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FIRST BANCSHARES INC /MS/  
Form 8-K  
February 23, 2006

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 22, 2006  
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The First Bancshares, Inc.  
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(Exact name of registrant as specified in its charter)

Mississippi

33-94288

64-0862173  
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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

6480 U.S. Hwy 98 West, Hattiesburg, MS  
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39402

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (601) 268-8998  
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N/A  
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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions

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 240.13a-4(c))

Item 8.01 Other Events

On February 22, 2006, The First Bancshares, Inc. issued a press release announcing that its Board of Directors has approved a two for one stock split of the Company's common stock effected in the form of a 100% stock dividend. The

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record date for shareholders entitled to receive additional shares is March 1, 2006, for distribution on March 15, 2006.

On February 23, 2006, The First Bancshares, Inc. issued a press release announcing that it has filed an application to list its common stock on the NASDAQ Capital Market.

Item 9.01 Exhibits

(c) Exhibits

99.1 Press Release dated February 22, 2006

99.2 Press Release dated February 23, 2006

SIGNATURES

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

The First Bancshares, Inc.  
(Registrant)

Date: February 23, 2006

/s/ David E. Johnson

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Name: David E. Johnson

Title: Chairman of the Board and CEO