

AMERICAN COMMUNITY BANCSHARES INC

Form 8-K/A

June 15, 2004

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 8-K/A

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### AMENDMENT NO. 2 TO CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (date of earliest event reported) April 15, 2004

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# AMERICAN COMMUNITY BANCSHARES, INC.

(Exact name of Registrant as specified in its charter)

North Carolina  
(State or other jurisdiction

of incorporation)

000-30517  
(Commission File No.)

56-2179531  
(IRS Employer

Identification number)

4500 Cameron Valley Parkway, Suite 150, Charlotte, NC 28211

(Address of principal executive offices)

**Registrant's telephone number, including area code (704) 225-8444**

**2593 West Roosevelt Boulevard, Monroe, North Carolina 28111-0418**

**(Former address of principal executive offices)**

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**EXPLANATORY NOTE**

American Community Bancshares, Inc. (the Registrant) is filing this Amendment No. 2 to its Current Report on Form 8-K, originally filed with the Securities and Exchange Commission (the Commission) on April 16, 2004, and Amendment No. 1 to its Current Report on Form 8-K/A, filed with the Commission on June 9, 2004 in order to file corrected pro forma financial information pursuant to Item 7(b)(1) of Form 8-K within sixty (60) days of April 16, 2004, as permitted under Items 7(b)(2) and 7(a)(4) of Form 8-K.

The Unaudited Pro Forma Condensed Consolidated Balance Sheet for the Three Months ended March 31, 2004 filed with the Commission on June 9, 2004 as part of Exhibit 99.2 to Registrant's Amendment No. 1 to its Current Report on Form 8-K/A contained certain errors. Accordingly, Registrant is filing a corrected Unaudited Pro Forma Condensed Consolidated Balance Sheet for the Three Months ended March 31, 2004 as Exhibit 99.3 to this Current Report on Form 8-K/A.

**ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS**

(a) At 6:01 p.m. on April 15, 2004, pursuant to an Agreement and Plan of Merger dated November 5, 2003 between American Community Bancshares, Inc., Charlotte, North Carolina (the Registrant), the Registrant's wholly-owned subsidiary, American Community Bank, Monroe, North Carolina, FNB Bancshares, Inc., Gaffney, South Carolina (FNB) and FNB's wholly-owned subsidiary, First National Bank of the Carolinas, Gaffney, South Carolina, FNB was merged with and into the Registrant with the Registrant as the surviving corporation. First National Bank of the Carolinas became a wholly-owned subsidiary of the Registrant as a result of the transaction.

The merger agreement was approved by the respective shareholders of the Registrant and FNB at special meetings of the shareholders of each company held on March 4, 2004.

The Registrant exchanged an aggregate of 617,343 shares of its common stock and \$7,075,616 in cash for all of the outstanding shares of FNB common stock. Under the terms of the merger agreement, approximately 50% of the issued and outstanding shares of FNB common stock were exchanged for shares of the Registrant's common stock and approximately 50% of the issued and outstanding shares of FNB's common stock were exchanged for cash.

In connection with the merger, the board of directors of the Registrant was reconstituted by increasing the number of directors to include two former directors of FNB and one, as yet unnamed, new director who will be a resident of First National Bank of the Carolinas market area.

(b) Pursuant to the merger agreement, the Registrant has acquired all assets of FNB and First National Bank of the Carolinas including plant, equipment, and physical property which all were used in the business of banking and other such business as is closely related to banking.

The Registrant intends to continue using this plant, equipment, and physical property in the same manner as FNB and First National Bank of the Carolinas prior to the merger.

The merger received the prior approval of the Board of Governors of the Federal Reserve System and the South Carolina Board of Financial Institutions.

#### **ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE**

On April 15, 2004, the Registrant announced that it had completed its acquisition of FNB Bancshares, Inc. and FNB's wholly-owned subsidiary, First National Bank of the Carolinas. A copy of the Registrant's press release announcing the completion of the acquisition of FNB is incorporated by reference into this Item 5 from Exhibit 99.1 to the Registrant's Current Report on Form 8-K, as filed with the Commission on April 16, 2004.

#### **ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS**

##### **(a) Financial statements of businesses acquired**

The audited consolidated balance sheets of FNB Bancshares, Inc. and subsidiary as of December 31, 2003 and 2002, and the related consolidated statements of income, consolidated statements of changes in shareholders' equity and comprehensive income and consolidated statements of cash flows for the years ended December 31, 2003 and December 31, 2002, and the notes and report of independent auditors related thereto are incorporated into this Item 7(a) by reference to Item 7 (pages 31-51) of FNB Bancshares, Inc.'s Annual Report on Form 10-KSB for the fiscal year ended December 31, 2003, as filed with the Commission on March 26, 2004 (File No. 000-22505).

##### **(b) Pro Forma Financial Information**

Except as otherwise noted in Item 7(b)(iii) below, the following unaudited pro forma financial information is incorporated by reference into this Item 7(b) by reference to Exhibit 99.2 to Registrant's Current Report on Form 8-K/A, filed with the Commission on June 9, 2004:

- (i) Introductory Paragraph
- (ii) Unaudited Pro Forma Condensed Consolidated Balance Sheet at March 31, 2004
- (iii) Unaudited Pro Forma Condensed Combined Statement of Income for the Three Months ended March 31, 2004 (filed herewith)
- (iv) Unaudited Pro Forma Condensed Combined Statement of Income for the Year Ended December 31, 2003

(v) Notes to Unaudited Pro Forma Financial Information

**(c) Exhibits**

- Exhibit 10.1** The Agreement and Plan of Merger, dated November 5, 2003, by and between the Registrant, FNB Bancshares, Inc., American Community Bank and First National Bank of the Carolinas is incorporated by reference into this Item 7(c) to Appendix A to the Joint Proxy Statement/Prospectus contained in the Registrant's Registration Statement on Form S-4 (333-110978) filed with the Commission on December 5, 2003.
- Exhibit 99.1** Registrant's Press Release, dated April 15, 2004, is incorporated by reference into this Item 7(c) from Registrant's Current Report on Form 8-K, as filed with the Commission on April 16, 2004.
- Exhibit 99.2** Pro Forma Financial Information is incorporated by reference into this Item 7(c) from Registrant's Current Report on Form 8-K/A as filed with the Commission on June 9, 2004.
- Exhibit 99.3** Unaudited Pro Forma Condensed Consolidated Balance Sheet for the Three Months Ended March 31, 2004 (filed herewith).

This Current Report on Form 8-K/A (including information included or incorporated by reference herein) may contain, among other things, certain forward-looking statements with respect to each of the Registrant, FNB and the combined company following the merger, as well as the goals, plans, objectives, intentions, expectations, financial condition, results of operations, future performance and business of the Registrant, including, without limitation, (i) statements relating to the benefits of the merger, including future financial and operating results, cost savings, enhanced revenues, and the effect to reported earnings that may be realized from the merger, (ii) statements regarding certain of the Registrant's goals and expectations with respect to earnings, earnings per share, revenue, expenses, and the growth rate in such items, as well as other measures of economic performance, including statements relating to estimates of credit quality trends, and (iii) statements preceded by, followed by or that include the words "may", "could", "would", "should", "believes", "expects", "anticipates", "estimates", "intends", "plans", "targets", "projects" or similar expressions. These forward-looking statements involve certain risks and uncertainties that are subject to change based on various factors (many of which are beyond the Registrant's control).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMERICAN COMMUNITY BANCSHARES, INC.**

By: /s/ Randy P. Helton

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Randy P. Helton, President and CEO

Dated: June 15, 2004

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>
10.1	Agreement and Plan of Merger (Incorporated by Reference).
99.1	Press Release dated April 15, 2004 (Incorporated by Reference).
99.2	Pro Forma Financial Information (Incorporated by Reference).
99.3	Unaudited Pro Forma Condensed Consolidated balance sheet for the three months ended March 31, 2004 (Filed Herewith).