

AMERICAN COMMUNITY BANCSHARES INC
Form DEFA14A
April 12, 2005

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

American Community Bancshares, Inc.

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(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

April 11, 2005

Dear American Community Bancshares, Inc. Shareholder:

We recently mailed you proxy materials in connection with our upcoming Annual Meeting of Shareholders to be held on April 26, 2005. According to our records, we have not yet received your proxy.

It is very important that your shares be voted, regardless of the number of shares you own. Several important proposals will be presented for approval at the Annual Meeting including a proposal to refresh our Incentive Stock Option Plan by authorizing new stock options covering up to 50,000 shares of our common stock. Your approval of this proposal is crucial if we are to recruit and retain the excellent banking talent we need to continue to grow and enhance our franchise.

Please take a moment to **VOTE** your shares by returning your proxy in the envelope provided. If your shares are held with a broker or bank, you can also vote by telephone or the internet by following the enclosed instructions. **Our Board of Directors unanimously recommends a FOR vote on ALL proposals.**

Please disregard this letter if you already voted your shares. Thank you for your cooperation and support.

Sincerely,

Randy P. Helton

President & Chief Executive Officer