	Petal, MS	CFO, The First, A National Banking Assn.	N/A	CFO, The First, A National Banking Assn.	See Attached	0.46%	0	See Attached

FORM FR Y-6
THE FIRST BANCSHARES, INC.
 December 31, 2013

REPORT ITEM 4(c)

List names of other companies (includes partnerships)

If 25% or more of voting securities are held

Name	Business Relationships	% Ownership
DIRECTORS:		
Bomboy David	None	
Cole, M. Ray, Jr.	Yours & Mine, LLC	50%
	Cole Family Farms, LLC	25%
Gibson, Ricky	N & H Electronics, Inc.	50%
	The Warehouse	50%
	Mid South Electronics	50%
	ARL, LLC	33%
	G R, LLC	100%
Lightsey, Charles	None	
McMurry, Fred	Havard Pest Control, Inc.	33%
	Oak Grove Land Co.	33%
	Foundation for Future Development	25%
	West Oaks, LLC	33%
Mitchell, Gregory	None	
Parker, Ted		
	Trotter & Parker Cattle	50%
	Ted Parker Cattle	100%
	Ted E. Parker Farms	100%

REPORT ITEM 4(c)

December 31, 2013

List names of other companies (includes partnerships)

If 25% or more of voting securities are held

Name	Business Relationships	% Ownership
DIRECTORS:		
Seidenburg, Doug	Molloy-Seidenburg & Co., P.A.	100%
	MD Outdoor, LLC	50%
	Seaspray Investments, LLC	27%
	Seidenburg Investments, LLC	100%
	Mentone River Properties, LLC	50%
Smith, A. L.	None	
Stetelman, Andy	ARL, LLC	33%
	L & D, LLC	50%
	London & Stetelman, Inc.	100%
	PS, LLC	50%
	Westover Crossing, LLC	25%
	Sunset Properties, LLC	33%
	ADLS, LLC	100%
	Brittany Apts, LLC	50%
	New Town Properties, LLC	25%
	Smasac, LLC	50%