

FIRST BANCSHARES INC /MS/
Form SC 13G
January 23, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

The First Bancshares, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

318916103

(CUSIP Number)

October 8, 2013

(Date of Event which Requires Filing of this Statement)

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

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

*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 on 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).

Continued on following pages

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(1) Names of reporting persons	JCSD Capital, LLC
(2) Check the appropriate box if a member of a group (see instructions)	(a)
(3) SEC use only	(b)
(4) Citizenship or place of organization	DE
Number of shares beneficially owned by each reporting person with:	
(5) Sole voting power	266,896
(6) Shared voting power	0
(7) Sole dispositive power	266,896
(8) Shared dispositive power	0
(9) Aggregate amount beneficially owned by each reporting person	266,896
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)	
(11) Percent of class represented by amount in Row (9)	5.23%
(12) Type of reporting person (see instructions)	IA

Item 1(a). Name of Issuer:

The First Bancshares, Inc. (the "Issuer").

Item 1(b). Address of the Issuer's Principal Executive Offices:

6480 U.S. Highway 98 West, Suite A

Hattiesburg, Mississippi 39402

Item 2(a). Name of Person Filing

JCSD Capital, LLC (the "Reporting Person")

Item 2(b). Address of Principal Business Office or, if None, Residence:

1676 N. California Boulevard, #630, Walnut Creek, California 94596.

Item 2(c). Citizenship:

The Reporting Person is a Delaware limited liability company.

Title of Class of Securities:

Item 2(d).

Common Stock (the “Shares”).

Item 2(e). CUSIP Number:

318916103

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Item 3. **If this statement is filed pursuant to Rule 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 (15 U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) ☒ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee
benefit plan or
endowment fund in
accordance with
§240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding
company or control
person in accordance
with §
240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings
associations as defined
in Section 3(b) of the
Federal Deposit
Insurance Act (12
U.S.C. 1813);

(i) ☐ A church plan that
is excluded from the
definition of an
investment company
under section 3(c)(14) of
the

Investment Company
Act of 1940 (15 U.S.C.
80a-3);

(j) ☐ Group, in
accordance with
§240.13d-1(b)(1)(ii)(J)

Item 4. Ownership:

**Item 4(a). Amount Beneficially
Owned:**

As of the date hereof,
the Reporting Person
may be deemed to be the
beneficial owner of
266,896 Shares.

Percent of Class:

Item 4(b). As of the date hereof,
the Reporting Person
may be deemed to be the
beneficial owner of
5.23% of the total
number of Shares
outstanding (based upon
information provided by
the Issuer on Form 10-Q
filed November 14,
2013, there were
5,107,131 Shares
outstanding as of
September 30, 2013).

**Item 4(c). Number of shares as to
which such person has:**

JCSD Capital, LLC

(i) Sole power to vote or direct the vote 266,896

(ii) Shared power to vote or to direct the vote 0

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(iii) Sole power to dispose or to direct the disposition of 266,896

(iv) Shared power to dispose or to direct the disposition of 0

Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below the Reporting Person certifies that, to the best of such person's 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 such purpose or effect.

SIGNATURES

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

Date: January 21, 2014 JCSD Capital, LLC

By: /s/ Daniel Tachiera
Daniel Tachiera
Chief Compliance Officer