

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
December 31, 2011
Month / Day / Year

I. M. Ray Cole, Jr.
Name of the Bank Holding Company Director and Official
CEO
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
The First Bancshares, Inc.
Legal Title of Bank Holding Company
P O Box 15549
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Hattiesburg MS 39404
City State Zip Code
6480 US Hwy 98 West
Physical location (if different from mailing address)

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

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.

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 Bank Holding Company's web page

Signature of Bank Holding Company Director and Official
03/28/2012
Date of Signature

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

For bank 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

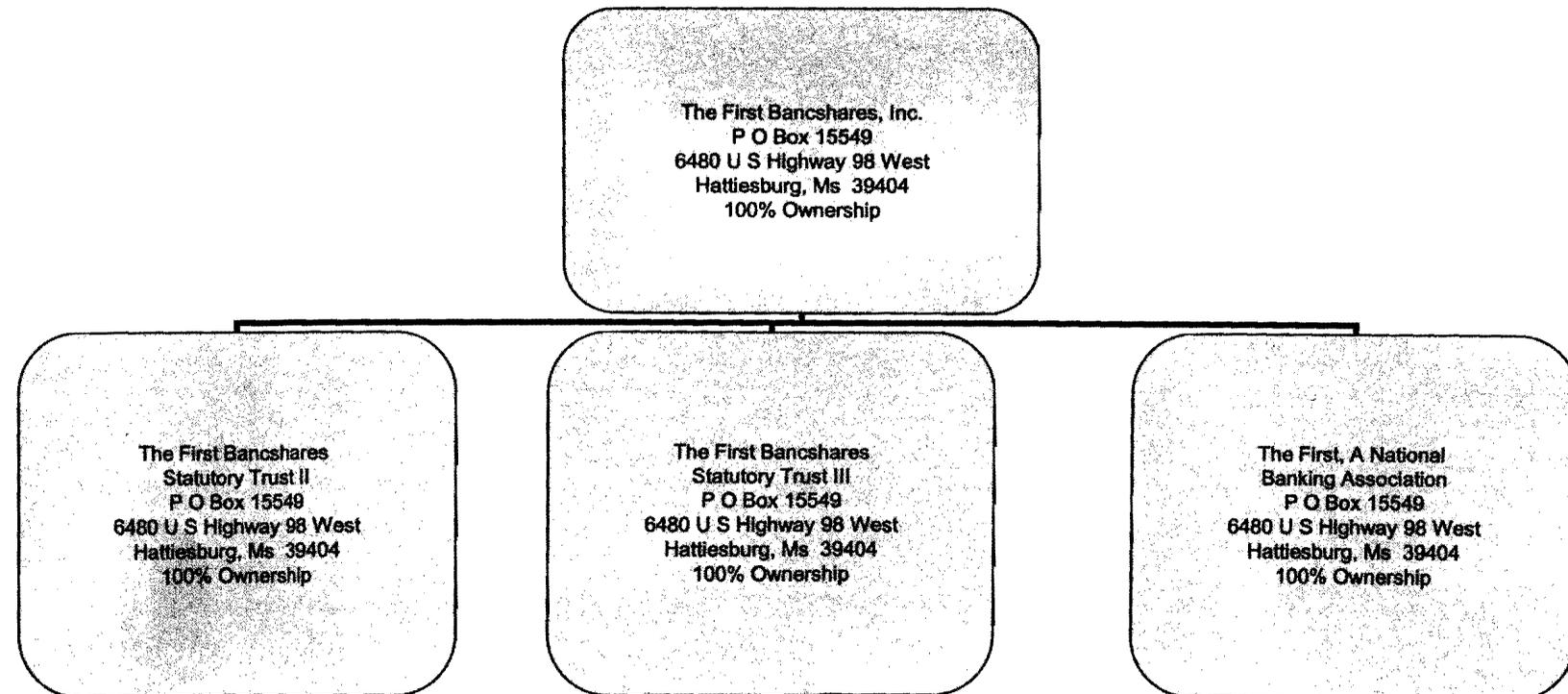
For Federal Reserve Bank Use Only
RSSD ID 2385493
C.I. _____

Form FR Y-6
The First Bancshares, Inc.
Hattiesburg, MS
Fiscal Year Ending December 31, 2011

Report Item

1: The bank holding company prepares an annual report for its securities holders. A copy is attached without the Chairman/ CEO letter. A bound copy will be forwarded when available, approximately April 25th.

2a: Organizational Chart



FORM FR Y-6
THE FIRST BANCSHARES, INC.
December 31, 2011

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 12-31-2011

(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
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NONE

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 12-31-11

(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
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NONE

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

**FORM FR Y-6
December 31, 2011**

(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	2.36%	0	See Attached
Michael W. Chancellor	Laurel, MS	Owner, electrical supply company	Director, The First Bancharas, Inc.	Director, The First, A National Banking Assn.	See Attached	1.12%	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	1.01%	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	2.05%	0	See Attached

REPORT ITEM 4: DIRECTORS & OFFICERS (1) (2) (3) (a) (b) (C) and (4) (a) (b) (C)
FORM FR Y-6
December 31, 2011

Charles R. Lightsey	Laurel, MS	Social Security Disability Claims Rep.	Director The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	1.11%	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	1.76%	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	0.12%	0	See Attached
Ted E. Parker	Seminary, MS	Cattle Farmer	Director, The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	1.45%	0	See Attached
Dennis L. Pierce	Hattiesburg, MS	Real Estate Developer	Director The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	1.95%	0	See Attached
J. Douglas Seidenburg	Laurel, MS	CPA	Director The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	1.89%	0	See Attached

REPORT ITEM 4: DIRECTORS & OFFICERS (1) (2) (3) (a) (b) (C) and (4) (a) (b) (C)
FORM FR Y-6
December 31, 2011

Andrew D. Stetelman	Hattiesburg, MS	London & Stetelman Realtors	Director The First Bancshares, Inc.	Director, The First, A National Banking Assn.	See Attached	0.89%	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	0.55%	0	See Attached

**FORM FR Y-6
THE FIRST BANCSHARES, INC.
December 31, 2011**

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	
Chancellor, Mike	Chancellor Supply, Inc.	100%
	Chancellor Properties	100%
	Bob Palmer's Chancellor Motor Group	50%
	CDM Enterprises	50%
	MD Outdoor, LLC	50%
	M & R Properties	50%
Cole, M. Ray, Jr.	Yours & Mine, LLC	50%
Gibson, Ricky	N & H Electronics, Inc.	50%
	The Warehouse	50%
	Mid South Electronics	50%
	ARL, LLC	33%
	G R, LLC	50%
Lightsey, Charles	None	
McMurry, Fred	Havard Pest Control, Inc.	33%
	Oak Grove Land Co.	33%
	Foundation for Future Development	25%
Mitchell, Gregory	None	
Parker, Ted	Neely Ventures	25%
	Trotter & Parker Cattle	
	Ted Parker Cattle	50%
	Ted E. Parker Farms	

REPORT ITEM 4(c)

List names of other companies (includes partnerships)

December 31, 2011

If 25% or more of voting securities are held

Name	Business Relationships	% Ownership
DIRECTORS:		
Pierce, Dennis	American Concrete Products	100%
	Consolidated Fleet Services, Inc.	100%
	Dennis Pierce, Inc.	100%
	D & J, LLC	100%
	PS, LLC	50%
	Pine Belt Clinics, Inc.	50%
	Westover Crossing, LLC	50%
	Saliba/Pierce	50%
	Willow Pointe, Ltd	100%
	Pierce Ford, Inc.	100%
	Pierce Realty, LLC	100%
	Flanagan/Pierce	50%
	Stop-N-Store	100%
	Bent Creek Utility	100%
	Farm Depot, Inc.	100%
Piercon, Inc.	100%	
Seidenburg, Doug	Molloy-Seidenburg & Co., P.A.	100%
	MD Outdoor, LLC	50%
	Seaspray Investments, LLC	50%
	Seidenburg Investments, LLC	100%
	Mentone River Properties, LLC	50%
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%