

WESBANCO INC
Form S-4/A
July 14, 2016
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As filed with the Securities and Exchange Commission on July 14, 2016

Registration No. 333-211833

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

Amendment No. 2
to
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

6021
(Primary Standard Industrial

55-0571723
(I.R.S. Employer

incorporation or organization)

Classification Code Number)

Identification No.)

Todd F. Clossin

President and Chief Executive Officer

Wesbanco, Inc.

1 Bank Plaza

1 Bank Plaza

Wheeling, West Virginia 26003

Wheeling, West Virginia 26003

(304) 234-9000

**(Address, including zip code,
and telephone number, including
area code of registrant's
principal executive offices)**

(304) 234-9000

**(Name, address, including zip
code, and telephone number, including
area code, of agent for service)**

With Copies to:

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(502) 589-5400**

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this registration statement is declared effective and all other conditions to the transactions contemplated by the Agreement and Plan of Merger, dated as of May 3, 2016, described in the enclosed Proxy Statement/Prospectus have been satisfied or waived.

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. "

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

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) ☐

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

PRELIMINARY SUBJECT TO COMPLETION DATED JULY 14, 2016

MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

The board of directors of Wesbanco, Inc., or WesBanco, and the board of directors of Your Community Bankshares, Inc., or YCB, have agreed to a merger of the two companies under the terms of the Agreement and Plan of Merger, dated May 3, 2016, and referred to in this document as the merger agreement by and between WesBanco, Wesbanco Bank, Inc., YCB and Your Community Bank. At the effective time of the merger, YCB will merge with and into WesBanco with WesBanco continuing as the surviving corporation.

If the merger contemplated by the merger agreement is completed, each share of common stock of YCB outstanding immediately prior to the effective time of the merger, will be converted into the right to receive (1) 0.964 of a share of common stock of WesBanco and (2) \$7.70 in cash, without interest. WesBanco shares will be unaffected by the merger and the merger will be tax-free to WesBanco shareholders. Shareholders of YCB generally will not recognize any gain or loss upon receipt of shares of WesBanco common stock in exchange for YCB common stock in the merger, but will recognize gain (but not loss) in an amount not to exceed any cash received as part of the merger consideration (except with respect to any cash received in lieu of fractional shares).

This proxy statement/prospectus is being distributed in connection with a special meeting of YCB shareholders. At that meeting, YCB shareholders will be asked to consider the following matters: (1) approval of the merger agreement; (2) approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger; (3) approval of the adjournment of the YCB special meeting if necessary to solicit additional proxies in favor of the approval of the merger agreement; and (4) any other business properly presented at the meeting, or any adjournments thereof.

The number of shares of WesBanco common stock that YCB shareholders will receive for the stock portion of 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 YCB shareholders vote on the merger agreement. Based on the closing price of WesBanco's common stock of \$31.80 on the NASDAQ Global Select Market on May 3, 2016, 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 YCB shareholders was \$38.36. Based on the \$31.45 closing price of WesBanco's common stock on July 11, 2016, the value of the per share merger consideration payable to YCB shareholders was \$38.02. We urge you to obtain current market quotations for WesBanco common stock (NASDAQ: trading symbol WSBC) and YCB common stock (NASDAQ: trading symbol YCB). Based on the number of (1) YCB restricted stock units (other than ones being assumed by WesBanco) and shares of YCB common stock outstanding and (2) shares of YCB common stock potentially issuable pursuant to outstanding stock options that are vested or that are expected to vest prior to completion of the merger, the maximum number of shares of WesBanco common stock issuable in the merger is expected to be approximately 5,488,721 shares.

Your vote is very important. Whether or not you plan to attend the YCB shareholders' meeting, please take the time to vote by completing and mailing the enclosed proxy card in accordance with the instructions on the proxy card. YCB shareholders may also cast their votes over the Internet or by telephone in accordance with the instructions on the proxy card. We cannot complete the merger unless YCB shareholders approve the merger agreement.

The accompanying document is a proxy statement of YCB and a prospectus of WesBanco, and provides you with information about YCB, WesBanco, the proposed merger and the special meeting of YCB shareholders. **YCB encourages you to carefully and thoughtfully read this entire document, including all its annexes, and we especially encourage you to read the section entitled Risk Factors beginning on page 24.** You also can obtain information about YCB and WesBanco from publicly available documents filed with the Securities and Exchange Commission.

After careful consideration, the YCB board of directors unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement and determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are in the best interests of YCB and its shareholders. **Accordingly, the YCB board of directors unanimously recommends that YCB shareholders vote FOR the approval of the merger agreement, FOR the approval, on a non-binding, advisory basis, of the compensation payable to the named executive officers of YCB in connection with the merger, and FOR the adjournment of the YCB special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the scheduled time of the special meeting.**

We thank you for your continued support of YCB and look forward to the successful completion of the merger.

Sincerely,

James D. Rickard

President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense. The securities WesBanco is offering through this proxy statement/prospectus are not savings or deposit accounts or other obligations of any bank or savings association, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

This document incorporates important business and financial information about WesBanco and YCB that is not included in or delivered with this document. This information is available without charge to YCB shareholders upon written or oral request at the applicable company's address and telephone number listed under the heading **Additional Information. To obtain timely delivery, YCB shareholders must request the information no later than August 10, 2016. Please see **Where You Can Find More Information About WesBanco and YCB** beginning on page 87 for instructions to request this and certain other information regarding WesBanco and YCB.**

This proxy statement/prospectus is dated [], 2016, and is first being mailed to the YCB shareholders on or about [], 2016.

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101 West Spring Street

New Albany, Indiana 47150

(812) 944-2224

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held On August 19, 2016

Notice is hereby given that a special meeting of shareholders of Your Community Bankshares, Inc. (YCB), an Indiana corporation, will be held at YCB's Main Office, 101 West Spring Street, New Albany, Indiana, on Friday, August 19, 2016 at 9:00 am Eastern Time, to consider and vote upon the following matters described in the accompanying proxy statement/prospectus:

1. Approval of the Agreement and Plan of Merger, dated as of May 3, 2016, by and between Wesbanco, Inc. (WesBanco) a West Virginia corporation, Wesbanco Bank, Inc., a West Virginia banking corporation and a wholly-owned subsidiary of WesBanco, YCB, and Your Community Bank, an Indiana state-chartered commercial bank and a wholly-owned subsidiary of YCB, which provides for, among other things, the merger of YCB with and into WesBanco.
2. Approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger.
3. Approval of the adjournment of the YCB special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the YCB special meeting to approve the proposal to approve the merger agreement.
4. To act on such other matters as may properly come before the YCB special meeting or any adjournment of the special meeting.

The merger agreement is more completely described in the accompanying proxy statement/prospectus, and a copy of the merger agreement is attached as *Annex A* to the proxy statement/prospectus. **Please review these materials carefully and consider fully the information set forth therein.**

Only holders of record of YCB common stock at the close of business on July 1, 2016 will be entitled to notice of, and to vote at, the YCB special meeting and any adjournment thereof. Approval of the merger agreement requires the affirmative vote of a majority of shares of YCB common stock entitled to vote. Approval of each of the other proposals to be voted on at the YCB special meeting requires that more votes be cast in favor of the proposal than against the proposal.

The YCB board of directors has carefully considered the terms of the merger agreement and believes that the merger is in the best interests of YCB and its shareholders. The YCB board of directors has unanimously approved the merger agreement and unanimously recommends that shareholders vote: FOR approval of the merger agreement; FOR approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger; and FOR the adjournment of the YCB special meeting if necessary to solicit additional proxies in favor of the approval of the merger agreement. In addition,

the executive officers and directors of YCB have entered into voting agreements with WesBanco in which the officer or director has agreed to vote his or her YCB shares in favor of approval of the merger agreement. See Other Material Agreements Relating to the Merger Voting Agreements.

Your vote is important. Whether or not you plan on attending the YCB special meeting, we urge you to read the proxy statement/prospectus carefully and to please vote your shares as promptly as possible. You may vote your shares by completing and sending in the enclosed proxy card, by submitting a valid proxy by Internet or telephone or by attending the YCB special meeting and voting in person. You may revoke your proxy at any time before it is voted by signing and returning a later dated proxy card with respect to the same shares, by submitting a new, valid later dated proxy by Internet or telephone, by filing a written revocation bearing a later date with the Secretary of YCB, or by attending the YCB special meeting and voting in person.

By Order of the Board of Directors,

James D. Rickard

President and Chief Executive Officer

New Albany, Indiana

[], 2016

YOUR VOTE IS VERY IMPORTANT

**TO VOTE YOUR SHARES, PLEASE COMPLETE, DATE, SIGN AND MAIL THE ENCLOSED PROXY CARD PRIOR
TO THE YCB SPECIAL MEETING, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.**

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ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates by reference important business and financial information about WesBanco and YCB that is not included in or delivered with this document. You should refer to **Where You Can Find More Information About WesBanco and YCB** beginning on page 87 for a description of the documents incorporated by reference into this proxy statement/prospectus. You can obtain documents related to WesBanco and YCB that are incorporated by reference into this document through the Securities and Exchange Commission's web site at www.sec.gov, through WesBanco's website at www.wesbanco.com and through YCB's website at www.yourcommunitybank.com. Please note that the Internet website addresses of WesBanco and YCB are provided as inactive textual references only. The information provided on the Internet websites of WesBanco and YCB, other than copies of the documents listed below that have been filed with the SEC, is not part of this proxy statement/prospectus and, therefore, is not incorporated herein by reference. You may also obtain copies of these documents, other than exhibits, unless such exhibits are specifically incorporated by reference into the information that this proxy statement/prospectus incorporates, without charge by requesting them in writing or by telephone from the appropriate company:

Wesbanco, Inc.

Your Community Bankshares, Inc.

Attn: Linda M. Woodfin, Secretary

Attn: Matthew A. Muller, Corporate Secretary

One Bank Plaza

101 West Spring St.

Wheeling, West Virginia 26003

New Albany, Indiana 47150

(304) 234-9000

(812) 981-7744

You will not be charged for any of these documents that you request. In order to receive timely delivery of the documents in advance of the YCB special meeting, you should make your request to WesBanco or YCB, as the case may be, no later than August 10, 2016, or five trading days prior to the YCB special meeting. For further information about WesBanco and YCB, please see **Where You Can Find More Information About WesBanco and YCB** beginning on page 87.

ABOUT THIS PROXY STATEMENT/PROSPECTUS

This proxy statement/prospectus serves two purposes – it is a proxy statement being used by the YCB board of directors to solicit proxies for use at the YCB special meeting, and it is also the prospectus of WesBanco regarding the issuance of WesBanco common stock to YCB shareholders if the merger is completed. This proxy statement/prospectus provides you with detailed information about the proposed merger of YCB into WesBanco. We encourage you to read this entire proxy statement/prospectus carefully. WesBanco has filed a registration statement on Form S-4 with the Securities and Exchange Commission, and this proxy statement/prospectus is the prospectus filed as part of that registration statement. This proxy statement/prospectus does not contain all of the information in the registration statement, nor does it include the exhibits to the registration statement. Please see **Where You Can Find More Information About WesBanco and YCB** beginning on page 87.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in or incorporated by reference into this proxy statement/prospectus. This proxy

statement/prospectus is dated [], 2016. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than the date hereof. You should not assume that the information contained in any document incorporated or deemed to be incorporated by reference herein is accurate as of any date other than the date of that document. Any statement contained in a document incorporated or deemed to be incorporated by reference into this proxy statement/prospectus will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference into this proxy statement/prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this proxy statement/

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prospectus. Neither the mailing of this proxy statement/prospectus to the YCB shareholders nor the taking of any actions contemplated hereby by WesBanco or YCB at any time will create any implication to the contrary.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is not lawful to make any such offer or solicitation in such jurisdiction.

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QUESTIONS AND ANSWERS

The following are some questions that you, as a shareholder of YCB, may have regarding the merger and the other matters being considered at the special shareholders' meeting and the answers to those questions. WesBanco and YCB strongly recommend that you carefully read the remainder of this document because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the shareholders' meeting. Additional important information is also contained in the annexes to, and the documents incorporated by reference into, this document.

Q: Why have I received this proxy statement/prospectus?

A: The boards of directors of WesBanco and YCB have each approved a merger agreement, entered into on May 3, 2016, providing for YCB to be acquired by WesBanco. A copy of the merger agreement is attached to this proxy statement/prospectus as *Annex A*, which we encourage you to review. In order to complete the merger, YCB shareholders must vote to approve the merger agreement.

IF YCB SHAREHOLDERS FAIL TO APPROVE THE MERGER AGREEMENT, THE MERGER CANNOT BE COMPLETED.

This document contains important information about the merger and the meeting of YCB shareholders and you should read it carefully. The enclosed voting materials allow you to vote your shares without attending the YCB special meeting.

Your vote is very important. The YCB board of directors encourages you to vote as soon as possible.

Q: What matters are to be voted on at the YCB special meeting?

A: At the YCB special meeting, holders of YCB common stock as of the close of business on July 1, 2016 (the record date) will be asked to:

1. Approve the merger agreement;
2. Approve, in a non-binding advisory vote, the compensation payable to the named executive officers of YCB in connection with the merger; and
3. Approve the adjournment of the YCB special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the YCB special meeting to approve the proposal to approve the merger agreement.

Q: What will YCB shareholders receive as a result of the merger?

A: YCB shareholders will receive the following, referred to as the merger consideration, in exchange for each share of YCB common stock upon completion of the merger:

0.964 of a share of WesBanco common stock; and

\$7.70 in cash, without interest.

Because the number of shares of WesBanco common stock that YCB shareholders will receive for the stock portion of the merger consideration is fixed, the implied value of the stock portion of the merger consideration will fluctuate as the market price of WesBanco common stock fluctuates. **As a result, the value of the merger consideration that you will receive upon completion of the merger could be greater than, less than or the same as the value of the merger consideration on the date of this proxy statement/prospectus or at the time of the YCB special meeting.** You should obtain current stock price quotations for WesBanco common stock and YCB common stock before deciding how to vote with respect

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to the approval of the merger agreement. WesBanco common stock is listed for trading on the Nasdaq Global Select Market under the symbol WSBC. YCB common stock is listed for trading on the Nasdaq Capital Market under the symbol YCB.

Q: What does the YCB board of directors recommend?

A: The YCB board of directors has unanimously determined that the merger is in the best interests of YCB and YCB's shareholders and unanimously recommends that you vote:

FOR approval of the merger agreement;

FOR approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger; and

FOR approval of the adjournment proposal.

In making this determination, our board of directors considered the factors described under Proposal No. 1 Approval of the Merger Agreement YCB's Reasons for the Merger.

Q: When and where will the special meeting of YCB shareholders be held?

A: The YCB special meeting will be held at YCB's Main Office, 101 West Spring Street, New Albany, Indiana, on Friday, August 19, 2016 at 9:00 am Eastern Time.

Q: Who can vote at the special meeting?

A: Holders of record of YCB common stock at the close of business on July 1, 2016, the record date, will be entitled to notice of and to vote at the YCB special meeting. Each of the shares of YCB common stock issued and outstanding on the record date is entitled to one vote at the YCB special meeting with regard to each of the proposals described above.

Q: When do you expect to complete the merger?

A: We anticipate that we will obtain all necessary regulatory approvals, and be able to consummate the merger, in the third or fourth quarter of 2016. However, we cannot assure you when or if the merger will occur. We must first obtain the requisite approval of YCB shareholders at the YCB special meeting, and WesBanco and YCB

must obtain the requisite regulatory approvals to complete the merger.

Q: What happens if the merger is not completed?

A: If the merger is not completed, holders of YCB common stock will not receive any consideration for their shares in connection with the merger. Instead, YCB will remain an independent public company and its common stock will continue to be listed and traded on the Nasdaq Capital Market.

Q: Why are YCB shareholders being asked to consider and vote upon a proposal to approve, in a non-binding advisory vote, the compensation payable to the named executive officers of YCB in connection with the merger?

A: Under Securities and Exchange Commission rules, YCB is required to seek a non-binding, advisory vote with respect to the compensation payable to YCB's named executive officers in connection with the merger, which is sometimes referred to as "golden parachute" compensation.

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Q: What will happen if YCB shareholders do not approve the golden parachute compensation?

A: Approval of the compensation payable to YCB's named executive officers in connection with the merger is not a condition to completion of the merger. The vote is an advisory vote and will not be binding on YCB. Therefore, if the merger agreement is approved by YCB shareholders and the merger is completed, this compensation, including amounts that YCB is contractually obligated to pay, could still be payable regardless of the outcome of the advisory vote, subject to applicable conditions.

Q: What vote of YCB shareholders is required to approve each proposal?

A: To be approved, proposal 1 (approval of the merger agreement) requires the affirmative vote of a majority of the shares of YCB common stock entitled to vote. To be approved, each of proposals 2 (advisory vote regarding golden parachute compensation) and 3 (adjournment proposal) requires that more votes be cast in favor of the proposal than are against it at the YCB special meeting.

As of the record date, there were 5,492,470 shares of YCB common stock outstanding and entitled to vote at the YCB special meeting, held by approximately 1,083 holders of record. As of the record date, the directors and executive officers of YCB controlled approximately 11.2% of the outstanding shares of YCB common stock entitled to vote at the special meeting. In addition, the executive officers and directors of YCB have entered into voting agreements with WesBanco in which each executive officer or director has agreed to vote his or her YCB shares in favor of approval of the merger agreement.

Q: How do I vote?

A: If you are a shareholder of record of YCB as of the record date, you may vote in person by attending the YCB special meeting or, to ensure your shares are represented at the YCB special meeting, you may vote by:

accessing the Internet website specified on your proxy card;

calling the toll-free number specified on your proxy card; or

signing and returning the enclosed proxy card in the postage-paid envelope provided.

If you hold your YCB shares in the name of a bank or broker, please see the discussion below.

Q: What is a quorum?

A:

In order for business to be conducted at the YCB special meeting, a quorum must be present. The quorum requirement for holding and transacting business at the YCB special meeting is that a majority of the outstanding shares of YCB common stock as of the record date be present or represented at the YCB special meeting. The shares may be present in person or represented by proxy at the YCB special meeting. Proxies received but marked as abstentions are considered to be present and entitled to vote at the meeting for the purposes of determining a quorum. If you hold shares in street name in an account with a broker, bank or other nominee, your shares will only be considered present for purposes of a quorum if you have given the broker, bank or other nominee instructions on how to vote your shares at the special meeting.

Q: Your shares are held in your broker's name (also known as street name). How do you vote those shares?

A: Copies of this proxy statement/prospectus were sent to you by your broker. The broker will request instructions from you as to how you want your shares to be voted, and the broker will vote your shares according to your instructions.

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Q: If your shares are held in street name by a broker, won't your broker vote those shares for you?

A: Not unless you provide your broker with instructions on how to vote your street name shares. Under the rules of the New York Stock Exchange which govern brokers, when the beneficial holder of shares held in street name does not provide voting instructions, brokers, banks and other nominees have the discretion to vote those shares only on certain routine matters. None of the proposals to be voted upon at the YCB special meeting are routine matters, so brokers, banks and other nominees holding shares in street name will not be permitted to exercise voting discretion on any of those proposals. Therefore, if a beneficial holder of shares of YCB common stock does not give the broker, bank or other nominee any voting instructions, the holder's shares of common stock will not be voted on those proposals and will not be considered present for purposes of a quorum. It is important that you be sure to provide your broker with instructions on how to vote your shares held in street name.

Abstentions, if any, and broker non-votes, if any, are counted as present for the purpose of determining whether a quorum is present. Once a quorum for the YCB special meeting is established, abstentions, broker non-votes, and shares that are not voted will have the effect of a vote **Against** the proposal to approve the merger agreement. Abstentions, broker non-votes, and shares that are not voted will not, however, have any effect on the outcome of the other proposals to be voted on at the YCB special meeting.

Please check the voting form used by your broker to see if it offers telephone or Internet submission of proxies.

Q: What happens if you return your signed proxy card without indicating how to vote?

A: If you return your signed proxy card without indicating how to vote on any particular proposal, the YCB shares represented by your proxy will be voted on each proposal presented at the YCB special meeting in accordance with the YCB board's recommendation on that proposal. Therefore, if you return a signed proxy card without indicating how to vote on any particular proposal, your shares of YCB common stock will be voted **FOR** approval of the merger agreement; **FOR** approval of the compensation payable to the named executive officers of YCB in connection with the merger; and **FOR** the adjournment of the YCB special meeting, if necessary, to solicit additional proxies in favor of the approval of the merger agreement.

Q: Can you change your vote after you have delivered your proxy card?

A: Yes. You may change your vote at any time before your proxy is voted at the YCB special meeting. You can do this in any of the three following ways:

by sending a written notice to the corporate secretary of YCB in time to be received before the YCB special meeting stating that you would like to revoke your proxy;

by completing, signing and dating another proxy card bearing a later date and returning it by mail in time to be received before the YCB special meeting; or you can change your vote by submitting a new, valid proxy by Internet or telephone, with a later date, in which case your later submitted proxy will be recorded and

your earlier proxy revoked; or

if you are a holder of record, by attending the YCB special meeting and voting in person.

If your shares are held in an account at a broker or bank, you should contact your broker or bank to change your vote.

Q: Will shareholders have dissenters' rights?

A: No. If you object to the merger, you may vote against approval of the merger agreement. Under applicable Indiana law, you will not be entitled to dissenters' rights.

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Q: What do you need to do now?

A: After you carefully read and consider the information contained in and incorporated by reference into this document, please respond as soon as possible by completing, signing and dating your proxy card and returning it in the enclosed postage-paid return envelope, or, by submitting your proxy or voting instructions by telephone or through the Internet, so that your shares will be represented and voted at the YCB special meeting. This will not prevent you from attending the YCB special meeting and voting in person; however in order to assist us in tabulating the votes at the YCB special meeting, we encourage you to vote by proxy even if you do plan to attend the special meeting in person.

Q: Should you send in your YCB stock certificates now?

A: No. You should not send in your YCB stock certificates until you receive transmittal materials after the merger is effective.

Q: Who will solicit and pay the cost of soliciting proxies?

A: YCB directors, officers and employees may solicit proxies by telephone, by facsimile, by mail, on the Internet or in person. They will not be paid any additional amounts for soliciting proxies but may be reimbursed for their reasonable out-of-pocket expenses that they incur. YCB may also reimburse banks, brokers and other custodians, nominees and fiduciaries representing beneficial owners of shares of YCB common stock for their expenses in forwarding soliciting materials to beneficial owners of the YCB common stock and in obtaining voting instructions from those owners.

Q: Who can help answer any other questions that you might have?

A: If you want additional copies of this document, or if you want to ask any questions about the merger, you should contact:

Your Community Bankshares, Inc.

Attn: Matthew A. Muller, Corporate Secretary

101 West Spring St.

New Albany, Indiana 47150

(812)981-7744

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SUMMARY

This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. The merger agreement is attached to this proxy statement/prospectus as Annex A. To fully understand the merger and for a more complete description of the terms of the merger, you should carefully read this entire document, including the annexes, and the documents we refer you to under the caption **Where You Can Find More Information About WesBanco and YCB** beginning on page 87. This proxy statement/prospectus, including information included or incorporated by reference in this proxy statement/prospectus, contains a number of forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the financial condition, results of operations, earnings outlook, business and prospects of WesBanco and YCB, and the potential combined company, as well as statements applicable to the period following the completion of the merger. You can find some of these statements by looking for words such as **plan, believe, expect, intend, anticipate, es** project, **potential, possible** or other similar expressions. These forward-looking statements involve certain risks and uncertainties. The ability of either WesBanco or YCB to predict results or the actual effects of our plans and strategies, particularly after the merger, is inherently uncertain. Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed in or implied by these forward-looking statements. See **Cautionary Statement Regarding Forward-Looking Statements** on page 89.

*Unless the context otherwise requires, throughout this proxy statement/prospectus, **we, us, our** or **YCB** refers to Your Community Bankshares, Inc., **WesBanco** refers to Wesbanco, Inc., and **you** refers to the holders of shares of common stock of YCB. We refer to the merger between YCB and WesBanco as the **merger**, and the Agreement and Plan of Merger dated as of May 3, 2016 between WesBanco, Wesbanco Bank, Inc. YCB and Your Community Bank as the **merger agreement**. Also, we refer to the proposed merger of Your Community Bank into Wesbanco Bank, Inc. as the **bank merger**.*

The Merger (See page 33)

We propose a merger of YCB with and into WesBanco. If the merger is consummated, WesBanco will continue as the surviving corporation. The articles of incorporation and bylaws of WesBanco will continue as the articles of incorporation and bylaws of the surviving corporation until amended or repealed in accordance with applicable law. The officers and directors of WesBanco will continue as the officers and directors of the surviving corporation, except that two current YCB directors, Gary L. Libs and Kerry M. Stemler, will be appointed to the board of directors of WesBanco.

The Companies (See pages 73 and 74)

Wesbanco, Inc.

One Bank Plaza

Wheeling, West Virginia 26003

(304) 234-9000

WesBanco, a bank holding company headquartered in Wheeling, West Virginia, offers through its various subsidiaries a full range of financial services including retail banking, corporate banking, personal and corporate trust services, brokerage services, mortgage banking and insurance. WesBanco's banking subsidiary Wesbanco Bank, Inc., operates 141 financial centers in West Virginia, Ohio and Pennsylvania. As of March 31, 2016, WesBanco had approximately

\$8.6 billion of consolidated total assets, \$6.1 billion of deposits, \$5.1 billion of loans and \$1.1 million of shareholders equity.

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Your Community Bankshares, Inc.

101 West Spring Street

New Albany, Indiana 47150

(812) 944-2224

YCB is a bank holding company headquartered in New Albany, Indiana. YCB is the holding company for Your Community Bank, an Indiana state-chartered commercial bank. Your Community Bank conducts business from 36 financial centers located in Clark, Floyd, and Scott Counties in Indiana and in Bullitt, Fayette, Hardin, Hart, Jefferson, Meade, and Nelson Counties in Kentucky. As of March 31, 2016, YCB had approximately \$1.6 billion of total assets, \$1.2 billion of total deposits, \$1.0 billion of loans and \$133 million of shareholders' equity.

What YCB Shareholders Will Receive in the Merger (See page 33)

If the merger is completed, for each share of YCB common stock that you own you will receive, (i) 0.964 of a share of WesBanco common stock and (ii) \$7.70 in cash, without interest, subject to possible adjustment in accordance with the terms of the merger agreement as discussed below. Collectively, we refer to the 0.964 of a share of WesBanco common stock and the \$7.70 in cash to be received as the merger consideration. Instead of fractional shares of WesBanco, YCB shareholders will receive a check for any fractional shares based on the average closing price of WesBanco common stock during a specified period before the effective time of the merger.

The exchange ratio is subject to adjustment if WesBanco completes certain corporate transactions, such as a reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other like changes in WesBanco's capitalization.

YCB's Reasons for the Merger and Recommendation to Shareholders (See page 39)

The YCB board of directors has unanimously determined that the merger agreement and the merger are in the best interests of YCB and its shareholders, **and accordingly unanimously approved the merger agreement and recommends that YCB shareholders vote FOR the approval of the merger agreement.**

In determining whether to approve the merger agreement and recommend approval of the merger agreement to the YCB shareholders, YCB's board considered the factors described under Proposal No. 1 Approval of the Merger Agreement YCB's Reasons for the Merger.

Opinion of YCB's Financial Advisor (See page 40)

In connection with the merger, YCB's financial advisor, Keefe, Bruyette & Woods, Inc. (KBW), delivered to the YCB board of directors a written opinion dated May 2, 2016 to the effect that, as of such date and subject to the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW as set forth in its opinion, the merger consideration to be received by the holders of shares of YCB common stock in the proposed merger was fair, from a financial point of view, to the holders of YCB common stock. The full text of the opinion, which describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in preparing the opinion, is attached as Annex B to this proxy statement/prospectus. The opinion was for the information of, and was directed to, the YCB board (in its capacity as such) in connection with its consideration of the financial terms of the merger. The opinion did not address the

underlying business decision of YCB to engage in the merger or enter into the merger agreement, nor does it constitute a recommendation to the YCB board in connection with the merger or a recommendation to any holder of YCB common stock or any shareholder of any other entity as to how to vote in connection with the merger or any other matter.

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Treatment of YCB Stock Options (See page 36)

The merger agreement provides that upon completion of the merger, each option to purchase shares of YCB common stock then outstanding, whether or not then exercisable, will be cancelled in exchange for the right to receive an amount in cash, without interest, equal to the product of (i) the aggregate number of shares of YCB common stock subject to such stock option, multiplied by (ii) the excess, if any, of \$38.50 over the per share exercise price of such YCB stock option. The cash payment will be subject to applicable tax withholding. YCB has agreed to take the action necessary to implement the provisions of the merger agreement relating to the cancellation of outstanding options to purchase shares of YCB common stock in the merger in exchange for cash.

Treatment of YCB Restricted Stock Units (See page 36)

Except for certain restricted stock units held by James D. Rickard, Paul A. Chrisco and Kevin J. Cecil, at or prior to the effective time of the merger, each outstanding YCB restricted stock unit will vest in full and will be converted into the right to receive the merger consideration. Certain unvested restricted stock unit awards previously issued by YCB to James D. Rickard, Paul A. Chrisco and Kevin J. Cecil will be converted into WesBanco restricted stock units under the terms of the merger agreement.

Special Meeting (See page 30)

A special meeting of YCB's shareholders will be held at YCB's Main Office, 101 West Spring Street, New Albany, Indiana, on Friday, August 19, 2016 at 9:00 am Eastern Time. At the YCB special meeting, YCB shareholders will be asked to: (i) approve the merger agreement; (ii) approve, in a non-binding advisory vote, the compensation payable to the named executive officers of YCB in connection with the merger; and (iii) approve an adjournment of the YCB special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the time of the YCB special meeting.

Record Date; Voting Power (See pages 30 and 31)

You may vote at the special meeting only if you owned shares of YCB common stock at the close of business on July 1, 2016, referred to as the record date. On the record date, there were 5,492,470 shares of YCB common stock outstanding. You may cast one vote for each share of YCB common stock you owned on the record date. You can vote your shares by telephone, the Internet or by returning the enclosed proxy by mail, or you may vote in person by appearing at the YCB special meeting. You can change your vote by submitting a later-dated proxy by telephone, the Internet or by mail, provided that it must be received prior to the YCB special meeting. You can also change your vote by attending the YCB special meeting and voting in person.

Vote Required (See pages 30 and 31)

Merger Agreement Proposal. The affirmative vote of a majority of the shares of YCB common stock entitled to vote is required to approve the merger agreement. Abstentions, broker non-votes, and unvoted shares will have the effect of a vote **Against** the proposal to approve the merger agreement.

Advisory Vote on Golden Parachute Compensation and Adjournment Proposal. To approve (i) the compensation payable to the named executive officers of YCB in connection with the merger in a non-binding advisory vote, and (ii) the adjournment of the YCB special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the time of the YCB special meeting, more votes must be cast in favor of each proposal than are cast against each proposal. Abstentions, broker non-votes, and unvoted shares will have no

effect on the outcome of either of these proposals.

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Voting Agreements (See page 72)

As of the record date, the directors and executive officers of YCB controlled 615,986 shares of YCB common stock, or approximately 11.2% of the outstanding shares of YCB common stock entitled to vote at the YCB special meeting.

In connection with the merger agreement, WesBanco entered into voting agreements with all of YCB's directors and executive officers, who are George M. Ballard, R. Wayne Estopinal, James E. Geisler, Phillip J. Keller, Gerald T. Koetter, Gary L. Libs, James D. Rickard, Kerry M. Stemler, Steven R. Stemler, Michael K. Bauer, Scott P. Carr, Paul A. Chrisco, J. Robert McIlvoy, Kevin J. Cecil, Bill D. Wright, Maury Young and Lisa B. Morley. In the voting agreements, each of these shareholders has generally agreed to vote all of the shares of YCB common stock he or she controls to approve the merger agreement.

Quorum; Abstentions and Broker Non-Votes (See pages 30 and 31)

A quorum must be present to transact business at the YCB special meeting. If you submit a properly executed proxy card, even if you abstain from voting, your shares will be counted for purposes of calculating whether a quorum is present at the special meeting. A quorum at the YCB special meeting requires the presence, whether in person or by proxy, of a majority of the outstanding shares of YCB common stock as of the record date.

An abstention occurs when a shareholder attends a meeting, either in person or by proxy, but abstains from voting. A broker non-vote can occur only if the beneficial owner gives the record holder instructions to vote on at least one, but less than all, of the proposals to be voted upon at the special meeting. None of the proposals to be voted upon at the YCB special meeting are routine matters, and brokers, banks and other nominees holding shares in street name will not be permitted to vote on any proposal without instructions from the beneficial holder with respect to that specific proposal. If a beneficial holder of shares of YCB common stock does not give the broker, bank or other nominee any voting instructions, the holder's shares of common stock will not be voted on any proposal and will not be considered present for purposes of a quorum.

At the YCB special meeting, abstentions and broker non-votes will be counted in determining whether a quorum is present. Abstentions, broker non-votes, and unvoted shares will have the effect of a vote **Against** the proposal to approve the merger agreement. Abstentions, broker non-votes, and unvoted shares will have no effect on the outcome of either the advisory vote on golden parachute compensation proposal or the adjournment proposal. If no instruction as to how to vote is given (including no instruction to abstain) in an executed, duly returned and not revoked proxy, the proxy will be voted **For** (i) approval of the merger agreement, (ii) approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of YCB in connection with the merger; and (iii) approval of the adjournment of the YCB special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the time of the YCB special meeting.

No Dissenters' Rights (See page 58)

Under Indiana law, holders of YCB common stock will not be entitled to dissenters' rights. Therefore, if you own shares of YCB common stock on the record date but you are against the merger, you may vote against approval of the merger agreement but you may not exercise dissenters' rights for your YCB shares.

Shares to be Issued by WesBanco in the Merger; Ownership of WesBanco after the Merger

WesBanco will issue a maximum of approximately 5,488,721 shares of its common stock to YCB shareholders in connection with the merger, based on the number of (1) unrestricted shares of YCB common

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stock and restricted stock units (other than ones being assumed by WesBanco) outstanding on the record date and (2) shares of YCB common stock potentially issuable pursuant to outstanding stock options, assuming no adjustment to the exchange ratio is made. Assuming that WesBanco issues that maximum number of shares, those shares would constitute approximately 12.5% of the outstanding stock of WesBanco after the merger, based on the number of shares of WesBanco common stock outstanding on April 29, 2016. The WesBanco shares to be issued in the merger will be listed for trading on the Nasdaq Global Select Market under the symbol WSBC.

Material U.S. Federal Income Tax Consequences (See page 58)

It is a condition to the completion of the merger, unless waived by the parties in writing, that each of WesBanco and YCB receives a legal opinion from their respective tax counsel to the effect that the merger will be treated as a reorganization for United States federal income tax purposes within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). Accordingly, we expect the merger generally to be tax-free to YCB shareholders for United States federal income tax purposes with respect to the shares of WesBanco common stock that they receive pursuant to the merger. A YCB shareholder generally will recognize gain, but not loss, in an amount equal to the lesser of (1) the amount of cash received pursuant to the merger (excluding any cash received in lieu of a fractional share) and (2) the amount of gain realized (*i.e.*, the excess, if any, of the sum of the cash received and the fair market value of the WesBanco common stock received pursuant to the merger over that holder's adjusted tax basis in its shares of YCB common stock surrendered). Cash received in lieu of a fractional share will be subject to taxation as described under the caption Proposal No. 1 Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger Cash Received in Lieu of a Fractional Share of WesBanco Common Stock.

You should read the summary under the caption Proposal No. 1 Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger beginning on page 58 for a more complete discussion of the U.S. federal income tax consequences of the merger. You should also consult your own tax advisor concerning all U.S. federal, state, local and foreign tax consequences of the merger that may apply to you.

Certain Differences in the Rights of Shareholders (See page 75)

YCB is an Indiana corporation governed by Indiana law, and WesBanco is a West Virginia corporation governed by West Virginia law. Once the merger occurs, YCB shareholders will become shareholders of WesBanco and their rights will be governed by West Virginia law and WesBanco's corporate governing documents rather than Indiana law and YCB's governing documents. Because of the differences between the laws of the State of Indiana and the State of West Virginia and the respective corporate governing documents of YCB and WesBanco, YCB's shareholders' rights as shareholders will change as a result of the merger. These include, among other things, differences in shareholders' rights related to notice and adjournment of shareholder meetings, the calling of special meetings of shareholders, dissenters' rights, the number and term of directors, nomination of directors, removal of directors and filling vacancies on the board of directors, cumulative voting, indemnification of officers and directors, amendment of articles of incorporation and bylaws, and statutory provisions affecting control share acquisitions and business combinations.

Conditions to the Merger (See page 67)

Completion of the merger is subject to the satisfaction or waiver of the conditions specified in the merger agreement, including, among others, those listed below:

the approval of the merger agreement by the shareholders of YCB;

the absence of a law or injunction prohibiting the merger;

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receipt by WesBanco and YCB of all necessary approvals of governmental and regulatory authorities;

the receipt of an opinion from each party's tax counsel, dated as of the closing date of the merger, to the effect that for federal income tax purposes the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code;

the shares of WesBanco common stock to be issued in exchange for the shares of YCB common stock must have been approved for listing on the Nasdaq Global Select Market; and

the aggregate amount of certain YCB loans being below a maximum amount agreed to by WesBanco and YCB in the merger agreement.

Termination of the Merger Agreement (See page 68)

The parties can agree to terminate the merger agreement at any time prior to completion of the merger, and either WesBanco or YCB can terminate the merger agreement if, among other reasons, any of the following occurs:

the merger agreement is not approved by the YCB shareholders;

the merger is not completed by March 31, 2017;

a court or other governmental authority permanently prohibits the merger; or

the other party breaches or materially fails to comply with any of its representations, warranties or obligations under the merger agreement.

YCB will also have the right to terminate the merger agreement if the average closing price of WesBanco common stock during a specified period before the effective time of the merger is less than \$25.57 and WesBanco common stock underperforms the Nasdaq Bank Index by more than 20%. Subject to certain conditions, YCB may also terminate the merger agreement in order to enter into an agreement with respect to an unsolicited proposal that if consummated would be reasonably likely to result in a transaction more favorable to YCB's shareholders from a financial point of view, provided that YCB pays the termination fee described below upon entering into such an agreement.

Termination Fee (See page 70)

The merger agreement provides that if the merger agreement is terminated under certain circumstances, described more fully beginning on page 70, YCB will be required to pay a termination fee of \$7,525,000 to WesBanco.

We May Amend the Terms of the Merger and Waive Rights Under the Merger Agreement (See page 71)

We may jointly amend the terms of the merger agreement, and either party may waive its right to require the other party to adhere to any of those terms, to the extent legally permissible. However, after the approval of the merger agreement by the YCB shareholders, there may not be, without further approval of YCB's shareholders, any amendment of the merger agreement that requires such further approval under applicable law or would alter the amount or kind of the WesBanco common stock portion of the merger consideration to be received by YCB shareholders.

Effective Date of the Merger

We expect the merger to be completed as soon as practicable after all regulatory approvals and shareholder approvals have been received. We expect this to occur during the third or fourth quarter of 2016.

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Regulatory Approvals (See page 56)

In addition to the approval of the YCB shareholders, the merger is subject to the approval of the Federal Deposit Insurance Corporation, Board of Governors of the Federal Reserve System (unless a waiver is granted), the West Virginia Division of Financial Institutions, and the Indiana Department of Financial Institutions. These governmental authorities may impose conditions for granting approval of the merger. Neither WesBanco nor YCB can offer any assurance that all necessary approvals will be obtained or the date when any such approvals will be obtained.

Interests of Certain Persons in the Merger (See page 52)

The directors and executive officers of YCB have financial and other interests in the merger that differ from, or are in addition to, their interests as shareholders of YCB. These interests include, but are not limited to:

the continued indemnification of current and former directors and executive officers under the merger agreement and providing these individuals with directors and officers insurance for six years after the merger;

the receipt of payments by the executive officers of YCB pursuant to employment or change in control severance agreements with YCB;

the continuation of certain benefits for certain officers and directors of YCB;

the accelerated vesting of most unvested restricted stock unit awards upon completion of the merger;

the receipt of cash payments upon completion of the merger as a result of cancellation of all outstanding stock options, whether or not then exercisable;

the appointment of two current YCB directors, Gary L. Libs and Kerry M. Stemler, to the board of directors of WesBanco and WesBanco Bank upon completion of the merger;

the appointment of each member of YCB's board of directors to an advisory board for the Indiana and Kentucky markets of WesBanco Bank to be created upon completion of the merger;

concurrently with the execution of the merger agreement, WesBanco and YCB entered into employment agreement amendments with each of James D. Rickard, Paul A. Chrisco, Kevin J. Cecil, Michael K. Bauer and Bill D. Wright, pursuant to which these executive officers will receive certain payments upon completion of the merger and will be bound to non-compete, non-disparagement and non-solicitation covenants and subject to certain potential claw backs after the merger is completed;

the creation of a retention bonus pool for the purpose of retaining the services of certain key employees of YCB; and

grants of WesBanco restricted stock to certain key employees of YCB, effective upon completion of the merger, which would cliff vest after three years, for the purpose of retaining those key employees of YCB as WesBanco employees after the merger.

The YCB board of directors knew about these additional interests, and considered them when the board approved and approved the merger agreement. See Proposal No. 1 Approval of the Merger Agreement Interests of Certain Persons in the Merger beginning on page 52 for more detailed information about these interests.

Ownership of Common Stock by Directors, Executive Officers and Affiliates (See page 31)

As of the record date, the directors, executive officers and affiliates of YCB owned or controlled the vote of 615,986 shares of YCB common stock constituting approximately 11.2% of the outstanding shares of YCB

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common stock. In addition, YCB's directors and executive officers have entered into voting agreements with WesBanco in which each executive officer or director has agreed to vote his or her YCB shares to approve the merger. See Other Material Agreements Relating to the Merger Voting Agreements.

Advisory (Non-binding) Vote on Golden Parachute Compensation (See page 85)

In accordance with Securities and Exchange Commission (SEC) rules, YCB shareholders will vote on a proposal to approve on an advisory (non-binding) basis, certain payments that will or may be made to YCB's named executive officers in connection with the merger. These payments are reported in the Summary of Golden Parachute Arrangements table on page 55 and the associated narrative discussion.

Adjournment Proposal (See page 86)

YCB shareholders are being asked to approve a proposal to grant YCB's board of directors discretionary authority to adjourn the YCB special meeting, if necessary, to solicit additional proxies in favor of the merger proposal if a quorum is present at the YCB special meeting but there are insufficient votes to approve the merger agreement.

Recommendation of the YCB Board of Directors (See page 32)

The YCB board of directors determined that the merger is in the best interests of YCB shareholders. Accordingly, it has unanimously recommended that YCB shareholders vote **FOR** the proposal to approve the merger agreement. See Proposal No. 1 Approval of the Merger Agreement Background of the Merger at page 36. In addition the YCB board of directors unanimously recommends that YCB shareholders vote **FOR** the proposal to approve, in a non-binding, advisory vote, the compensation payable to the named executive officers of YCB in connection with the merger, and **FOR** the proposal to adjourn the YCB special meeting if necessary to solicit additional proxies in favor of the approval of the merger agreement.

Table of Contents**SHARE INFORMATION AND MARKET PRICES**

The following table presents the closing market prices for WesBanco and YCB common stock on May 3, 2016 and July 11, 2016, respectively. May 3, 2016 was the last full trading day prior to the public announcement of the signing of the merger agreement. July 11, 2016 was the last full trading day prior to the date of this proxy statement/prospectus for which it was practicable to obtain this information for WesBanco and YCB. This table also shows the merger consideration equivalent proposed for each share of YCB common stock, which was calculated by multiplying the closing price of WesBanco common stock on those dates by the exchange ratio of 0.964 and adding the cash consideration of \$7.70 per share.

	WesBanco	YCB	YCB Merger Consideration Equivalent
May 3, 2016	\$ 31.80	\$ 33.75	\$ 38.36
July 11, 2016	\$ 31.45	\$ 37.57	\$ 38.02

WesBanco common stock trades on the Nasdaq Global Select Market under the trading symbol WSBC. YCB common stock trades on the Nasdaq Capital Market under the trading symbol YCB. The market prices of shares of WesBanco common stock and YCB common stock fluctuate from day to day. As a result, you should obtain current market quotations to evaluate the merger. These quotations are available from stockbrokers, in major newspapers such as The Wall Street Journal, and on the Internet. The market price of the WesBanco common stock at the effective time of the merger or at the time shareholders of YCB receive their shares of WesBanco common stock may be higher or lower than the market price at the time the merger agreement was executed, at the date of mailing of this proxy statement/prospectus or at the time of the YCB special meeting.

The following table shows, for the periods indicated, the high and low sales prices for WesBanco common stock and YCB common stock as reported by the Nasdaq Global Select Market and Nasdaq Capital Market, respectively, and the cash dividends declared per share.

	WesBanco Common Stock			YCB Common Stock		
	High	Low	Dividend	High	Low	Dividend
2014						
January-March	\$ 32.38	\$ 26.77	\$ 0.22	\$ 23.34	\$ 19.11	\$ 0.12
April-June	32.49	28.27	0.22	28.72	21.51	0.12
July-September	32.11	28.87	0.22	26.99	25.65	0.12
October-December	35.70	29.71	0.22	28.00	26.23	0.12
2015						
January-March	35.08	30.11	0.23	27.95	26.60	0.12
April-June	35.39	30.75	0.23	28.50	26.86	0.12
July-September	36.11	29.26	0.23	30.20	27.05	0.12
October-December	34.32	29.49	0.23	32.18	28.25	0.12
2016						
January-March	30.36	26.93	0.24	33.92	29.96	0.12
April-June	33.47	28.89	0.24	38.51	30.90	0.12

July 1-July 11

31.50

29.78

38.10

36.17

Holders of WesBanco common stock are entitled to receive dividends when, as and if declared by WesBanco's board of directors out of funds legally available for dividends. Historically, WesBanco has paid quarterly cash dividends on its common stock, and its board of directors presently intends to continue to pay regular quarterly cash dividends. WesBanco's ability to pay dividends to its shareholders in the future will depend on its earnings and financial condition, liquidity and capital requirements, the general economic and regulatory climate, its ability to service any equity or debt obligations senior to its common stock, including its outstanding trust preferred securities and accompanying junior subordinated debentures, and other factors

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deemed relevant by its board of directors. In order to pay dividends to shareholders, WesBanco must receive cash dividends from WesBanco Bank. As a result, WesBanco's ability to pay future dividends will depend upon the earnings of WesBanco Bank, its financial condition and its need for funds. A discussion of the restrictions on WesBanco's dividend payments is included in WesBanco's Annual Report on Form 10-K for the fiscal year ended December 31, 2015. See [Where You Can Find More Information About WesBanco and YCB](#).

As of the record date, YCB had approximately 1,083 shareholders of record. Certain shares of YCB are held in nominee or street name and accordingly, the number of beneficial owners of such shares is not known or included in the foregoing number. Holders of YCB common stock are entitled to receive dividends when, as and if declared by the YCB board of directors out of funds legally available for dividends. A discussion of the restrictions on YCB's dividend payments is included in YCB's Annual Report on Form 10-K for the fiscal year ended December 31, 2015. See [Where You Can Find More Information About WesBanco and YCB](#).

Table of Contents**SELECTED HISTORICAL FINANCIAL DATA OF WESBANCO**

The following table sets forth certain historical financial data concerning WesBanco as of or for the three months ended March 31, 2016 and 2015 and as of or for each of the five fiscal years ended December 31, 2015, which is derived from WesBanco's consolidated financial statements. The following information is only a summary, and you should read this information in conjunction with WesBanco's audited consolidated financial statements and related notes included in WesBanco's Annual Report on Form 10-K for the year ended December 31, 2015, and unaudited interim consolidated financial statements included in WesBanco's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2016 and 2015, which have been filed with the SEC and are incorporated by reference into this document and from which this information is derived. See [Where You Can Find More Information About WesBanco and YCB](#) beginning on page 87.

<i>Dollars in thousands, except per share amounts)</i>	As of or for the Three Months Ended March 31,			As of or for the years ended December 31,			
	2016 (Unaudited)	2015	2015	2014	2013	2012	2011
Summary Statements of							
Income							
Net interest income	\$ 59,842	\$ 54,955	\$ 236,987	\$ 193,228	\$ 185,487	\$ 168,351	\$ 169,365
Provision for credit losses	2,324	1,289	8,353	6,405	9,086	19,874	35,311
Other income	19,393	18,190	74,466	68,504	69,285	64,775	59,888
Other expense	45,343	53,441	193,923	161,633	160,998	150,120	140,295
Income tax provision	8,694	4,528	28,415	23,720	20,763	13,588	9,838
Net income available to common shareholders	22,874	13,887	80,762	69,974	63,925	49,544	43,809
Per Share Information							
Earnings							
Basic per common share	0.60	0.40	2.15	2.39	2.18	1.84	1.65
Diluted per common share	0.60	0.40	2.15	2.39	2.18	1.84	1.65
Dividends per common share	0.24	0.23	0.92	0.88	0.78	0.70	0.62
Book value per common share	29.87	28.38	29.18	26.90	25.59	24.45	23.80
Tangible common book value per share (1)	17.17	15.67	16.51	16.09	14.68	13.48	13.29
Selected Ratios							
Return on average assets	1.08%	0.75%	0.99%	1.12%	1.05%	0.88%	0.81%
Return on average equity	8.07%	5.89%	7.62%	8.97%	8.72%	7.54%	7.01%
Allowance for loan losses to total loans	0.83%	0.91%	0.82%	1.09%	1.22%	1.43%	1.69%
Allowance for loan losses to total non-performing loans	0.98x	0.75x	0.93x	0.88x	0.92x	0.83x	0.63x
Shareholders' equity to total assets	13.37%	13.26%	13.25%	12.52%	12.15%	11.75%	11.45%
Tangible common equity to tangible assets (1)	8.15%	7.78%	7.95%	7.88%	7.35%	6.84%	6.73%
Debt to capital leverage ratio	9.46%	10.62%	9.38%	9.88%	9.27%	9.34%	8.71%

er 1 capital to risk-weighted							
sets	13.30%	14.09%	13.35%	13.76%	13.06%	12.82%	12.68%
total capital to risk-weighted							
sets	14.06%	14.92%	14.11%	14.81%	14.19%	14.07%	13.93%
common equity tier 1 capital							
ratio (CET 1)	11.58%	11.49%	11.66%	N/A	N/A	N/A	N/A

Selected Balance Sheet

Information							
assets	\$ 8,569,381	\$ 8,233,279	\$ 8,470,298	\$ 6,296,565	\$ 6,144,773	\$ 6,078,717	\$ 5,536,030
securities	2,385,687	2,398,189	2,422,450	1,511,094	1,532,906	1,623,753	1,609,265
net portfolio loans	5,093,860	4,829,548	5,024,132	4,042,112	3,847,549	3,635,063	3,184,558
deposits	6,142,892	6,416,202	6,066,299	5,048,983	5,062,530	4,944,284	4,393,866
shareholders' equity	1,145,910	1,091,384	1,122,132	788,190	746,595	714,184	633,790

(1) See Non-GAAP Financial Measures for additional information relating to the calculation of this ratio.

N/A Not applicable

Table of Contents**SELECTED HISTORICAL FINANCIAL DATA OF YCB**

The following table sets forth certain historical financial data concerning YCB as of or for the three months ended March 31, 2016 and 2015 and as of or for each of the five fiscal years ended December 31, 2015, which is derived from YCB's consolidated financial statements. The following information is only a summary, and you should read this information in conjunction with YCB's audited consolidated financial statements and related notes included in YCB's Annual Report on Form 10-K for the year ended December 31, 2015, and unaudited interim consolidated financial statements included in YCB's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2016 and 2015, which have been filed with the SEC and are incorporated by reference into this document and from which this information is derived. See "Where You Can Find More Information About WesBanco and YCB" beginning on page 87.

<i>Amounts in thousands, except per share amounts</i>	As of or for the Three Months Ended March 31,		As of or for the fiscal years ended December 31,				
	2016	2015	2015	2014	2013	2012	2011
Summary Statements of Income							
Interest income	\$ 12,996	\$ 13,484	\$ 54,685	\$ 32,333	\$ 31,026	\$ 28,796	\$ 28,277
Provision for credit losses		106	2,591	1,275	3,410	4,101	4,399
Other income	2,564	2,412	11,379	6,445	8,684	8,423	8,488
Other expense	11,236	17,924	52,935	26,489	26,071	23,748	22,866
Income tax provision (benefit)	629	(1,198)	134	2,001	1,562	1,685	2,099
Preferred stock dividends		110	420	439	802	764	1,377
Income available to common shareholders	3,695	(1,046)	9,984	8,574	7,865	6,921	6,033
Share Information							
Earnings							
Earnings per common share	0.68	(0.19)	1.85	2.49	2.32	2.06	1.85
Adjusted earnings per common share	0.67	(0.19)	1.82	2.46	2.32	2.06	1.77
Dividends per common share	0.12	0.12	0.48	0.48	0.43	0.40	0.40
Book value per common share	24.37	21.81	23.41	20.75	17.77	17.34	15.44
Adjusted book value per common share (1)	22.60	19.78	21.57	20.55	17.48	17.15	15.22
Selected Ratios							
Return on average assets	0.95%	(0.23%)	0.65%	1.04%	1.04%	0.95%	0.95%
Return on average equity	11.34%	(2.57%)	7.03%	9.54%	10.03%	9.13%	10.55%
Provision for loan losses to total loans	0.59%	0.71%	0.67%	1.07%	1.43%	1.92%	2.00%
Provision for loan losses to total non-performing loans	2.41x	0.41x	1.71x	0.86x	1.03x	1.01x	0.65x
Common shareholders' equity to total assets	8.57%	8.96%	8.17%	11.20%	10.43%	10.55%	9.95%
Adjusted common equity to tangible assets (1)	8.00%	6.60%	7.58%	7.98%	7.02%	7.06%	6.33%
11 leverage ratio	9.50%	7.70%	9.20%	13.00%	12.50%	12.20%	11.70%
11 capital to risk-weighted assets	12.20%	11.50%	12.60%	17.70%	17.20%	17.90%	16.30%
11 capital to risk-weighted assets	14.80%	15.00%	15.40%	18.70%	18.50%	19.10%	17.50%

Common equity tier 1 capital ratio

T 1) 9.70% 9.20% 10.10% N/A N/A N/A N/A

Selected Balance Sheet Information

Assets	\$ 1,550,467	\$ 1,622,355	\$ 1,556,015	\$ 888,746	\$ 846,735	\$ 819,500	\$ 797,350
Liabilities	348,068	385,498	378,978	202,177	195,327	251,205	198,740
Portfolio loans	1,041,320	998,295	1,009,463	597,110	552,926	456,827	489,740
Deposits	1,237,964	1,337,723	1,262,064	650,944	643,625	624,667	581,350
Shareholders' equity	132,917	145,272	127,086	99,548	88,339	86,442	79,480

(1) See Non-GAAP Financial Measures for additional information relating to the calculation of this ratio.

N/A Not applicable

Table of Contents**NON-GAAP FINANCIAL MEASURES**

The following non-GAAP financial measures used by WesBanco and YCB provide information useful to investors in understanding operating performance and trends, and facilitate comparisons with the performance of peers. The following tables summarize the non-GAAP financial measures derived from amounts reported in WesBanco and YCB's financial statements.

WesBanco, Inc.

<i>Admitted, dollars in thousands, except per share amounts)</i>	March 31,		December 31,				
	2016	2015	2015	2014	2013	2012	2011
Available common book value per share:							
Shareholders' equity	\$ 1,145,910	\$ 1,091,384	\$ 1,122,132	\$ 788,190	\$ 746,595	\$ 714,814	\$ 633,785
Goodwill and other intangible assets net of deferred tax liability	(487,267)	(488,911)	(487,270)	(316,914)	(318,161)	(320,399)	(279,914)
Available common equity	658,643	602,473	634,862	471,276	428,434	393,785	353,871
Common shares outstanding	38,362,534	38,449,812	38,459,635	29,298,188	29,175,236	29,214,660	26,629,312
Available common book value per share	\$ 17.17	\$ 15.67	\$ 16.51	\$ 16.09	\$ 14.68	\$ 13.48	\$ 13.28
Available common equity to total assets:							
Shareholders' equity	\$ 1,145,910	\$ 1,091,384	\$ 1,122,132	\$ 788,190	\$ 746,595	\$ 714,184	\$ 633,785
Goodwill and other intangible assets net of deferred tax liability	(487,267)	(488,911)	(487,270)	(316,914)	(318,161)	(320,399)	(279,914)
Available common equity	658,643	602,473	634,862	471,276	428,434	393,785	353,871
Total assets	8,569,381	8,233,279	8,470,298	6,296,565	6,144,773	6,078,717	5,536,000
Goodwill and other intangible assets net of deferred tax liability	(487,267)	(488,911)	(487,270)	(316,914)	(318,161)	(320,399)	(279,914)
Available assets	8,082,114	7,744,368	7,983,028	5,979,651	5,826,612	5,758,318	5,256,086
Available common equity to total assets	8.15%	7.78%	7.95%	7.88%	7.35%	6.84%	6.39%

Table of Contents**Your Community Bankshares, Inc.**

<i>(unaudited, dollars in thousands, except per share amounts)</i>	March 31,		December 31,				
	2016	2015	2015	2014	2013	2012	2011
Tangible common book value per share:							
Total common shareholders equity	\$ 132,917	\$ 117,272	\$ 127,086	\$ 71,548	\$ 60,339	\$ 58,442	\$ 51,485
Less: goodwill and other intangible assets	(9,661)	(10,896)	(9,960)	(682)	(1,004)	(638)	(865)
Tangible common equity	123,256	106,376	117,126	70,866	59,335	57,804	50,620
Common shares outstanding	5,453,271	5,378,037	5,429,766	3,447,826	3,394,657	3,371,131	3,327,484
Tangible common book value per share	\$ 22.60	\$ 19.78	\$ 21.57	\$ 20.55	\$ 17.48	\$ 17.15	\$ 15.21
Tangible common equity to tangible assets:							
Total common shareholders equity	\$ 132,917	\$ 117,272	\$ 127,086	\$ 71,548	\$ 60,339	\$ 58,442	\$ 51,485
Less: goodwill and other intangible assets	(9,661)	(10,896)	(9,960)	(682)	(1,004)	(638)	(865)
Tangible common equity	123,256	106,376	117,126	70,866	59,335	57,804	50,620
Total assets	1,550,467	1,622,355	1,556,015	888,746	846,735	819,500	797,354
Less: goodwill and other intangible assets	(9,661)	(10,896)	(9,960)	(682)	(1,004)	(638)	(865)
Tangible assets	1,540,806	1,611,459	1,546,055	888,064	845,731	818,862	796,489
Tangible common equity to tangible assets	8.00%	6.60%	7.58%	7.98%	7.02%	7.06%	6.36%

Pro forma Combined⁽¹⁾

<i>(unaudited, dollars in thousands, except per share amounts)</i>	March 31, 2016	December 31, 2015
Tangible common book value per share:		
Total common shareholders equity	\$ 1,322,333	\$ 1,296,351
Less: goodwill and other intangible assets net of deferred tax liability	(591,177)	(591,180)
Tangible common equity	731,156	705,171

Common shares outstanding	43,789,147	43,789,147
Tangible common book value per share	\$ 16.70	\$ 16.10

(1) See Comparative Per Share Data for additional information relating to the calculation of this ratio.

Table of Contents**COMPARATIVE PER SHARE DATA****(Unaudited)**

The following tables set forth the basic earnings, diluted earnings, cash dividends and book value per common share data for WesBanco and YCB on a historical basis, on a pro forma combined basis, and on a per equivalent YCB share basis, as of or for the three month period ending March 31, 2016, and as of or for the fiscal year ended December 31, 2015.

The pro forma data was derived by combining the historical consolidated financial information of WesBanco and YCB using the acquisition method of accounting for business combinations and assumes the transaction is completed as contemplated. The pro forma and pro forma-equivalent per share information gives effect to the merger as if the transactions had been effective on the dates presented, in the case of the book value data, and as if the transactions had become effective on January 1, 2015, in the case of the earnings per share and dividends declared data. The unaudited pro forma data in the tables assume that the merger is accounted for using the acquisition method of accounting and represent a current estimate based on available information of the combined company's results of operations. The pro forma financial adjustments record the assets and liabilities of YCB at their estimated fair values and are subject to adjustment as additional information becomes available and as additional analyses are performed. The information in the following table is based on, and should be read together with, the financial information and financial statements of WesBanco and YCB incorporated by reference in this joint proxy statement/prospectus. See **Where You Can Find More Information About WesBanco and YCB** on page 87.

This information is presented for illustrative purposes only. You should not rely on the pro forma combined or pro forma equivalent amounts as they are not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the dates indicated, nor are they necessarily indicative of the future operating results or financial position of the combined company. The pro forma information, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings, opportunities to earn additional revenue, the impact of restructuring and merger-related costs, or other factors that may result as a consequence of the merger and, accordingly, does not attempt to predict or suggest future results. In order to avoid crossing over \$10.0 billion in total assets, WesBanco expects to sell approximately \$200 million of securities and pay down \$200 million in Federal Home Loan Bank borrowings prior to or at closing of the merger. The net income effect of this sale has been included in the pro forma combined earnings per share for the three months ended March 31, 2016 and the fiscal year ended 2015 in the table below.

	WesBanco Historical	Your Community Bankshares, Inc.	Pro Forma Combined	Per Equivalent Your Community Bankshares, Inc.
Earnings per share for the three months ended March 31, 2016:				
Basic	\$ 0.60	\$ 0.68	\$ 0.59	\$ 0.57
Diluted	0.60	0.67	0.59	0.57
Cash dividends per share declared for the three months ended March 31,	0.24	0.12	0.24	0.23

2016 (1)

Book value per common share as of March 31, 2016	29.87	24.37	30.20	29.11
Tangible common book value per share as of March 31, 2016 (2)	17.17	22.60	16.70	16.10

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	WesBanco Historical	Your Community Bankshares, Inc.	Pro Forma Combined	Per Equivalent Your Community Bankshares, Inc.
Earnings per share for the fiscal year ended 2015:				
Basic	\$ 2.15	\$ 1.85	\$ 2.06	\$ 1.99
Diluted	2.15	1.82	2.06	1.99
Cash dividends per share declared for the fiscal year ended 2015 (1)	0.92	0.48	0.92	0.89
Book value per common share as of the fiscal year end 2015	29.18	23.41	29.60	28.54
Tangible common book value per share as of the fiscal year end 2015 (2)	16.51	21.57	16.10	15.52

(1) Pro forma dividends per share represent WesBanco's historical dividends per share.

(2) See Non-GAAP Financial Measures for additional information relating to the calculation of this ratio.

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RISK FACTORS

In addition to the other information included in and incorporated by reference into this proxy statement/prospectus, including the matters addressed in Cautionary Statement Regarding Forward-Looking Statements, and the risk factors included in WesBanco's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, and YCB's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, you should carefully consider the following risk factors before deciding whether to vote to approve the merger agreement. For further discussion of these and other risk factors, please see WesBanco's and YCB's periodic reports and other documents incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information About WesBanco and YCB beginning on page 87.

Because the market price of WesBanco common stock may fluctuate, YCB shareholders cannot be certain of the market value of the WesBanco common stock that they will receive in the merger.

Upon completion of the merger, each share of YCB common stock will become the right to receive (i) 0.964 of a share of WesBanco common stock and (ii) \$7.70 in cash, without interest. Accordingly, upon completion of the merger, YCB shareholders will have the right to receive WesBanco common stock at an exchange ratio of 0.964 of a share of WesBanco common stock for each share of YCB common stock owned. Any change in the price of WesBanco common stock prior to completion of the merger will affect the market value of the stock that YCB shareholders will receive on the date of the merger. YCB will not have the right to terminate the merger agreement due to a decline in the trading price of WesBanco common stock unless both (a) the average closing price of WesBanco common stock during a specified period before the effective time of the merger is less than \$25.57 and (b) WesBanco common stock underperforms the Nasdaq Bank Index by more than 20%.

Stock price changes may result from a variety of factors, including general market and economic conditions, changes in WesBanco's businesses, operations and prospects, and regulatory considerations. We urge YCB shareholders to obtain current market quotations for WesBanco and YCB common stock when deciding how to vote.

If the price of WesBanco common stock declines, YCB shareholders may receive less value for their shares upon completion of the merger than the value calculated pursuant to the exchange ratio on the date the merger agreement was executed, on the date of this proxy statement/prospectus or on the date of the YCB shareholder meeting. For example, based on the range of closing prices of WesBanco common stock during the period from May 3, 2016, the last full trading day before public announcement of the merger, through July 11, 2016, the last practicable full trading day prior to the date of this proxy statement/prospectus, the exchange ratio (which does not include the \$7.70 payable in cash per YCB share) represented a value ranging from a high of \$31.74 on May 25, 2016 to a low of \$28.38 on June 27, 2016 for each share of YCB common stock. Because the date the merger is completed will be later than the date of the YCB special meeting, YCB shareholders will not know what the market value of WesBanco common stock will be upon completion of the merger when voting at the YCB special meeting.

The opinion of YCB's financial advisor delivered to the YCB board of directors does not reflect changes in circumstances after the date of the opinion.

The YCB board of directors received an opinion, dated May 2, 2016, from YCB's financial advisor as to the fairness, from a financial point of view, to the holders of YCB common stock of the merger consideration as of that date. Subsequent changes in the operation and prospects of YCB or WesBanco, general market and economic conditions and other factors that may be beyond the control of YCB or WesBanco may significantly alter the value of YCB or WesBanco or the prices of the shares of YCB common stock or WesBanco common stock by the time the merger is completed. The opinion does not speak as of the time the merger is completed, or as of any other date other than the

date of the opinion. The opinion of YCB's financial advisor is attached as *Annex B* to this proxy statement/prospectus. See Proposal No. 1 Approval of the Merger Agreement Opinion of YCB's Financial Advisor beginning on page 40 for a description of the opinion and a summary of the analyses performed by YCB's financial advisor in co