



- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

The Compensation and Retirement Committee of First Community Bancshares, Inc. (the “Company”) finalized awards of 4,858, 2,393, 1,815, and 729 shares to William P. Stafford, II, Chief Executive Officer, Gary R. Mills, President of the Company and Chief Executive Officer of its subsidiary bank, Martyn A. Pell, President of its subsidiary bank, and David D. Brown, Chief Financial Officer, respectively. Approximately 48% of the awards vest immediately, and the remaining amounts vest over three years subject to service and performance restrictions. The agreements for the named officers are substantially identical, except with regard to the date and number of shares granted, to the Restricted Stock Grant Agreement filed as Exhibit 99.1 to the Company’s Current Report on Form 8-K filed with the SEC on May 28, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST COMMUNITY  
BANCSHARES, INC.

Date: January 6, 2014 By: /s/ David D. Brown

David D. Brown  
Chief Financial Officer