

# Section 1: S-4 (S-4)

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As filed with the Securities and Exchange Commission on August 23, 2019

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  
(304) 234-9000  
(Address, including zip code,  
and telephone number, including  
area code of registrant's principal executive offices)

Todd F. Clossin  
President and Chief Executive Officer  
Wesbanco, Inc.  
1 Bank Plaza  
Wheeling, West Virginia 26003  
(304) 234-9000  
(Name, address, including zip code,  
and telephone number, including  
area code, of agent for service)

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**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this registration statement becomes effective and upon completion of the merger.

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, a smaller reporting company, or emerging growth 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

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 <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price <sup>(3)</sup>	Amount of Registration Fee <sup>(4)</sup>
Common Stock, \$2.0833 par value	13,554,745	(2)	\$457,597,062	\$55,461

- (1) Reflects the estimated maximum number of shares of Wesbanco, Inc. (“Wesbanco”) common stock, \$2.0833 par value per share (“Wesbanco common stock”), to be issued in connection with the proposed merger (the “merger”) of Old Line Bancshares, Inc. (“Old Line Bancshares”) with and into Wesbanco pursuant to the Agreement and Plan of Merger, dated July 23, 2019, by and among Wesbanco, Wesbanco Bank, Inc., Old Line Bancshares and Old Line Bank (the “merger agreement”), calculated as the product of (a) 17,280,399 shares of common stock, \$0.01 par value, of Old Line Bancshares (“Old Line Bancshares common stock”), which is the estimated maximum number of shares of Old Line Bancshares common stock that may be exchanged for the merger consideration, multiplied by (b) 0.7844, the exchange ratio under the merger agreement. This amount also includes shares of Wesbanco common stock that may be issued after the merger pursuant to Old Line Bancshares stock options being assumed by Wesbanco.
- (2) Not applicable.
- (3) Pursuant to Rules 457(c) and 457(f)(1) promulgated under the Securities Act of 1933, as amended, and solely for the purpose of calculating the registration fee, the proposed aggregate maximum offering price is the product of (x) \$26.48 (the average of the high and low prices of Old Line Bancshares common stock as reported on the Nasdaq Capital Market on August 20, 2019) and (y) 17,280,399, the estimated maximum number of shares of Old Line Bancshares common stock that may be exchanged for the merger consideration.
- (4) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$121.20 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.**

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**The information in this joint proxy statement/prospectus is not complete and may be changed. Wesbanco, Inc. may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer, solicitation or sale is not permitted.**

PRELIMINARY — SUBJECT TO COMPLETION — DATED AUGUST 23, 2019



### MERGER PROPOSAL — YOUR VOTE IS VERY IMPORTANT

The board of directors of Wesbanco, Inc., or Wesbanco, and the board of directors of Old Line Bancshares, Inc., or Old Line Bancshares, have agreed to a merger of the two companies, which we refer to as the “merger,” under the terms and subject to the conditions of the Agreement and Plan of Merger, dated as of July 23, 2019, and referred to in this document as the “merger agreement,” by and among Wesbanco, Wesbanco Bank, Inc., Old Line Bancshares and Old Line Bank. At the effective time of the merger, Old Line Bancshares will merge with and into Wesbanco with Wesbanco continuing as the surviving corporation. Immediately following the merger, Old Line Bank, Old Line Bancshares’ wholly-owned bank subsidiary, will merge with and into Wesbanco Bank, Inc., Wesbanco’s wholly-owned bank subsidiary, which we refer to as the “bank merger,” with Wesbanco Bank, Inc. surviving the bank merger.

If the merger is completed, each share of common stock, \$0.01 par value per share, of Old Line Bancshares (“Old Line Bancshares common stock”) outstanding immediately prior to the effective time of the merger will be converted into the right to receive 0.7844 of a share of common stock, \$2.0833 par value per share, of Wesbanco (“Wesbanco common stock”), subject to adjustment as described in the merger agreement, which we sometimes refer to as the “merger consideration” or the “exchange ratio.” **The number of shares of Wesbanco common stock that Old Line Bancshares stockholders 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 that either the Wesbanco shareholders or the Old Line Bancshares stockholders vote on the merger.** Based on the closing price of Wesbanco’s common stock of \$37.69 on the Nasdaq Global Select Market on July 23, 2019, the last full trading day immediately prior to the public announcement of the merger agreement, the value of the per share merger consideration payable to Old Line Bancshares stockholders was \$29.56. Based on the \$[●] closing price of Wesbanco’s common stock on [●], 2019 the last practicable trading day before the date of this joint proxy statement/prospectus, the value of the per share merger consideration payable to Old Line Bancshares stockholders was \$[●]. **We urge you to obtain current market quotations for Wesbanco common stock (Nasdaq trading symbol “WSBC”) and Old Line Bancshares common stock (Nasdaq trading symbol “OLBK”).** Based on the exchange ratio and the number of shares of Old Line Bancshares common stock outstanding as of [●], 2019, the number of shares that may be issued under various equity plans of Old Line Bancshar