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WESBANCO INC
Form S-8
April 24, 2009

As filed with the Securities and Exchange Commission on April 24, 2009
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

WESBANCO, INC.
(Exact name of registrant as specified in its charter)

West Virginia
(State or other jurisdiction of
incorporation or organization)

55-0571723
(IRS Employer
Identification No.)

One Bank Plaza
Wheeling, West Virginia 26003
(304) 234-9000
(Address, including zip code, and telephone number, including area
code, of Registrant's principal executive offices)

WESBANCO, INC. KSOP
(Full title of the Plan)

Paul M. Limbert
President and Chief Executive Officer
WesBanco, Inc.
One Bank Plaza
Wheeling, West Virginia 26003
(304) 234-9000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

James C. Gardill, Esq.
Phillips, Gardill, Kaiser & Altmeyer, PLLC
61 Fourteenth Street
Wheeling, WV 26003
(304) 232-6810

Copies to:
Paul C. Cancilla, Esq.
K&L Gates LLP
Henry W. Oliver Building
535 Smithfield Street
Pittsburgh, PA 15222
(412) 355-6500

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 the 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 / / Smaller report
(Do not check if a smaller company / /
reporting company)

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CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|--|----------------------------|--|--|----------------------------|
| Common Stock, \$2.0833 par value per share | 750,000 | \$22.47 | \$16,852,500 | \$940.37 |

(1) This amount represents a 750,000 share increase in the number of shares of the Registrant's common stock, \$2.0833 par value per share ("Common Stock") authorized for issuance under the WesBanco, Inc. KSOP. In addition to the shares set forth in the table, pursuant to Rule 416(a) under the Securities Act of 1933, as amended ("Securities Act"), this registration statement also covers an indeterminable number of shares of Common Stock that may be issuable as a result of stock splits, stock dividends and anti-dilution provisions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act. The fee is calculated on the basis of the average of the high and low prices for the Registrant's Common Stock reported on the NASDAQ Global Select Market on April 21, 2009.

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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by WesBanco, Inc. ("WesBanco") to register an additional 750,000 shares of WesBanco's common stock, par value of \$2.0833 per share, issuable under the WesBanco, Inc. KSOP (the "Plan"). Pursuant to General Instruction E to Form S-8, WesBanco incorporates by reference into this Registration Statement the entire contents of its earlier Registration Statements on Form S-8, File Nos. 333-06741 and 333-136179.

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PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by WesBanco with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

1. WesBanco's Annual Report on Form 10-K for the year ended December 31, 2008, filed on March 11, 2009;
2. WesBanco's Current Reports on Form 8-K filed on January 23, 2009, January 26, 2009, March 30, 2009 and April 15, 2009; and
3. The description of WesBanco's common stock contained in WesBanco's Registration Statement on Form 8-A filed pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended, on May 2, 1977, as amended on June 10, 1977.

All other documents filed by WesBanco with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities registered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement. Pursuant to General Instruction B of Form 8-K, any information submitted under Item 2.02, Results of Operations and Financial Condition, or Item 7.01, Regulation FD Disclosure, of Form 8-K is not deemed to be "filed" for the purpose of Section 18 of the Exchange Act, and we are not subject to the liabilities of Section 18 with respect to information submitted under Item 2.02 or Item 7.01 of Form 8-K. We are not incorporating by reference any information submitted under Item 2.02 or Item 7.01 of Form 8-K into any filing under the Securities Act or the Exchange Act or into this Registration Statement.

Item 5. Interests of Named Experts and Counsel

James C. Gardill, Esq., a member in the law firm of Phillips, Gardill, Kaiser & Altmeyer, PLLC whose legal opinion with respect to the securities registered hereunder is filed as Exhibit 5.1 hereto, is the Chairman of the Board of Directors of WesBanco.

Item 8. Exhibits.

WesBanco has submitted the Plan to the Internal Revenue Service (the "IRS"). WesBanco hereby undertakes to submit any amendments thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code.

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The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

| Exhibit No. | Description |
|-------------|--|
| 4.1 | Restated Articles of Incorporation of WesBanco, Inc. (incorporated by reference to a Registration Statement on Form S-4 under Registration No. 333-03905 filed by the Registrant with the Securities and Exchange Commission on May 16, 1996). |
| 4.2 | Articles of Amendment to the Articles of Incorporation of WesBanco, Inc. (incorporated by reference to Form 10-Q filed by the Registrant with the Securities and Exchange Commission on May 15, 1998). |
| 4.3 | Bylaws of WesBanco, Inc. (as amended on April 26, 2007) (incorporated by reference to the Current Report on Form 8-K filed by the Registrant with the Securities and Exchange Commission on April 27, 2007). |
| 4.4 | Certificate of Designations for Fixed Rate Cumulative Perpetual Preferred Stock, Series A of WesBanco, Inc. (incorporated by reference to the Current Report on Form 8-K filed by WesBanco, Inc. with the Securities and Exchange Commission on December 8, 2008). |
| 4.5 | Amended and Restated WesBanco, Inc. KSOP (incorporated by reference to Exhibit 10.16 to the Registrant's Form 10-K filed by the Registrant with the Securities and Exchange Commission on March 10, 2006). |
| 4.6 | Amendment No. 1 to WesBanco, Inc. KSOP (filed herewith). |
| 4.7 | Second Amendment to the WesBanco, Inc. KSOP (filed herewith). |
| 4.8 | Third Amendment to the WesBanco, Inc. KSOP (filed herewith). |
| 5.1 | Opinion of Phillips, Gardill, Kaiser & Altmeyer, PLLC, regarding the legality of the shares being registered hereunder (filed herewith). |
| 23.1 | Consent of Ernst & Young LLP (filed herewith). |
| 23.2 | Consent of Phillips, Gardill, Kaiser & Altmeyer, PLLC (included in the Opinion filed as Exhibit 5.1). |
| 24.1 | Power of Attorney (set forth on the signature page of this Registration Statement). |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wheeling, State of West Virginia, on this 24th day of April, 2009.

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WESBANCO, INC.

By: /s/ Paul M. Limbert

 Paul M. Limbert
 President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Paul M. Limbert and Robert H. Young, and each of them, his or her true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documentation in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents with full power and authority to do and perform each and every act and thing requisite and necessary to be done in or about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| ----- | ----- | ----- |
| /s/ Paul M. Limbert ----- Paul M. Limbert | President, Chief Executive Officer and Director (Principal Executive Officer) | April 24, 2009 |
| /s/ Robert H. Young ----- Robert H. Young | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | April 24, 2009 |
| ----- James E. Altmeyer | Director | |
| ----- Ray A. Byrd | Director | |
| /s/ R. Peterson Chalfant ----- R. Peterson Chalfant | Director | April 24, 2009 |

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| Signature | Title | Date |
|--------------------------|----------|----------------|
| ----- | ----- | ----- |
| /s/ Christopher V. Criss | Director | April 24, 2009 |

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 Christopher V. Criss

Director

 Robert M. D'Alessandri, MD

/s/ Abigail M. Feinknopf

Director

April 24, 2009

 Abigail M. Feinknopf

/s/ John W. Fisher, II

Director

April 24, 2009

 John W. Fisher, II

/s/ Ernest S. Fragale

Director

April 24, 2009

 Ernest S. Fragale

/s/ James C. Gardill

Director

April 24, 2009

 James C. Gardill

/s/ John D. Kidd

Director

April 24, 2009

 John D. Kidd

/s/ Vaughn L. Kiger

Director

April 24, 2009

 Vaughn L. Kiger

/s/ Robert E. Kirkbride

Director

April 24, 2009

 Robert E. Kirkbride

/s/ D. Bruce Knox

Director

April 24, 2009

 D. Bruce Knox

/s/ Jay T. McCamic

Director

April 24, 2009

 Jay T. McCamic

/s/ F. Eric Nelson, Jr.

Director

April 24, 2009

 F. Eric Nelson, Jr.

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Signature

Title

Date

 /s/ Henry L. Schulhoff

Director

April 24, 2009

 Henry L. Schulhoff

/s/ Joan C. Stamp

Director

April 24, 2009

 Joan C. Stamp

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| | | |
|---|----------|----------------|
| /s/ Neil S. Strawser ----- Neil S. Strawser | Director | April 24, 2009 |
| /s/ Reed J. Tanner ----- Reed J. Tanner | Director | April 24, 2009 |
| /s/ Donald P. Wood ----- Donald P. Wood | Director | April 24, 2009 |

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