



Registrant's telephone number, including area code: **(276) 326-9000**

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 240.13e-4(c))

**Item 1.01 Entry Into a Material Definitive Agreement.**

On March 3, 2016, First Community Bancshares, Inc. (the “Company”) entered into agreements with First Bank, North Carolina, pursuant to which First Community Bank (the “Bank”) is swapping a portion of its North Carolina branch network for First Bank’s Virginia branch network. Under the agreements, the Bank will acquire seven branches in southwestern Virginia with deposits totaling approximately \$150 million and sell six branches in the Winston-Salem and Mooresville areas of North Carolina with deposits totaling approximately \$130 million. Additionally, the swap will include up to \$175 million of loans. The branch exchange is intended to complement the Bank’s 2014 acquisition of seven branches from Bank of America. Subject to regulatory approval and the satisfaction of customary closing conditions, the transaction is expected to close in the third quarter of 2016.

The foregoing description of the agreements relating to this transaction does not purport to be complete and is qualified in its entirety by reference to the full text of the agreements and accompanying documents, attached as Exhibits 2.1 and 2.2 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 8.01 Other Events.**

On March 4, 2016, the Company issued a press release relating to the branch swap. A copy of the press release is attached hereto as Exhibit 99.1 and is being furnished to the Securities and Exchange Commission and shall not be deemed “filed” for any purpose.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibit is included with this report:

Exhibit No.	Exhibit Description
2.1	Purchase and Assumption Agreement dated as of March 3, 2016, between First Community Bank and First Bank
2.2	Purchase and Assumption Agreement dated as of March 3, 2016, between First Bank and First Community Bank
99.1	Press release dated March 4, 2016

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements. These forward-looking statements are based on current expectations that involve risks, uncertainties, and assumptions. Should one or more of these risks or uncertainties materialize or should underlying assumptions prove incorrect, actual results may differ materially. These risks include: changes in business or other market conditions; the timely development, production and acceptance of new products and services; the challenge of managing asset/liability levels; the management of credit risk and interest rate risk; the difficulty of keeping expense growth at modest levels while increasing revenues; and other risks detailed from time to time in the Company's Securities and Exchange Commission reports, including but not limited to the Annual Report on Form 10-K for the most recent year ended. Pursuant to the Private Securities Litigation Reform Act of 1995, the Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.

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: March 4, 2016 By: /s/ David D. Brown  
David D. Brown  
Chief Financial Officer