

FIRST BANCSHARES INC /MS/
Form SC 13G/A
January 23, 2019

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

**SCHEDULE
13G/A**

Under the
Securities
Exchange Act of
1934
(Amendment No.
2)*

The First
Bancshares, Inc.
(Name of Issuer)

Common Stock,
par value \$1.00
per share
(Title of Class of
Securities)

318916103
(CUSIP Number)

December 31,
2018
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 9
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| | |
|----------|--|
| 1 | NAMES OF REPORTING PERSONS |
| 2 | Stieven Financial Investors, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| 5 | SOLE VOTING POWER |
| 6 | -0- SHARED VOTING POWER |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 481,593 shares of Common Stock |
| 8 | SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER |
| 9 | 481,593 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING |

PERSON

481,593 shares of
Common Stock

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

3.25%

TYPE OF

REPORTING

12

PERSON

PN

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| | |
|---|--|
| 1 | NAMES OF REPORTING PERSONS |
| 2 | Stieven Financial Offshore Investors, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Cayman Islands SOLE VOTING POWER |
| 5 | -0- SHARED VOTING POWER |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 7 | 95,372 shares of Common Stock SOLE DISPOSITIVE POWER |
| 8 | -0- SHARED DISPOSITIVE POWER |
| 9 | 95,372 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH |

REPORTING
PERSON

95,372 shares of
Common Stock

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)

EXCLUDES
CERTAIN
SHARES

PERCENT OF
CLASS

REPRESENTED BY

11

AMOUNT IN ROW
(9)

0.64%

TYPE OF
REPORTING
PERSON

12

OO

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| | |
|---|--|
| 1 | NAMES OF REPORTING PERSONS |
| | Stieven Capital Advisors, L.P. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP |
| 2 | |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | |
| | Delaware |
| | SOLE VOTING POWER |
| 5 | |
| | -0- SHARED VOTING POWER |
| 6 | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 576,965 shares of Common Stock |
| 7 | SOLE DISPOSITIVE POWER |
| | -0- SHARED DISPOSITIVE POWER |
| 8 | |
| | 576,965 shares of Common Stock |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING |

PERSON

576,965 shares of
Common Stock

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

3.89%

TYPE OF

REPORTING

12

PERSON

IA, PN

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| | |
|----------|---|
| 1 | NAMES OF REPORTING PERSONS |
| | Joseph A. Stieven |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| 5 | SOLE VOTING POWER |
| | -0- SHARED VOTING POWER |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 7 | 576,965 shares of Common Stock SOLE DISPOSITIVE POWER |
| | -0- SHARED DISPOSITIVE POWER |
| 8 | 576,965 shares of Common Stock |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

576,965 shares of
Common Stock
CHECK BOX
IF THE
AGGREGATE
10 AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

3.89%
12 TYPE OF
REPORTING
PERSON

IN

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Item 1(a). NAME OF ISSUER:

The name of the issuer is The First Bancshares, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 6480 U.S. Highway 98 West, Suite A, Hattiesburg, Mississippi 39402.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Stieven Financial Investors, L.P., a Delaware limited partnership ("SFI"), with respect to the shares of Common Stock (as defined in Item 2(d) below) held by it;
- (ii) Stieven Financial Offshore Investors, Ltd., a Cayman Islands exempted company ("SFOI"), with respect to the shares of Common Stock held by it;
- (iii) Stieven Capital Advisors, L.P., a Delaware limited partnership ("SCA"), which serves as the investment manager to SFI and SFOI, with respect to the shares of Common Stock held by SFI and SFOI; and
- (iv) Joseph A. Stieven ("Mr. Stieven"), Chief Executive Officer of SCA, with respect to the shares of Common Stock held by SFI and SFOI.

The foregoing persons are hereinafter collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Stieven Capital GP, LLC, a Delaware limited liability company ("SFIGP"), is the general partner of SFI. Stieven Capital Advisors GP, LLC, a Delaware limited liability company ("SCAGP"), is the general partner of SCA. Mr. Stieven is managing member of SFIGP and SCAGP.

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 12412 Powerscourt Drive, Suite 250, St. Louis, Missouri 63131.

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Item 2(c). CITIZENSHIP:

SFI and SCA are limited partnerships organized under the laws of the State of Delaware. SFOI is a Cayman Islands exempted company. Mr. Stieven is a citizen of the United States.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$1.00 per share (the "Common Stock")

Item 2(e). CUSIP NUMBER:

318916103

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (g) "
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
Investment Company Act;
- (i) "
A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please
specify the type of institution: _____

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Item 4. OWNERSHIP.

The information required by Items 4(a)-(c) is set forth in rows 5-11 for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

The figures used to calculate beneficial ownership are calculated based upon the 14,837,558 shares of Common Stock outstanding as of December 10, 2018 as reflected in the Company's Registration Statement on Form S-4 filed with the Securities and Exchange Commission on December 13, 2018.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following: ý

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: January 23, 2019

STIEVEN FINANCIAL
INVESTORS, L.P.

By: Stieven Capital GP, LLC
its general partner

/s/ Joseph A. Stieven
Name: Joseph A. Stieven
Title: Managing Member

STIEVEN FINANCIAL
OFFSHORE INVESTORS,
LTD.

/s/ Christine Fletcher
Name: Christine Fletcher
Title: Director

STIEVEN CAPITAL
ADVISORS, L.P.

By: Stieven Capital Advisors
GP, LLC
its general partner

/s/ Joseph A. Stieven
Name: Joseph A. Stieven
Title: Managing Member

JOSEPH A. STIEVEN

/s/ Joseph A. Stieven
JOSEPH A. STIEVEN,
individually

