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# Section 1: 425 (FORM 8K ON EARNINGS CONFERENCE CALL)

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT

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

Date of Report (Date of earliest event reported): October 3, 2019



Wesbanco, Inc.

(Exact name of Registrant as Specified in Its Charter)

**West Virginia**  
(State or Other Jurisdiction  
of Incorporation)

**000-08467**

(Commission File Number)

**55-0571723**  
(IRS Employer  
Identification No.)

**1 Bank Plaza,  
Wheeling, WV**  
(Address of Principal Executive Offices)

**26003**  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (304) 234-9000

Former Name or Former Address, if Changed Since Last Report: Not Applicable

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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 (see General Instructions A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock \$2.0833 Par Value	WSBC	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

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## **Item 2.02 Results of Operations and Financial Condition**

WesBanco, Inc. issued a press release announcing that the Company's financial results for the third quarter of 2019 will be released after the market close on Wednesday, October 23, 2019. Management will also host a conference call to discuss the Company's financial results for the third quarter of 2019 on Thursday, October 24, 2019 at 2:00 p.m. ET.

The press release is attached as Exhibit 99.1 to this report.

## **Item 8.01 Other Events**

### **Additional Information about the Merger and Where to Find It**

On July 23, 2019, WesBanco and WesBanco Bank, Inc. (“WesBanco Bank”) entered into an Agreement and Plan of Merger with Old Line Bancshares, Inc. (“Old Line”) and Old Line Bank, Inc. (“Old Line Bank”), pursuant to which Old Line will be merged with and into WesBanco, with WesBanco being the surviving company (the “Merger”), and Old Line Bank will be merged with and into WesBanco Bank, with WesBanco Bank the surviving bank. In connection with the proposed merger, WesBanco filed with the Securities and Exchange Commission (“SEC”) a Registration Statement on Form S-4 which was declared effective on September 23, 2019, that includes a proxy statement of Old Line and WesBanco and a prospectus of WesBanco, as well as other relevant documents concerning the proposed transaction. **SHAREHOLDERS OF WESBANCO, STOCKHOLDERS OF OLD LINE AND OTHER INTERESTED PARTIES ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** The Proxy Statement/Prospectus dated September 23, 2019 was mailed to shareholders of WesBanco and stockholders of Old Line on or around September 25, 2019. The WesBanco shareholders meeting and the Old Line stockholders meeting are scheduled for October 29, 2019. In addition, the Registration Statement on Form S-4, which includes the Proxy Statements/Prospectus, and other related documents filed by WesBanco with the SEC, may be obtained for free at the SEC’s website at <http://www.sec.gov>, and from either WesBanco’s or Old Line’s website at <http://www.wesbanco.com> or <http://www.oldlinebank.com>, respectively.

### **Participants in the Solicitation**

WesBanco and Old Line and their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from the shareholders of WesBanco and the stockholders of Old Line in connection with the proposed merger. Information about the directors and executive officers of WesBanco is set forth in the proxy statement for WesBanco’s 2019 annual meeting of shareholders, as filed with the SEC on March 13, 2019 and as supplemented on April 5, 2019. Information about the directors and executive officers of Old Line is set forth in the proxy statement for Old Line’s 2019 annual meeting of stockholders, as filed with the SEC on April 26, 2019. Information about any other persons who may, under the rules of the SEC, be considered participants in the solicitation of WesBanco shareholders or Old Line stockholders in connection with the proposed merger will be included in the Proxy Statement/Prospectus. You can obtain free copies of these documents from the SEC, WesBanco or Old Line using the website information above. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**WESBANCO SHAREHOLDERS AND OLD LINE STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS CAREFULLY BEFORE MAKING ANY VOTING OR INVESTMENT DECISIONS WITH RESPECT TO THE PROPOSED MERGER.**

## **Item 9.01 Financial Statements and Exhibits**

- d) Exhibits – 99.1 - Press release announcing the scheduled release of third quarter 2019 earnings and conference call.

## 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 thereunto duly authorized.

WesBanco, Inc  
(Registrant)

Date: October 3, 2019

By: /s/ Robert H. Young

Robert H. Young  
Executive Vice President and  
Chief Financial Officer

[\(Back To Top\)](#)

## Section 2: EX-99.1 (PRESS RELEASE)



**FOR: WesBanco, Inc.**  
**COMPANY CONTACT:**  
**John Iannone**  
**Senior Vice President, Investor & Public**  
**(304) 905-7021**

**Relations**

### **WesBanco, Inc. to Host 2019 Third Quarter Earnings Conference Call and Webcast on Thursday, October 24**

Wheeling, WV, October 3, 2019 – WesBanco, Inc. (Nasdaq:WSBC), a diversified, multi-state bank holding company, announced today it will host a conference call at 2:00 p.m. ET on Thursday, October 24, 2019. Todd F. Clossin, President and Chief Executive Officer, and Robert H. Young, Executive Vice President and Chief Financial Officer, will review financial results for the third quarter of 2019. Results for the quarter are expected to be released after the market close on Wednesday, October 23, 2019.

Interested parties can access the live webcast of the conference call through the Investor Relations section of the Company's website, [www.wesbanco.com](http://www.wesbanco.com). Participants can also listen to the conference call by dialing 888-347-6607, 855-669-9657 for Canadian callers, or 412-902-4290 for international callers, and asking to be joined into the WesBanco call. Please log in or dial in at least 10 minutes prior to the start time to ensure a connection.

A replay of the conference call will be available by dialing 877-344-7529, 855-669-9658 for Canadian callers, or 412-317-0088 for international callers, and providing the access code of 10126803. The replay will begin at approximately 4:00 p.m. ET on October 24, and end at 12 a.m. ET on November 7. An archive of the webcast will be available for one year on the Investor Relations section of the Company's website ([www.wesbanco.com](http://www.wesbanco.com)).

#### About WesBanco, Inc.

Founded in 1870, WesBanco, Inc. ([www.wesbanco.com](http://www.wesbanco.com)) is a multi-state, bank holding company with total assets of approximately \$12.5 billion (as of June 30, 2019). WesBanco is a diversified and well-balanced financial services institution, with a community bank at its core, built upon a strong legacy of credit and risk management. WesBanco has meaningful market share across its key geographies maintained by its commitment to dedicated customer service and solid fee-based businesses. It also provides wealth management services through a century-old trust and wealth management business, with approximately \$4.5 billion of assets under management (as of June 30, 2019), and serves as registered investment advisor to a proprietary mutual fund family, the WesMark Funds. WesBanco's banking subsidiary, WesBanco Bank, Inc., operates 199 financial centers in the states of Indiana, Kentucky, Ohio, Pennsylvania, and West Virginia. In addition, WesBanco operates an insurance agency, WesBanco Insurance Services, Inc., and a full service broker/dealer, WesBanco Securities, Inc.

[\(Back To Top\)](#)