

WESBANCO INC
Form S-4
December 13, 2017
Table of Contents

As filed with the Securities and Exchange Commission on December 13, 2017

Registration No. 333-

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

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.)

1 Bank Plaza

Wheeling, West Virginia 26003

Todd F. Clossin

President and Chief Executive Officer

(304) 234-9000

Wesbanco, Inc.

1 Bank Plaza

Wheeling, West Virginia 26003

(304) 234-9000

(Address, including zip code,

(Name, address, including zip code,

and telephone number, including

and telephone number, including

area code of registrant's principal executive offices)

area code, of agent for service)

With Copies to:

**James C. Gardill, Esq.
Phillips, Gardill, Kaiser &
Altmeyer, PLLC
61 Fourteenth Street
Wheeling, West Virginia 26003
(304) 232-6810**

**Paul C. Cancilla, Esq.
K&L Gates LLP
K&L Gates Center
210 Sixth Avenue
Pittsburgh, PA 15222-2613
(412) 355-6500**

**Sandra M. Murphy, Esq.
Bowles Rice LLP
600 Quarrier Street
Charleston, WV 25301
(304) 347-1100**

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 all other conditions to the transactions contemplated by the Agreement and Plan of Merger, dated as of November 13, 2017, described in the enclosed Proxy Statement/Prospectus have been satisfied or waived.

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)

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered (1)	Proposed	Proposed	Amount of
		Maximum	Maximum	
		Offering Price	Aggregate	Registration Fee (4)
		Per Share	Offering Price (3)	
Common Stock, \$2.0833 par value	2,538,991	(2)	\$162,292,305	\$20,206

(1) Reflects the estimated maximum number of shares of common stock, \$2.0833 par value per share, of Wesbanco, Inc. (WesBanco) to be issued in connection with the proposed merger of First Sentry Bancshares, Inc. (First Sentry) with and into WesBanco pursuant to the Agreement and Plan of Merger, dated November 13, 2017, by and among WesBanco, Wesbanco Bank, Inc., First Sentry and First Sentry Bank, Inc. (the Merger Agreement). This number is based on (a) the number of shares of First Sentry common stock outstanding and shares reserved for issuance pursuant to outstanding stock options as of December 12, 2017, and (b) a share exchange ratio of 1.5869 per share of First Sentry common stock. If the average closing price of WesBanco common stock declines by more than 20% from \$38.88 and underperforms an index of banking companies by more than 20% over a designated measurement period, then First Sentry may terminate the merger agreement unless WesBanco agrees to increase the number of shares to be issued to the holders of First Sentry common stock. In such an event, WesBanco will amend this Registration Statement to increase the number of shares of WesBanco to be issuable upon completion of the merger.

(2) Not applicable.

(3) Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(f)(1) under the Securities Act of 1933, as amended (the Securities Act). The proposed maximum aggregate offering price was calculated based upon the market value of shares of First Sentry common stock (the securities to be cancelled or

assumed in the merger) in accordance with Rule 457(c) as the product of (x) \$63.92, the average of the high and low prices of the First Sentry common stock as reported on the OTCPink market of the OTC Markets Group, Inc. on December 8, 2017, multiplied by (y) 2,538,991, the estimated maximum number of shares of First Sentry common stock to be exchanged and cancelled in the merger.

(4) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$124.50 per \$1,000,000 of the proposed maximum aggregate offering price.

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.

Table of Contents

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 DECEMBER 13, 2017

MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

The board of directors of Wesbanco, Inc., or WesBanco, and the board of directors of First Sentry Bancshares, Inc., or First Sentry, have agreed to a merger of the two companies under the terms of the Agreement and Plan of Merger, dated November 13, 2017, and referred to in this document as the merger agreement, by and among WesBanco, Wesbanco Bank, Inc., First Sentry and First Sentry Bank, Inc. At the effective time of the merger, First Sentry will merge with and into WesBanco with WesBanco continuing as the surviving corporation.

If the merger contemplated by the merger agreement is completed, each share of common stock of First Sentry outstanding immediately prior to the effective time of the merger, will be converted into the right to receive 1.5869 shares of common stock of WesBanco. WesBanco shares will be unaffected by the merger and the merger will be tax-free to WesBanco shareholders. Shareholders of First Sentry generally will not recognize any gain or loss upon receipt of shares of WesBanco common stock in exchange for First Sentry common stock in the merger, except with respect to 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 First Sentry shareholders. At that meeting, First Sentry shareholders will be asked to consider the following matters: (1) a proposal to approve the merger agreement; and (2) a proposal to approve the adjournment of the First Sentry special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the First Sentry special meeting to approve the proposal to approve the merger agreement.

The number of shares of WesBanco common stock that First Sentry 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 First Sentry shareholders vote on the merger agreement. Based on the closing price of WesBanco's common stock of \$38.92 on the NASDAQ Global Select Market on November 13, 2017, the last full trading day immediately prior to the public announcement of the merger agreement, the 1.5869 exchange ratio represented approximately \$61.76 in value for each share of First Sentry common stock. Based on the \$[] closing price of WesBanco's common stock on [], the last practicable full trading day before the date of this proxy statement/prospectus, the 1.5869 exchange ratio represented approximately \$[] in value for each share of First Sentry common stock. We urge you to obtain current market quotations for WesBanco common stock (NASDAQ: trading symbol WSBC). Based on the number of shares of First Sentry common stock (1) outstanding and (2) potentially issuable pursuant to outstanding stock options that are vested or that are expected to vest prior to completion of the merger, the maximum number of shares of WesBanco common stock issuable in the merger is expected to be approximately 2,538,991 shares.

Your vote is very important. Whether or not you plan to attend the First Sentry shareholders' meeting, please take the time to vote by completing and mailing the enclosed proxy card in accordance with the instructions on the proxy card. First Sentry shareholders may also cast their votes over the Internet or by telephone in accordance with the instructions on the proxy card. We cannot complete the merger unless First Sentry shareholders approve the merger agreement.

The accompanying document is a proxy statement of First Sentry and a prospectus of WesBanco, and provides you with information about First Sentry, WesBanco, the proposed merger and the special meeting of First Sentry shareholders. **First Sentry 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 [18].** You also can obtain information about WesBanco from publicly available documents filed with the Securities and Exchange Commission.

After careful consideration, the First Sentry 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 First Sentry and its shareholders. **Accordingly, the First Sentry board of directors unanimously recommends that First Sentry shareholders vote FOR the proposal to approve the merger agreement, and FOR the proposal to approve the adjournment of the First Sentry special meeting, if necessary, 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 First Sentry and look forward to the successful completion of the merger.

Sincerely,

Robert H. Beymer

Chairman of the Board of Directors

Geoffrey S. Sheils

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 that is not included in or delivered with this document. This information is available without charge to First Sentry shareholders upon written or oral request at WesBanco's address and telephone number listed on page []. To obtain timely delivery, First Sentry shareholders must request the information no later than []. Please see **Where You Can Find More Information beginning on page [] for instructions to request this and certain other information**

regarding WesBanco.

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

Table of Contents

823 Eighth Street

Huntington, West Virginia 25701

(304) 522-6400

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held On [], 2018

Notice is hereby given that a special meeting of shareholders of First Sentry Bancshares, Inc. (First Sentry), a West Virginia corporation, will be held at [], on [] 2018, at [] Eastern Time, to consider and vote upon the following matters described in the accompanying proxy statement/prospectus:

1. a proposal to approve the Agreement and Plan of Merger, dated as of November 13, 2017, by and among Wesbanco, Inc. (WesBanco) a West Virginia corporation, Wesbanco Bank, Inc., a West Virginia banking corporation, and a wholly-owned subsidiary of WesBanco, First Sentry, and First Sentry Bank, Inc., a West Virginia banking corporation and a wholly-owned subsidiary of First Sentry, which provides for, among other things, the merger of First Sentry with and into WesBanco; and
2. a proposal to approve the adjournment of the First Sentry special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the First Sentry special meeting to approve the proposal to approve the merger agreement.

The merger agreement is more completely described in the accompanying proxy statement/prospectus, and a copy of the merger agreement is attached as *Annex A* to the proxy statement/prospectus. **Please review these materials carefully and consider fully the information set forth therein.**

Only holders of record of First Sentry common stock at the close of business on [] will be entitled to notice of, and to vote at, the First Sentry special meeting and any adjournment thereof. Provided that a quorum exists for the special meeting, approval of the merger agreement requires that the number of votes cast favoring approval of the merger agreement exceeds the votes cast opposing approval of the merger agreement. Similarly, approval of any other proposal to be voted on at the First Sentry special meeting requires the number of votes cast favoring the proposal exceeds the votes cast opposing the proposal.

The First Sentry board of directors has carefully considered the terms of the merger agreement and believes that the merger is in the best interests of First Sentry and its shareholders. The First Sentry board of directors has unanimously approved the merger agreement and unanimously recommends that shareholders vote: FOR the proposal to approve the merger agreement; and FOR the proposal to approve the adjournment of the First Sentry special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the First Sentry special meeting to approve the proposal to approve the merger agreement. In addition, the executive officers and directors of First Sentry have entered into voting agreements with WesBanco in which the officer or director has agreed to vote the First Sentry shares that he or she controls and beneficially owns in favor of approval of the merger agreement. See Other Material Agreements Relating to the Merger Voting Agreements.

Under Section 31D-13-1302 of the West Virginia Business Corporation Act, or the WVBCA, First Sentry has concluded that its shareholders will have appraisal rights in connection with the merger. To exercise appraisal rights, First Sentry shareholders must strictly follow the procedures prescribed by the laws of West Virginia. These procedures are summarized under the section entitled Proposal No. 1 Approval of the Merger Agreement Dissenters or Appraisal Rights beginning on page [] of the accompanying proxy statement/prospectus and Sections 31D-13-1301 through 31D-13-1331 of the WVBCA, which are attached in the accompanying proxy statement/prospectus as *Annex C*.

Your vote is important. Whether or not you plan on attending the First Sentry 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 First Sentry 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 First Sentry, or by attending the First Sentry special meeting and voting in person.

If you beneficially hold your shares through a bank, broker, nominee or other holder of record, please vote your shares as soon as possible by following the voting instructions that you receive from such holder of record.

By Order of the Board of Directors,

Geoffrey S. Sheils

President and Chief Executive Officer

Huntington, West Virginia

[]

YOUR VOTE IS VERY IMPORTANT

TO VOTE YOUR SHARES, PLEASE COMPLETE, DATE, SIGN AND MAIL THE ENCLOSED PROXY CARD PRIOR TO THE FIRST SENTRY SPECIAL MEETING, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.

Table of Contents

ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates by reference important business and financial information about WesBanco that is not included in or delivered with this document. You should refer to "Where You Can Find More Information" beginning on page [] for a description of the documents incorporated by reference into this proxy statement/prospectus. You can obtain documents related to WesBanco that are incorporated by reference into this document through the Securities and Exchange Commission's web site at www.sec.gov or through WesBanco's website at www.wesbanco.com. Please note that the Internet website address of WesBanco is provided as inactive textual references only. The information provided on the Internet website of WesBanco, 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:

Wesbanco, Inc.

Attn: Linda M. Woodfin, Secretary

One Bank Plaza

Wheeling, West Virginia 26003

(304) 234-9000

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 First Sentry special meeting, you should make your request no later than [], or five trading days prior to the First Sentry special meeting. For further information about WesBanco, please see "Where You Can Find More Information" beginning on page [].

ABOUT THIS PROXY STATEMENT/PROSPECTUS

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

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 []. 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 First Sentry shareholders nor the taking of any actions contemplated hereby by WesBanco or First Sentry 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.

Table of Contents

TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS</u>	1
<u>SUMMARY</u>	6
<u>The Merger</u>	6
<u>The Companies</u>	6
<u>What First Sentry Shareholders Will Receive in the Merger</u>	7
<u>First Sentry's Reasons for the Merger and Recommendation to Shareholders</u>	7
<u>Opinion of First Sentry's Financial Advisor</u>	8
<u>Treatment of First Sentry Stock Options</u>	8
<u>Special Meeting</u>	8
<u>Record Date; Voting Power</u>	8
<u>Vote Required</u>	9
<u>Voting Agreements</u>	9
<u>Quorum; Abstentions and Broker Non-Votes</u>	9
<u>Dissenters' or Appraisal Rights</u>	10
<u>Shares to be Issued by WesBanco in the Merger; Ownership of WesBanco after the Merger</u>	10
<u>Material U.S. Federal Income Tax Consequences</u>	10
<u>Certain Differences in the Rights of Shareholders</u>	10
<u>Conditions to the Merger</u>	11
<u>Termination of the Merger Agreement</u>	11
<u>Termination Fee</u>	11
<u>Effective Date of the Merger</u>	12
<u>Regulatory Approvals</u>	12
<u>Interests of Certain Persons in the Merger</u>	12
<u>Adjournment Proposal</u>	13
<u>Recommendation of the First Sentry Board of Directors</u>	13
<u>SHARE INFORMATION AND MARKET PRICES</u>	14
<u>SELECTED HISTORICAL FINANCIAL DATA OF WESBANCO</u>	16
<u>RISK FACTORS</u>	18
<u>THE SPECIAL MEETING OF FIRST SENTRY SHAREHOLDERS</u>	24
<u>General</u>	24
<u>Date, Time and Place of the Special Meeting</u>	24
<u>Record Date; Stock Entitled to Vote; Quorum</u>	24
<u>Required Vote</u>	24
<u>Beneficial Ownership of First Sentry Officers, Directors and Affiliates</u>	25
<u>Voting of Proxies</u>	25
<u>Revocation of Proxies</u>	25
<u>Expenses of Solicitation of Proxies</u>	26
<u>Recommendation of First Sentry Board of Directors</u>	26
<u>PROPOSAL NO. 1 – APPROVAL OF THE MERGER AGREEMENT</u>	27
<u>General</u>	27
<u>What First Sentry Shareholders Will Receive in the Merger</u>	27
<u>Effects of the Merger</u>	28
<u>Exchange and Payment Procedures</u>	28
<u>Benefit Agreements</u>	29

<u>Treatment of First Sentry Stock Options</u>	30
<u>Background of the Merger</u>	30
<u>First Sentry's Reasons for the Merger; Recommendation of the First Sentry Board of Directors</u>	33
<u>Opinion of First Sentry's Financial Advisor</u>	36
<u>Certain WesBanco Prospective Financial Information</u>	47
<u>Certain First Sentry Prospective Financial Information</u>	48

Table of Contents

<u>Interests of Certain Persons in the Merger</u>	49
<u>Regulatory Approvals</u>	52
<u>Dissenters' or Appraisal Rights</u>	53
<u>Management Following the Merger</u>	55
<u>Accounting Treatment</u>	55
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	55
<u>Representations and Warranties</u>	58
<u>Conduct of Business Prior to the Merger</u>	60
<u>Conditions to the Merger</u>	64
<u>Termination of the Merger Agreement</u>	65
<u>Expenses</u>	67
<u>Termination Fee</u>	67
<u>Amendment or Waiver</u>	69
<u>OTHER MATERIAL AGREEMENTS RELATING TO THE MERGER</u>	70
<u>Voting Agreements</u>	70
<u>INFORMATION ABOUT WESBANCO</u>	72
<u>INFORMATION ABOUT FIRST SENTRY</u>	73
<u>COMPARATIVE RIGHTS OF SHAREHOLDERS</u>	75
<u>PROPOSAL NO. 2 - ADJOURNMENT PROPOSAL</u>	82
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	83
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	84
<u>LEGAL MATTERS</u>	85
<u>EXPERTS</u>	86
Annex A Agreement and Plan of Merger	
Annex B Opinion of Sandler O'Neill & Partners, L.P.	
Annex C Sections 31D-13-1301 through 31D-13-1331 of the West Virginia Business Corporation Act	

Table of Contents

QUESTIONS AND ANSWERS

The following are some questions that you, as a shareholder of First Sentry, may have regarding the merger and the other matters being considered at the special shareholders meeting and the answers to those questions. WesBanco and First Sentry 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 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 First Sentry have each approved a merger agreement, entered into on November 13, 2017, providing for First Sentry 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. In order to complete the merger, First Sentry shareholders must vote to approve the merger agreement.

IF FIRST SENTRY SHAREHOLDERS FAIL TO APPROVE THE MERGER AGREEMENT, THE MERGER CANNOT BE COMPLETED.

This document contains important information about the merger and the meeting of First Sentry shareholders and you should read it carefully. The enclosed voting materials allow you to vote your shares without attending the First Sentry special meeting.

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

Q: What matters are to be voted on at the First Sentry special meeting?

A: At the First Sentry special meeting, holders of First Sentry common stock as of the close of business on [] (the record date) will be asked to:

1. Approve the merger agreement; and
2. Approve the adjournment of the First Sentry special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the First Sentry special meeting to approve the proposal to approve the merger agreement.

Q: What will First Sentry shareholders receive as a result of the merger?

A:

First Sentry shareholders will receive 1.5869 shares of WesBanco common stock, sometimes referred to as the exchange ratio or the merger consideration, in exchange for each share of First Sentry common stock. Instead of fractional shares of WesBanco, First Sentry 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.

Because the number of shares of WesBanco common stock that First Sentry shareholders will receive 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 First Sentry special**

Table of Contents

meeting. You should obtain current stock price quotations for WesBanco common stock and First Sentry 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**. First Sentry common stock is listed on the OTCPink market of the OTC Markets Group, Inc. under the symbol **FTSB**.

Q: What does the First Sentry board of directors recommend?

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

FOR the proposal to approve the merger agreement; and

FOR the proposal to approve of the adjournment of the First Sentry special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the First Sentry special meeting to approve the proposal to approve the merger agreement.

In making this determination, our board of directors considered the factors described under **Proposal No.1 Approval of the Merger Agreement First Sentry's Reasons for the Merger; Recommendation of the First Sentry Board of Directors**.

Q: When and where will the special meeting of First Sentry shareholders be held?

A: The First Sentry special meeting will be held at [], on [] 2018, at [] Eastern Time.

Q: Who can vote at the special meeting?

A: Holders of record of First Sentry common stock at the close of business on [], the record date, will be entitled to notice of and to vote at the First Sentry special meeting. Each of the shares of First Sentry common stock issued and outstanding on the record date is entitled to one vote at the First Sentry 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 first half of 2018. However, we cannot assure you when or if the merger will occur. We must first obtain the requisite approval of First Sentry shareholders at the First Sentry special meeting, and WesBanco and First Sentry 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 First Sentry common stock will not receive any consideration for their shares in connection with the merger. Instead, First Sentry will remain an independent company. In certain circumstances, First Sentry may be required to pay a termination fee, as discussed more fully under Proposal No.1 Approval of the Merger Agreement Termination Fee.

Q: What vote of First Sentry shareholders is required to approve each proposal?

A: To be approved, proposal no. 1 (approval of the merger agreement) and proposal no. 2 (adjournment proposal) require that the number of votes cast favoring approval of the proposal exceeds the votes cast opposing the proposal at the First Sentry special meeting.

Table of Contents

As of the record date, there were [1,563,169] shares of First Sentry common stock outstanding and entitled to vote at the First Sentry special meeting, held by approximately [] holders of record. As of the record date, the directors and executive officers of First Sentry controlled approximately []% of the outstanding shares of First Sentry common stock entitled to vote at the special meeting. In addition, the executive officers and directors of First Sentry have entered into voting agreements with WesBanco in which each executive officer or director has agreed to vote all of the shares of First Sentry common stock with respect to which he or she has sole voting power and beneficial ownership in favor of approval of the merger agreement.

Q: How do I vote?

A: If you are a shareholder of record of First Sentry as of the record date, you may vote in person by attending the First Sentry special meeting or, to ensure your shares are represented at the First Sentry 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 First Sentry 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 First Sentry special meeting, a quorum must be present. The quorum requirement for holding and transacting business at the First Sentry special meeting is that a majority of the outstanding shares of First Sentry common stock entitled to vote as of the record date be present or represented at the First Sentry special meeting. The shares may be present in person or represented by proxy at the First Sentry special meeting. Proxies received but marked as abstentions are considered to be present and entitled to vote at the meeting for the 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 First Sentry 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 First Sentry 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.

- 3 -

Table of Contents

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 First Sentry special meeting is established, abstentions, broker non-votes, and shares that are not voted will not have any effect on the outcome of either the proposal to approve the merger agreement or the adjournment proposal.

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 First Sentry shares represented by your proxy will be voted on each proposal presented at the First Sentry special meeting in accordance with the First Sentry 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 First Sentry common stock will be voted **FOR** approval of the merger agreement; and **FOR** the adjournment of the First Sentry special meeting, if necessary, 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 First Sentry special meeting. You can do this in any of the three following ways:

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

by completing, signing and dating another proxy card bearing a later date and returning it by mail in time to be received before the First Sentry 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 First Sentry 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 First Sentry shareholders have appraisal rights or dissenters' rights?

A: Yes. Under West Virginia law, holders of First Sentry common stock will be entitled to exercise appraisal or dissenters' rights in connection with the First Sentry proposal to approve the merger agreement. To exercise appraisal rights, First Sentry shareholders must strictly follow the procedures

prescribed by the laws of West Virginia. These procedures are summarized under the section entitled Proposal No. 1 Approval of the Merger Agreement Dissenters or Appraisal Rights beginning on page [], and Sections 31D-13-1301 through 31D-13-1331 of the West Virginia Business Corporation Act, which are attached to this proxy statement/prospectus as *Annex C*.

You must not vote in favor of the merger agreement to be eligible to exercise appraisal or 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

Table of Contents

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

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

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

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

Q: Is the merger expected to be taxable to First Sentry shareholders?

A: Generally, no. The merger is structured to be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, or the Code, and holders of First Sentry common stock will not recognize any gain or loss for United States federal income tax purposes on the exchange of shares of First Sentry common stock for shares of WesBanco common stock in the merger, except with respect to any cash received instead of fractional shares of WesBanco common stock. You should read Proposal No. 1 Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger beginning on page [] 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:

Geoffrey S. Sheils

First Sentry Bancshares, Inc.

823 Eighth Street

Huntington, WV 25701

(304) 522-6400

Table of Contents