

WESBANCO INC  
Form S-4/A  
October 10, 2007

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**As filed with the Securities and Exchange Commission on October 10, 2007**

**Registration No. 333-146270**

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

**AMENDMENT NO. 1 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  
incorporation or organization)*

**6021**

*(Primary Standard Industrial  
Classification Code Number)*

**55-0571723**

*(I.R.S. 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)*

**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)*

***With Copies to:***

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**41 South High Street**  
**Columbus, OH 43215-6194**  
**614-227-2000**

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

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.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT**

The board of directors of WesBanco, Inc., or WesBanco, and the board of directors of Oak Hill Financial, Inc., or Oak Hill, have agreed to a strategic combination of the two companies under the terms of the Agreement and Plan of Merger, dated July 19, 2007, and referred to in this document as the merger agreement by and between WesBanco, WesBanco Bank, Inc., Oak Hill and Oak Hill Banks. At the effective time of the merger, Oak Hill will merge with and into WesBanco and Oak Hill Banks will become a direct, wholly-owned subsidiary of WesBanco. If the merger is completed, we estimate that current WesBanco shareholders will own approximately 77.3% of the combined company on a fully diluted basis, and current Oak Hill shareholders will own approximately 22.7% of the combined company.

If you are a WesBanco shareholder:

Your WesBanco shares will be unaffected by the merger and the merger will be tax-free to you.

If you are an Oak Hill shareholder:

If the merger is completed, subject to the allocation procedures described in this document, you may elect to receive for each Oak Hill share that you own either (1) \$38.00 in cash, without interest; or (2) 1.256 shares of WesBanco common stock. You may elect either of these options for all of your shares of Oak Hill common stock, or you may choose cash for some shares and WesBanco common stock for some shares. The exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to closing of the merger. On July 19, 2007, which was the last full trading day prior to the public announcement of the merger, the closing price of WesBanco (NASDAQ: WSBC) common stock was \$29.03, and on October 9, 2007, which was the last practicable trading day prior to the date of this joint proxy statement/prospectus, the closing price of WesBanco common stock was \$25.72. Assuming you received only WesBanco common stock for each share of Oak Hill common stock you owned, you would have received an equivalent value of \$36.46 on July 19, 2007 and \$32.30 on October 9, 2007.

Although you may elect whether to receive cash, stock or a combination of cash and stock for your Oak Hill shares, elections will be limited by the requirement that 90% of the total merger consideration will be in the form of WesBanco common stock. As a result, the allocation of cash and WesBanco common stock that you will receive will depend upon the elections of other Oak Hill shareholders. Also, the 1.256 exchange ratio is subject to adjustment in certain situations where the average closing price of WesBanco common stock during a specified period before the effective time of the merger is less than \$23.22 per share and WesBanco common stock underperforms an index of financial institution stocks by a specified amount.

The merger is intended to be tax-free with respect to WesBanco common shares you receive. If you receive cash in the merger you may have to recognize income or gain for tax purposes.

**Whether you are a WesBanco or an Oak Hill shareholder, we need your vote to complete the merger.** As of the record date, WesBanco officers and directors owned approximately 1,260,659 shares of WesBanco common stock, or approximately 6.1% of the outstanding shares of WesBanco common stock entitled to be voted at the WesBanco. In addition, certain officers and directors of Oak Hill have entered into voting agreements with WesBanco wherein the officer or director has agreed to vote their Oak Hill shares in favor of the merger. See Other Material Agreements Relating to the Merger Voting Agreements. As of the record date, the shares included in these voting agreements

constituted approximately 22.4% of the outstanding shares of Oak Hill. WesBanco will hold a special shareholders meeting on November 16, 2007 to vote on the merger and the related issuance of shares of WesBanco common stock in connection with the merger. Oak Hill will hold a special shareholders meeting to vote on the merger on November 16, 2007.

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**The WesBanco board of directors unanimously recommends that the WesBanco shareholders vote FOR the proposal to adopt the merger agreement and approve the merger and the related issuance of shares of WesBanco common stock in the merger.**

**The Oak Hill board of directors unanimously recommends that the Oak Hill shareholders vote FOR the proposal to adopt the merger agreement and approve the merger.**

The obligations of WesBanco and Oak Hill to complete the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. More information about WesBanco, Oak Hill and the merger is contained in this joint proxy statement/prospectus. WesBanco and Oak Hill encourage you to read this entire joint proxy statement/prospectus carefully.

We look forward to the successful combination of WesBanco and Oak Hill.

Paul M. Limbert  
*President and Chief Executive Officer*  
*WesBanco, Inc.*

John D. Kidd  
*Chairman*  
*Oak Hill Financial, Inc..*

**You are encouraged to carefully consider the risks described on pages 21 through 23 of this document.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this joint proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The securities WesBanco is offering through this joint 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 joint proxy statement/prospectus is dated October 10, 2007, and is first being mailed to the shareholders of WesBanco and Oak Hill on or about October 12, 2007.**

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**One Bank Plaza, Wheeling, WV 26003**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
To Be Held on November 16, 2007**

Notice is hereby given that a special meeting of shareholders of WesBanco, Inc. ( WesBanco ), a West Virginia corporation, will be held in the 7th Floor Board Room of WesBanco's offices located at One Bank Plaza, Wheeling, West Virginia, 26003, on November 16, 2007, at 1:00 p.m., E.S.T., to consider and vote upon the following matters described in the accompanying joint proxy statement/prospectus:

1. Approval of the issuance of WesBanco common stock, par value \$2.0833 per share, in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of July 19, 2007, by and among WesBanco, WesBanco Bank, Inc., a West Virginia banking corporation and a wholly-owned subsidiary of WesBanco, Oak Hill Financial, Inc. ( Oak Hill ), an Ohio corporation and Oak Hill Banks, an Ohio state-chartered bank and a wholly-owned subsidiary of Oak Hill, and adoption of the merger agreement and approval of the related merger of Oak Hill with and into WesBanco as contemplated by the merger agreement.
2. To act on such other matters as may properly come before the special meeting or any adjournment or postponement of the special meeting.

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

Only holders of record of WesBanco common stock at the close of business on October 8, 2007 will be entitled to notice of, and to vote at, the special meeting and any adjournment or postponement thereof. Approval of the issuance of WesBanco common stock, adoption of the merger agreement and approval of the merger requires the affirmative vote of the holders of at least a majority of the outstanding shares of WesBanco common stock.

**The board of directors of WesBanco unanimously recommends that shareholders vote FOR the adoption of the merger agreement, and approval of the merger and the related issuance of shares of WesBanco common stock in connection with the merger.**

Your vote is important. Whether or not you plan to attend the special meeting, please complete, date, sign and return the enclosed proxy card promptly. This will assure your representation at the special meeting and may avoid the cost of additional communications. This will not prevent you from voting in person at the special meeting. You may revoke your proxy at any time before it is voted by signing and returning a later dated proxy with respect to the same shares, by filing with the Secretary of WesBanco a written revocation bearing a later date, by executing a later dated proxy and delivering it to the Secretary of WesBanco, by submitting a later dated proxy by telephone or the Internet before the vote at the WesBanco special meeting, or by attending and voting in person at the special meeting.

By Order of the Board of Directors

Paul M. Limbert  
President and Chief Executive Officer

Wheeling, West Virginia  
October 10, 2007

**YOUR VOTE IS VERY IMPORTANT**

**To Vote Your Shares, Please Complete, Date, Sign and Mail the Enclosed Proxy Card or Vote by Telephone or Internet Prior to the Special Meeting, Whether or Not You Plan to Attend the Special Meeting.**

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**14621 State Route 93, Jackson, Ohio 45640**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
To Be Held On November 16, 2007**

Notice is hereby given that a special meeting of shareholders of Oak Hill Financial, Inc. ( Oak Hill ), an Ohio corporation, will be held at the Ohio State University Extension South District Office, 17 Standpipe Road, Jackson, Ohio, 45640, on November 16, 2007 at 1:00 p.m., E.S.T., to consider and vote upon the following matters described in the accompanying joint proxy statement/prospectus:

1. Adoption of the Agreement and Plan of Merger, dated as of July 19, 2007, by and among WesBanco, Inc., ( WesBanco ) a West Virginia corporation, WesBanco Bank, Inc., a West Virginia banking corporation and a wholly-owned subsidiary of WesBanco, Oak Hill, and Oak Hill Banks., an Ohio state-chartered bank and a wholly-owned subsidiary of Oak Hill, and approval of the related merger of Oak Hill with and into WesBanco as contemplated by the merger agreement.
2. To act on such other matters as may properly come before the special meeting or any adjournment or postponement of the special meeting.

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

Only holders of record of Oak Hill common stock at the close of business on October 8, 2007 will be entitled to notice of, and to vote at, the special meeting and any adjournment or postponement thereof. Adoption of the merger agreement and approval of the merger requires the affirmative vote of the holders of at least two-thirds of the outstanding shares of Oak Hill common stock.

**The board of directors of Oak Hill unanimously recommends that shareholders vote FOR the adoption of the merger agreement and approval of the merger. In addition, certain officers and directors of Oak Hill have entered into voting agreements with WesBanco wherein the officer or director has agreed to vote their Oak Hill shares in favor of the merger. See Other Material Agreements Relating to the Merger Voting Agreements.**

Your vote is important. Whether or not you plan to attend the special meeting, please complete, date, sign and return the enclosed proxy card promptly. This will assure your representation at the special meeting and may avoid the cost of additional communications. This will not prevent you from voting in person at the special meeting. You may revoke your proxy at any time before it is voted by signing and returning a later dated proxy with respect to the same shares, by filing with the Secretary of Oak Hill a written revocation bearing a later date, by executing a later dated proxy and delivering it to the Secretary of Oak Hill, by submitting a later dated proxy by telephone or the Internet before the vote at the Oak Hill special meeting, or by attending and voting in person at the special meeting.

By Order of the Board of Directors,

John D. Kidd  
Chairman

Jackson, Ohio  
October 10, 2007

**YOUR VOTE IS VERY IMPORTANT**

**To Vote Your Shares, Please Complete, Date, Sign and Mail the Enclosed Proxy Card or Vote by Telephone or Internet Prior to the Special Meeting, Whether or Not You Plan to Attend the Special Meeting.**

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**ADDITIONAL INFORMATION**

This joint proxy statement/prospectus serves two purposes: it is a proxy statement being used both by the WesBanco, Inc. board of directors and the Oak Hill Financial, Inc. board of directors to solicit proxies for use at their special meetings; it is also the prospectus of WesBanco regarding the issuance of WesBanco common stock to Oak Hill shareholders if the merger is completed. This joint proxy statement/prospectus provides you with detailed information about the proposed merger of Oak Hill into WesBanco. We encourage you to read this entire joint proxy statement/prospectus carefully. WesBanco has filed with the United States Securities and Exchange Commission a registration statement on Form S-4 under the Securities Act of 1933, as amended, and this joint proxy statement/prospectus is the prospectus filed as part of that registration statement. This joint 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 Oak Hill** beginning on page 73.

When used in this joint proxy statement/prospectus, the terms **WesBanco** and **Oak Hill** refer to WesBanco, Inc. and Oak Hill Financial, Inc., respectively, and, when the context requires, to WesBanco, Inc. and Oak Hill Financial, Inc. and their respective predecessors and subsidiaries. **We** or **us**, unless the context requires otherwise, refers to both WesBanco and Oak Hill.

This joint proxy statement/prospectus incorporates by reference important business and financial information about WesBanco and Oak Hill that is not included in or delivered with this document. You should refer to **Where You Can Find More Information About WesBanco and Oak Hill** beginning on page 73 for a description of the documents incorporated by reference into this joint proxy statement/prospectus. You can obtain documents related to WesBanco and Oak Hill that are incorporated by reference into this document through the Securities and Exchange Commission's web site at [www.sec.gov](http://www.sec.gov), through WesBanco's website at [www.wesbanco.com](http://www.wesbanco.com) and through Oak Hill's website at [www.oakf.com](http://www.oakf.com). You may also obtain copies of these documents, other than exhibits, unless such exhibits are specifically incorporated by reference into the information that this joint proxy statement/prospectus incorporates, without charge by requesting them in writing or by telephone from the appropriate company:

If you are a WesBanco shareholder:

WesBanco, Inc.  
Attn: Larry G. Johnson, Secretary  
One Bank Plaza  
Wheeling, West Virginia 26003  
(304) 234-9000

**TO OBTAIN TIMELY DELIVERY OF WESBANCO DOCUMENTS, YOU MUST MAKE YOUR REQUEST ON OR BEFORE NOVEMBER 7, 2007**

For further information about WesBanco and Oak Hill, please see **Where You Can Find More Information About WesBanco and Oak Hill** beginning on page 73.

**You should rely only on the information incorporated by reference into or provided in or with this joint proxy statement/prospectus to vote at your special meeting. We have not authorized anyone to give you different information. You should not assume that the information in this joint proxy statement/prospectus, or in any**

**documents delivered with this joint proxy statement/prospectus, or any supplement, is accurate as of any date other than the date on the front of such documents, and neither the mailing of the joint proxy statement/prospectus to you nor the issuance of WesBanco common stock in connection with the merger shall create any implication to the contrary.**

**This joint 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. Information contained in this document regarding WesBanco has been provided by WesBanco and information contained in this document regarding Oak Hill has been provided by Oak Hill.**

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- Annex C Opinion of Stifel, Nicolaus & Company, Incorporated
- Annex D Section 1701.85 of the Ohio General Corporation Law
- Annex E Form of Voting Agreement



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**QUESTIONS AND ANSWERS**

*The following are some questions that you, as a shareholder of WesBanco or Oak Hill, may have regarding the merger and the other matters being considered at the shareholders' meetings and the answers to those questions. WesBanco and Oak Hill recommend that you read carefully 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' meetings. Additional important information is also contained in the appendices to, and the documents incorporated by reference into, this document.*

**Q: Why are you receiving this document?**

A: WesBanco and Oak Hill have agreed to the combination of Oak Hill with WesBanco under the terms of a merger agreement that is described in this document. A copy of the merger agreement is attached to this document as Annex A. In order to complete the merger, both WesBanco and Oak Hill shareholders must vote to approve these respective proposals:

WesBanco shareholders must adopt the merger agreement and approve the merger and the related issuance of shares of WesBanco common stock in connection with the merger. Pursuant to the Marketplace Rules of the NASDAQ Stock Market, shareholder approval is required where the issuance may exceed 20% of the outstanding shares of WesBanco common stock prior to the merger.

Oak Hill shareholders must adopt the merger agreement and approve the merger.

WesBanco and Oak Hill will hold separate shareholders' meetings to obtain these approvals. This document contains important information about the merger and the meetings of the respective shareholders of WesBanco and Oak Hill, and you should read it carefully. The enclosed voting materials allow you to vote your shares without attending your respective shareholders' meeting.

**Your vote is important. We encourage you to vote as soon as possible.**

**Q: Why is your vote important?**

A: First, both WesBanco and Oak Hill, in order to conduct a lawful meeting, must obtain a quorum—the presence in person or proxy of a majority of their outstanding shares. Also, under the West Virginia Business Corporation Act, which applies to WesBanco, the merger agreement and related issuance of shares of WesBanco common stock in connection with the merger must be approved by the holders of a majority of the outstanding shares of WesBanco common stock entitled to vote. Under the Ohio General Corporation Law, which applies to Oak Hill, the merger agreement must be approved by the holders of at least two-thirds of the outstanding shares of Oak Hill common stock entitled to vote. Accordingly, if a WesBanco or Oak Hill shareholder fails to vote, or if a WesBanco or Oak Hill shareholder abstains, that will make it more difficult for WesBanco and Oak Hill to obtain the approval of the merger agreement.

**Because approval of the merger of WesBanco and Oak Hill requires the approval of a majority of the outstanding shares of WesBanco and the approval of two-thirds of the outstanding shares of Oak Hill, your failure to vote or your abstention on the merger will have the same effect as a vote against the approval of the merger.**

**Q: When and where will the shareholders' meetings be held?**

A: The WesBanco special meeting will be held in the 7<sup>th</sup> Floor Board Room of WesBanco's offices located at One Bank Plaza, Wheeling, West Virginia, 26003, on November 16, 2007, at 1:00 p.m., E.S.T. The Oak Hill special meeting will be held at the Ohio State University Extension South District Office, 17 Standpipe Road, Jackson, Ohio, 45640, on November 16, 2007 at 1:00 p.m., E.S.T.

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**Q: How do you vote?**

A: If you are a shareholder of record of WesBanco as of the record date for the WesBanco special meeting or a shareholder of record of Oak Hill as of the record date for the Oak Hill special meeting, you may vote in person by attending your shareholders' meeting or, to ensure your shares are represented at the 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 either WesBanco or Oak Hill shares in the name of a bank or broker, please see the discussion below.

**Q: What happens if you fail to vote or you abstain from voting?**

A: If you are a WesBanco shareholder and fail to vote or vote to abstain with respect to the proposal to adopt the merger agreement and approve the merger and the related issuance of shares of WesBanco common stock in connection with the merger, it will have the same effect as a vote *Against* the proposal.

If you are an Oak Hill shareholder and fail to vote or vote to abstain with respect to the proposal for adoption of the merger agreement and approval of the merger, it will have the same effect as a vote *Against* the proposal.

**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 joint 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.

**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. Without instructions from you, your broker will not be permitted to vote them, in the case of Oak Hill shareholders, on the adoption of the merger agreement and approval of the merger by Oak Hill shareholders, or, in the case of WesBanco shareholders, on the adoption of the merger agreement and approval of the merger and the related issuance of WesBanco common stock in connection with the merger. You should therefore be sure to provide your broker with instructions on how to vote your shares.

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

**Q: What if you fail to instruct your broker?**

A: If you hold your shares in street name and fail to instruct your broker to vote your shares and the broker submits an unvoted proxy, the resulting broker non-vote will be counted toward a quorum at the special meeting, but it will otherwise have the consequences of a vote *Against* adoption of the merger agreement and approval of the merger agreement, and, for WesBanco shareholders, it also will have the consequences of a vote *Against* the issuance of WesBanco common stock in connection with the merger. See *What happens if you fail to vote or you abstain from voting?*

**Q: What happens if you return your 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 WesBanco or Oak Hill stock represented by your proxy will be voted on each proposal presented at your shareholders' meeting in accordance with the board's recommendation on that proposal.

**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 your meeting. You can do this in any of the three following ways:

by sending a written notice to the corporate secretary of WesBanco or Oak Hill, as appropriate, in time to be received before your shareholders' meeting stating that you would like to revoke your proxy;

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by completing, signing and dating another proxy card bearing a later date and returning it by mail in time to be received before your special meeting or, if you submitted your proxy through the Internet or by telephone, you can change your vote by submitting a new, valid proxy by proxy card, 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 appropriate 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: What will Oak Hill shareholders receive as a result of the merger?**

A: At your election, for each share of Oak Hill common stock you own you will receive either:

\$38.00 in cash, without interest, or

1.256 shares of WesBanco common stock.

You may elect either of these options for all of your shares of Oak Hill common stock, or you may choose cash for some shares and WesBanco common stock for some shares. Your election is subject to certain limitations and possible adjustment in accordance with the terms of the merger agreement as discussed below. Although you will be able to elect to receive either cash, WesBanco common stock or the combination of cash and WesBanco common stock described above in exchange for your shares of Oak Hill common stock, elections will be limited by the requirement that of the total merger consideration, 90% must be in the form of WesBanco common stock and 10% must be cash. As a result, the form of consideration that you receive will depend in part on the elections of other Oak Hill shareholders. For example, if you elect cash for all or a portion of your Oak Hill shares and more than 10% of Oak Hill's shareholders elect to receive cash, your election will be prorated and you will receive a combination of cash and stock. A similar result would occur if you elected to receive all WesBanco stock and more than 90% of Oak Hill's shareholders elected WesBanco common stock in that case, you also would receive a combination of cash and stock. Also, if you elect a combination of cash and stock, the elections of other Oak Hill shareholders could result in your receiving cash and stock in different proportions than you request. Also, the 1.256 exchange ratio is subject to adjustment in certain situations where the average closing price of WesBanco common stock during a specified period before the effective time of the merger is less than \$23.22 per share and WesBanco common stock underperforms an index of financial institution stocks by a specified amount.

Oak Hill shareholders will not receive any fractional shares of WesBanco common stock. Instead, they will receive cash, without interest, for any fractional share of WesBanco common stock they might otherwise have been entitled to receive based on fractional share interest multiplied by \$38.00.

**Please see page 3 of this joint proxy statement/prospectus for a full description of the all cash, all stock and mixed consideration options and shareholder election procedures.**

**Q: What must Oak Hill shareholders do to elect to receive cash, stock or a combination of both?**

A: A form for making an election will be sent to you separately at least thirty (30) calendar days prior to the anticipated effective time of the merger. For your election to be effective, your properly completed election form, along with your Oak Hill stock certificates or an appropriate guarantee of delivery, must be sent to and received

by the exchange agent no later than the election deadline specified in the election form. Do not send your stock certificates to Oak Hill, WesBanco or WesBanco's exchange agent until you receive the transmittal materials with instructions from the exchange agent. If you do not make a timely election you will be deemed to have made no election.

**Q: Will shareholders have dissenters or appraisal rights?**

A: WesBanco shareholders will not have any right to dissent from the merger and demand an appraisal of their shares. Oak Hill shareholders may dissent from the merger and demand an appraisal of their shares in accordance with Ohio law. See *The Merger Dissenter's Rights* beginning on page 49, and Annex D, which

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is a copy of §1701.85 of the Ohio General Corporation Law that governs a dissenting shareholder's demand for payment of the fair cash value of his or her shares.

**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 your shareholders' meeting. This will not prevent you from attending and voting in person; however in order to assist us in tabulating the votes at your shareholders' meeting, we encourage you to vote by proxy even if you do plan to attend your meeting in person.

**Q: Should you send in your Oak Hill stock certificates now?**

A: No. You should not send in your Oak Hill stock certificates until you receive an election form. If you are a WesBanco shareholder, you are not required to take any action with respect to your WesBanco stock certificates.

**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:

If you are a WesBanco shareholder:

WesBanco, Inc.  
Attn: Larry G. Johnson, Secretary  
One Bank Plaza  
Wheeling, West Virginia 26003  
(304) 234-9000

If you are an Oak Hill shareholder:

Oak Hill Financial, Inc.  
Attn: Dale B. Shafer, Interim Chief Financial Officer  
Secretary and Treasurer  
14621 State Road 93  
Jackson, Ohio 45640  
(740) 286-3283

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**SUMMARY**

*This summary highlights selected information from this joint proxy statement/prospectus and may not contain all of the information that is important to you. The merger agreement is attached to this joint 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 exhibits, and the documents we refer you to under the caption *Where You Can Find More Information About WesBanco and Oak Hill* beginning on page 73.*

**The Merger** (See page 28)

We propose a merger of Oak Hill 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 four of the current directors of Oak Hill will be appointed to the board of directors of WesBanco.

**The Companies** (See pages 64 and 65)

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 78 banking offices in West Virginia, Ohio and Pennsylvania. As of June 30, 2007, WesBanco had approximately \$4.0 billion of consolidated total assets, \$3.0 billion of deposits and \$405.6 million of shareholders' equity.

Oak Hill Financial, Inc.  
14621 State Route 93  
Jackson, Ohio 45640  
(740) 286-3283

Oak Hill is a bank holding company headquartered in Jackson, Ohio. Oak Hill was incorporated in 1981 under Ohio law for the purpose of becoming the holding company for Oak Hill Banks, an Ohio state-chartered bank that was established in 1902. Oak Hill Banks operates 36 banking offices and one loan office in central and southern Ohio. Through Oak Hill Banks, Oak Hill is engaged in the business of commercial banking and other permissible activities closely related to banking. At June 30, 2007, Oak Hill had total assets of \$1.3 billion, total deposits of \$958.2 million and shareholders' equity of \$94.8 million.

**What Oak Hill Shareholders Will Receive in the Merger** (See page 28)

If the merger is completed, for each share of Oak Hill common stock that you own you will receive, at your election, either 1.256 shares of WesBanco common stock or \$38.00 in cash, without interest, subject to certain limitations and possible adjustment in accordance with the terms of the merger agreement as discussed below, unless, in each case, you properly perfect your dissenter's rights under Ohio law. You may elect to exchange your Oak Hill common stock for cash, WesBanco common stock or a combination of both. Instead of fractional shares of WesBanco, you will



receive a check for any fractional shares based on a value of \$38.00 per whole share of WesBanco common stock. You will not receive separate consideration for the preferred stock purchase rights associated with the Oak Hill common stock issued pursuant to the Oak Hill Rights Agreement dated as of January 23, 1998, as amended, as such purchase rights will expire immediately prior to the effective time of the merger.

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The total amount of cash and WesBanco common stock that will be paid to all Oak Hill shareholders in the merger is fixed by a requirement that 90% of the total number of outstanding shares of Oak Hill common stock be exchanged for WesBanco common stock and that 10% of the total number of outstanding shares of Oak Hill common stock be exchanged for cash. Accordingly, your election may be subject to pro-ration, which means that you may not receive all of the consideration in the form that you select. See *The Merger What Oak Hill Shareholders Will Receive in the Merger* beginning on page 28 for a detailed discussion of the pro-ration procedures that may be used.

The 1.256 exchange ratio is subject to adjustment if certain termination provisions, based on the market price of WesBanco's common stock, have been triggered and the Oak Hill board of directors elects to terminate the merger agreement. Oak Hill will have a 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 \$23.22 per share and WesBanco common stock underperforms an index of financial institution stocks by a specified amount. However, Oak Hill would not have the right to terminate the merger agreement if WesBanco were to elect to make a compensating adjustment in the exchange ratio. See *The Merger Termination of the Merger Agreement* beginning on page 59. The exchange ratio is also 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.

### **Reasons for the Merger and Recommendation to Shareholders** (See pages 33 and 40)

*WesBanco.* The WesBanco board of directors believes that the terms of the merger agreement and the merger are fair to, and in the best interests of, WesBanco and its shareholders. In reaching its decision, the WesBanco board considered several factors, including the enhancement of shareholder value and the ability of WesBanco to compete in the future financial services industry. The WesBanco board of directors believes that the financial services industry is becoming increasingly competitive, and that the merger will provide WesBanco's shareholders with substantial benefits. **WesBanco's board of directors believes that the merger is fair to you and in your best interest and unanimously recommends that you vote for the adoption of the merger agreement and approval of the merger and the related issuance of shares of WesBanco common stock in connection with the merger.**

*Oak Hill.* The Oak Hill board of directors believes that the terms of the merger agreement and the merger are fair to, and in the best interests of, Oak Hill and its shareholders. The Oak Hill board of directors believes that the financial services industry is becoming increasingly competitive, and that the merger will provide Oak Hill's shareholders with substantial benefits. **Oak Hill's board of directors believes that the merger is fair to you and in your best interest and unanimously recommends that you vote for the adoption of the merger agreement and approval of the merger.**

### **Opinions of Financial Advisors** (See pages 34 and 41)

*WesBanco.* WesBanco asked its financial advisor, Keefe, Bruyette & Woods, Inc. ( KBW ), for advice on the fairness to WesBanco of the consideration that WesBanco is offering in the merger. KBW rendered a written opinion to the WesBanco board of directors that, as of July 19, 2007, and based upon and subject to the factors and assumptions set forth therein, the merger consideration to be paid by WesBanco pursuant to the merger agreement was fair from a financial point of view to WesBanco. See *The Merger Opinion of WesBanco's Financial Advisor* beginning on page 41. This opinion, which is attached to this document as Annex B, sets forth the procedures followed, assumptions made and limitation on the review undertaken by KBW in providing its opinion. Please read this opinion carefully and in its entirety.

*Oak Hill.* Stifel, Nicolaus & Company, Incorporated ( Stifel Nicolaus ) delivered its opinion to the Board of Directors (the Board ) of Oak Hill on July 19, 2007 that, based upon and subject to the factors and assumptions set forth in the opinion, the Merger Consideration (as defined in Stifel Nicolaus opinion letter) to be received by the holders of shares of Oak Hill s common stock (other than dissenting shares and certain other parties as set forth in Stifel Nicolaus opinion letter) in the merger pursuant to the merger agreement was fair to such holders, from a financial point of view as of that date.

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The full text of the written opinion of Stifel Nicolaus dated July 19, 2007, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex C to this joint proxy statement/prospectus. Stifel Nicolaus has provided an updated opinion as of the date of this joint proxy statement/prospectus. Oak Hill's shareholders should read the opinion in its entirety. Stifel Nicolaus provided its opinion for the information and assistance of the Board of Oak Hill in connection with the Board's consideration of the merger. Stifel Nicolaus' opinion is not a recommendation as to how any Oak Hill shareholder should vote with respect to the merger. See *The Merger Opinion of Oak Hill's Financial Advisor* beginning on page 34 for a description of Stifel Nicolaus' fairness opinion and a summary of the analyses performed by Stifel in connection with its opinion.

### **How to Choose Stock or Cash for your Oak Hill Shares** (See page 30)

If you are an Oak Hill shareholder, you will receive an election form from the exchange agent on which you may elect to receive cash, WesBanco common stock or a combination of stock and cash in exchange for your shares of Oak Hill common stock. You may also make no election as to whether you receive cash or WesBanco common stock as payment for your Oak Hill shares. Your choice will be honored to the extent possible, but because of the overall limitations on the number of Oak Hill shares that will be exchanged for cash and the number of Oak Hill shares that will be exchanged for WesBanco common stock, whether you receive the amount of cash and/or stock that you request will depend on what other Oak Hill shareholders elect to receive as consideration for their shares. Therefore, you may not receive exactly the form of consideration that you elect. We make no recommendation as to whether you should elect to receive cash or stock in the merger. You must make your own decision with respect to your election. See *The Merger Consideration Election Procedures and Exchange of Oak Hill Certificates* beginning on page 30. **YOU SHOULD SAVE THIS JOINT PROXY STATEMENT/PROSPECTUS SO YOU MAY CONSULT IT IN MAKING YOUR ELECTION WHEN YOU RECEIVE YOUR ELECTION FORM.**

### **Treatment of Oak Hill Stock Options** (See page 31)

Under the merger agreement, holders of options to purchase Oak Hill common stock may select how their options are treated in the merger. Option holders may choose to hold their stock options and have them converted into options to purchase shares of WesBanco common stock at the effective time of the merger or they may choose to have the options terminated and, in exchange, receive cash in an amount equal to the difference between \$38.00 and the exercise price of the terminated stock options. See *The Merger Treatment of Oak Hill Stock Options* beginning on page 31.

### **Special Meetings** (See pages 24 and 26)

*WesBanco.* A special meeting of WesBanco's shareholders will be held in the 7<sup>th</sup> Floor Board Room of WesBanco's offices located at One Bank Plaza, Wheeling, West Virginia, 26003, on November 16, 2007, at 1:00 p.m., E.S.T. At the special meeting, WesBanco shareholders will be asked to adopt the merger agreement and approve the merger and the related issuance of shares of WesBanco common stock in connection with the merger.

*Oak Hill.* A special meeting of Oak Hill's shareholders will be held at the Ohio State University Extension South District Office, 17 Standpipe Road, Jackson, Ohio, 45640, on November 16, 2007 at 1:00 p.m., E.S.T. At the special meeting, Oak Hill shareholders will be asked to adopt the merger agreement and approve the merger.

### **Record Dates; Voting Power** (See pages 24 and 26)

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*WesBanco.* You may vote at the special meeting only if you owned shares of WesBanco common stock at the close of business on October 8, 2007, referred to as the record date. On the record date, there were 20,628,092 shares of WesBanco common stock outstanding. You may cast one vote for each share of WesBanco common stock owned by you 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 special meeting. You can change your vote as late as the date of the special meeting either by submitting a later-dated proxy by telephone, the Internet or by mail, that is received prior to the special meeting or by attending the special meeting and voting in person.

*Oak Hill.* You may vote at the special meeting only if you owned shares of Oak Hill common stock at the close of business on October 8, 2007, referred to as the record date. On the record date, there were 5,370,704 shares

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of Oak Hill common stock outstanding. You may cast one vote for each share of Oak Hill common stock owned by you 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 special meeting. You can change your vote as late as the date of the special meeting either by submitting a later-dated proxy by telephone, the Internet or by mail, that is received prior to the special meeting or by attending the special meeting and voting in person.

### **Vote Required** (See pages 24 and 26)

*WesBanco.* The holders of at least a majority of the outstanding shares of WesBanco must vote in favor of the adoption of the merger agreement and approval of the merger and the related issuance of shares of WesBanco common stock in connection with the merger. As of the record date, the directors and executive officers of WesBanco controlled approximately 6.1% of the outstanding shares of WesBanco common stock entitled to vote at the special meeting.

*Oak Hill.* The holders of at least two-thirds of the outstanding shares of Oak Hill must vote in favor of the adoption of the merger agreement and approval of the related merger. As of the record date, the directors and executive officers of Oak Hill controlled approximately 28.4% of the outstanding shares of Oak Hill common stock entitled to vote at the special meeting. In addition, certain officers and directors of Oak Hill have entered into voting agreements with WesBanco wherein the officer or director has agreed to vote their Oak Hill shares in favor of the merger. See Other Material Agreements Relating to the Merger Voting Agreements.

### **Voting Agreements** (See page 63)

In connection with the merger agreement, WesBanco entered into voting agreements with certain Oak Hill directors and officers, consisting of John D. Kidd, D. Bruce Knox, Neil S. Strawser, Donald P. Wood and Evan E. Davis, a director emeritus of Oak Hill. In the voting agreements, each of these shareholders has generally agreed to vote, and granted WesBanco an irrevocable proxy and power of attorney to vote, all of his shares of Oak Hill common stock in favor of the merger. See Other Material Agreements Relating to the Merger Voting Agreements.

### **Quorum; Abstentions and Broker Non-Votes** (See pages 24 and 26)

A quorum must be present to transact business at each of the special meetings. 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 each of the special meetings. A quorum at each special meeting requires the presence, whether in person or by proxy, of a majority of the voting shares issued and outstanding as of the record date and entitled to vote at each special meeting.

Shares held in street name by brokers and other record holders but not voted at each special meeting because such brokers have not received voting instructions from the underlying owners are called broker non-votes. An abstention occurs when a shareholder attends a meeting, either in person or by proxy, but abstains from voting. If no instruction as to how to vote is given (including an instruction to abstain) in an executed, duly returned and not revoked proxy, the proxy will be voted for adoption of the merger agreement and approval of the merger, in the case of the Oak Hill special meeting, and for adoption of the merger agreement and approval of the merger and the related issuance of shares of WesBanco common stock in connection with the merger, in the case of the WesBanco special meeting.

At each special meeting, abstentions and broker non-votes will be counted in determining whether a quorum is present. In addition, abstentions, broker non-votes and a complete failure to vote will have the effect of a vote against adoption of the merger agreement and approval of the merger, in the case of the Oak Hill special meeting, and against adoption of the merger agreement and approval of the merger and the related issuance of shares of WesBanco

common stock in connection with the merger, in the case of the WesBanco special meeting.

**Oak Hill s Dissenter s Rights** (See page 49)

Oak Hill shareholders have the right to demand fair cash value for their shares of Oak Hill common stock. This means that if they do not vote in favor of the adoption of the merger agreement and approval of the merger,

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make a written demand to Oak Hill for payment of the fair cash value of their shares and strictly comply with the applicable statutory procedures, they will be entitled to receive a judicial determination of the fair cash value of their Oak Hill shares and to receive payment of this fair cash value, together with an equitable rate of interest. See The Merger Dissenter's Rights beginning on page 49, and Annex D, which is a copy of § 1701.85 of the Ohio General Corporation Law that governs a dissenting shareholder's demand for payment of the fair cash value of his or her shares.

## **Ownership of WesBanco after the Merger**

WesBanco will issue a maximum of approximately 6,473,692 shares of its common stock to Oak Hill shareholders in connection with the merger, based on the number of shares of Oak Hill and options to purchase shares of Oak Hill outstanding on the record date, which, assuming that WesBanco issues that maximum number of shares, would constitute approximately 23.9% of the outstanding stock of WesBanco after the merger, based on the number of shares of WesBanco common stock outstanding on October 8, 2007. The shares will be listed for trading on the NASDAQ Global Select Market. WesBanco common stock is traded on the NASDAQ Global Select Market under the symbol WSBC.

## **Material U.S. Federal Income Tax Consequences (See page 51)**

The merger is intended to qualify as a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (the Tax Code). It is a condition to the completion of the merger, unless waived by the parties in writing, that each of WesBanco and Oak Hill receives a legal opinion from their respective tax counsel to the effect that the merger will be treated as a reorganization under the Tax Code. If the merger qualifies as a reorganization, the tax consequences to a holder of shares of Oak Hill common stock will generally depend on whether such shareholder receives only shares of WesBanco common stock, only cash, or a combination of WesBanco common stock and cash in exchange for its Oak Hill common stock. If the merger does not qualify as a reorganization, a holder of Oak Hill common stock generally will be required to recognize gain or loss measured by the difference between the fair market value of the WesBanco common stock plus cash received by such holder in the transaction and the adjusted tax basis in its Oak Hill common stock surrendered in the transaction.

The actual federal income tax consequences of the transaction to you will not be ascertainable at the time you make your election because we will not know to what extent the allocation and pro-ration procedures will apply to your election. You should read the summary under the caption The Merger Material U.S. Federal Income Tax Consequences of the Merger beginning on page 51 for a more complete discussion of the federal income tax consequences of the merger.

**The United States federal income tax consequences described above may not apply to all holders of Oak Hill common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your own tax advisor concerning all federal, state, local, gift, and foreign tax consequences of the merger that may apply to you.**

## **Certain Differences in the Rights of Shareholders (See page 66)**

Oak Hill is an Ohio corporation governed by Ohio law and WesBanco is a West Virginia corporation governed by West Virginia law. Once the merger occurs, Oak Hill shareholders who receive WesBanco common stock in the merger will become shareholders of WesBanco and their rights will be governed by West Virginia law and WesBanco's corporate governing documents rather than Ohio law and Oak Hill's governing documents. Because of the differences between the laws of the states of Ohio and West Virginia and the respective corporate governing documents of Oak Hill and WesBanco, Oak Hill's shareholders' rights as shareholders will change as a result of the



merger. See Comparative Rights of Shareholders beginning on page 66.

**Conditions to the Merger** (See page 58)

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 adoption of the merger agreement and approval of the merger by the shareholders of Oak Hill;

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the adoption of the merger agreement and the approval of the merger and related issuance of the shares of WesBanco common stock in connection with the merger by the shareholders of WesBanco;

the absence of a law or injunction prohibiting the merger;

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

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 Internal Revenue Code.

**Termination of the Merger Agreement** (See page 59)

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

the merger agreement is not adopted by the Oak Hill shareholders;

the merger agreement is not adopted by the WesBanco shareholders;

the merger is not completed by March 31, 2008;

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 or warranties or obligations under the merger agreement.

Oak Hill 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 \$23.22 and WesBanco common stock underperforms an index of financial institutions by fifteen percent, unless WesBanco were to elect to make a compensating adjustment to the exchange ratio. Subject to certain conditions, Oak Hill 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 Oak Hill's shareholders from a financial point of view, provided that Oak Hill pays the termination fee described below.

**Termination Fee** (See page 62)

The merger agreement provides that in certain circumstances, described more fully beginning on page 62, Oak Hill will be required to pay a termination fee of \$6 million to WesBanco.

**We May Amend the Terms of the Merger and Waive Rights Under the Merger Agreement** (See page 63)

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 respective shareholders of WesBanco or Oak Hill, no amendment or waiver that reduces or changes the form of the consideration that will be received by Oak Hill shareholders may be accomplished without the further approval of such shareholders.

**Effective Date of the Merger**

We expect the merger to be completed as soon as practicable after all regulatory approvals and shareholder approval have been received. We expect this to occur on or about November 30, 2007.

**Regulatory Approvals** (See page 48)

In addition to your approval, the merger is subject to the approval of the Board of Governors of the Federal Reserve System, which we refer to as the Federal Reserve Board, and the Ohio Division of Financial Institutions. If the Federal Reserve Board approves the merger, the United States Department of Justice has 15 days in which to challenge the approval on antitrust grounds. We cannot complete the merger until after the 15-day waiting period. These governmental authorities may impose conditions for granting approval of the merger.

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Oak Hill and WesBanco have filed all required applications for regulatory review and approval and notices in connection with the merger. Neither Oak Hill nor WesBanco 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 46)

Some of the directors and officers of Oak Hill have financial and other interests in the merger that differ from, or are in addition to, their interests as shareholders of Oak Hill. These interests include:

Certain officers of Oak Hill have entered into new employment agreements with WesBanco's banking subsidiary, which become effective as of the closing of the merger. These agreements provide for the payment of additional payments and benefits to these officers and contain covenants not to compete;

Certain officers of Oak Hill participate in Oak Hill's Key Executive Change in Control Plan. Under this plan and as a result of the merger, these officers will receive lump sum payments of, in aggregate, approximately \$1.14 million; and

WesBanco has agreed that it will maintain a policy of directors' and officers' liability insurance coverage for the benefit of Oak Hill's directors and officers serving at the effective time of the merger for six years following completion of the merger.

The Oak Hill and WesBanco boards of directors knew about these additional interests, and considered them, when each board adopted the merger agreement. See *The Merger - Interests of Certain Persons in the Merger* beginning on page 46.

### **Ownership of Common Stock by Directors, Executive Officers and Affiliates** (See pages 24 and 26)

*WesBanco.* As of the record date, the directors, executive officers and affiliates of WesBanco owned or controlled the vote of 3,033,644 shares of WesBanco common stock constituting approximately 14.7% of the outstanding shares of WesBanco common stock. The holders of at least a majority of the outstanding shares of WesBanco must vote in favor of the merger agreement in order to approve the merger agreement, assuming a quorum is present. See *The Special Meeting of WesBanco Shareholders - Beneficial Ownership of WesBanco Officers, Directors and Affiliates* beginning on page 24.

*Oak Hill.* As of the record date, the directors, executive officers and affiliates of Oak Hill owned or controlled the vote of 1,522,849 shares of Oak Hill common stock constituting approximately 28.4% of the outstanding shares of Oak Hill common stock. In addition, certain officers and directors of Oak Hill have entered into voting agreements with WesBanco wherein the officer or director has agreed to vote their Oak Hill shares in favor of the merger. See *Other Material Agreements Relating to the Merger - Voting Agreements.* The holders of at least two-thirds of the outstanding shares of Oak Hill must vote in favor of the merger agreement in order to approve the merger agreement, assuming a quorum is present. See *The Special Meeting of Oak Hill Shareholders - Beneficial Ownership of Oak Hill Officers, Directors and Affiliates* beginning on page 26.

### **Our Recommendations** (See pages 25 and 27)

*WesBanco shareholders.* The WesBanco board of directors believes that the merger is fair to WesBanco shareholders and in their best interests. Accordingly, it has unanimously recommended that WesBanco shareholders vote **FOR** adoption of the merger agreement and approval of the merger of Oak Hill and WesBanco and the related issuance of WesBanco common stock pursuant to the merger at the WesBanco special meeting.

*Oak Hill shareholders.* The Oak Hill board of directors determined that the merger is fair to Oak Hill shareholders and in their best interests. Accordingly, it has unanimously recommended that Oak Hill shareholders vote FOR the proposal to adopt the merger agreement and approve the merger with WesBanco. See The Merger Background of the Merger at page 31. In addition, certain officers and directors of Oak Hill have entered into voting agreements with WesBanco wherein the officer or director has agreed to vote their Oak Hill shares in favor of the merger. See Other Material Agreements Relating to the Merger Voting Agreements.

**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 Oak Hill and WesBanco on a historical basis, on a pro forma combined basis, and on a per equivalent Oak Hill share basis, as of or for the six month period ending June 30, 2007, and as of or for the twelve months ended December 31, 2006.

The pro forma data was derived by combining the historical consolidated financial information of WesBanco and Oak Hill using the purchase method of accounting for business combinations and assumes the transaction is completed as contemplated.

The Per Equivalent Oak Hill Share information shows the effect of the merger from the perspective of an owner of Oak Hill common stock. The Per Equivalent Oak Hill Share information was computed by multiplying the pro forma information by an exchange ratio of 1.256 so that the per share amounts are equated to the respective amounts for one share of Oak Hill common stock. This represents the WesBanco common stock Oak Hill shareholders will receive for each share of Oak Hill common stock they exchange for WesBanco common stock. The Per Equivalent Oak Hill Share information is equated to the value for each share of Oak Hill common stock being acquired. However, under the merger agreement elections will be limited by a requirement that 90% of the total number of outstanding shares of Oak Hill common stock be exchanged for WesBanco common stock. Some shareholders may elect all cash for some or all of their shares equal to \$38.00 per share. Oak Hill shareholders may also elect to exchange some of their shares for cash and some of their shares for WesBanco common stock. Therefore, the form of actual consideration Oak Hill shareholders receive will depend in part on the elections of other Oak Hill shareholders. For more information, see [The Merger What Oak Hill Shareholders Will Receive in the Merger](#) beginning on page 28.

You should read the information below together with the historical financial statements and related notes and other information included and incorporated by reference in this joint proxy statement/prospectus. The unaudited pro forma combined data below is for illustrative purposes only. The companies may have performed differently had they always been combined. You should not rely on this information as being indicative of the historical results that would have been achieved had the companies always been combined or the future results that the combined company will experience after the merger, nor should you rely on the six-month information as being indicative of results expected for the entire year or for any future interim period.

	<b>WesBanco</b>	<b>Oak Hill</b>	<b>Pro Forma</b>	<b>Per</b>
	<b>Historical</b>	<b>Historical</b>	<b>Combined</b>	<b>Equivalent</b>
				<b>Oak Hill</b>
				<b>Share</b>
<b>Earnings per share for the six months ended</b>				
<b>June 30, 2007:</b>				
Basic	\$ 1.15	\$ 1.23	\$ 1.12	\$ 1.41
Diluted	1.15	1.22	1.12	1.41
<b>Cash dividends per share declared for the six</b>				
<b>months ended June 30, 2007</b>	0.55	0.42	0.51	0.64
<b>Book value per share as of June 30, 2007</b>	19.54	17.73	21.19	26.61

	<b>WesBanco</b>	<b>Oak Hill</b>	<b>Pro Forma</b>	<b>Per Equivalent Oak Hill Share</b>
	<b>Historical</b>	<b>Historical</b>	<b>Combined</b>	
<b>Earnings per share for the year ended December 31, 2006:</b>				
Basic	\$ 1.79	\$ 1.76	\$ 1.72	\$ 2.16
Diluted	1.79	1.74	1.72	2.16
<b>Cash dividends per share declared for the year ended December 31, 2006</b>				
	1.06	0.79	0.98	1.23
<b>Book value per share as of December 31, 2006</b>				
	19.39	17.16	20.96	26.33

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

The following table presents the closing market prices for WesBanco and Oak Hill common stock on July 19, 2007 and October 9, 2007, respectively. July 19, 2007 was the last full trading day prior to the public announcement of the signing of the merger agreement. October 9, 2007 was the last practicable trading day for which information was available prior to the date of this joint proxy statement/prospectus. The table also presents the equivalent price per share of Oak Hill common stock, giving effect to the merger, as of such dates. The equivalent per share price of Oak Hill common stock is determined by multiplying the closing market price per share of WesBanco common stock on each date by the exchange ratio of 1.256.

WesBanco common stock trades on the NASDAQ Global Select Market under the trading symbol WSBC. Oak Hill common stock trades on the NASDAQ Global Select Market under the trading symbol OAKF. The market prices of shares of WesBanco common stock and Oak Hill 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 Oak Hill receive certificates evidencing 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 joint proxy statement/prospectus or at the time of each special meeting.

	<b>WesBanco</b>	<b>Oak Hill</b>	<b>Oak Hill Equivalent per Share Price</b>
July 19, 2007	\$ 29.03	\$ 23.30	\$ 36.46
October 9, 2007	\$ 25.72	\$ 32.08	\$ 32.30

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

	<b>WesBanco Common Stock</b>			<b>Oak Hill Common Stock</b>		
	<b>High</b>	<b>Low</b>	<b>Dividend</b>	<b>High</b>	<b>Low</b>	<b>Dividend</b>
<b>2005</b>						
First Quarter	\$ 33.33	\$ 25.99	\$ 0.26	\$ 39.11	\$ 33.28	\$ 0.17
Second Quarter	31.50	24.80	0.26	34.00	25.00	0.17
Third Quarter	32.00	27.17	0.26	32.46	28.68	0.17
Fourth Quarter	32.50	25.59	0.26	33.59	28.78	0.19
<b>2006</b>						
First Quarter	\$ 32.81	\$ 29.20	\$ 0.265	\$ 33.25	\$ 30.23	\$ 0.19
Second Quarter	32.92	28.03	0.265	30.97	25.00	0.19
Third Quarter	31.16	27.89	0.265	25.90	24.23	0.19
Fourth Quarter	34.00	28.41	0.265	30.05	24.50	0.21
<b>2007</b>						
First Quarter	\$ 34.25	\$ 29.84	\$ 0.275	\$ 28.85	\$ 23.38	\$ 0.21



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Second Quarter	31.97	29.07	0.275	25.00	21.00	0.21
Third Quarter	30.91	21.03	0.275	34.71	22.15	0.21
Fourth Quarter (through October 9, 2007)	26.43	25.01		32.59	30.51	

As of October 8, 2007, WesBanco had approximately 4,748 shareholders of record and, additionally, approximately 5,028 beneficial owners.

Holders of WesBanco common stock are entitled to receive dividends when, as and if declared by the 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

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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 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, 2006. See "Where You Can Find More Information About WesBanco and Oak Hill" beginning on page 73.

As of October 8, 2007, Oak Hill had approximately 650 shareholders of record and, additionally, approximately 1,900 beneficial owners. Holders of Oak Hill common stock are entitled to receive dividends when, as and if declared by the Oak Hill board of directors out of funds legally available for dividends. A discussion of the restrictions on Oak Hill's dividend payments is included in Oak Hill's Annual Report on Form 10-K for the fiscal year ended December 31, 2006. See "Where You Can Find More Information About WesBanco and Oak Hill" beginning on page 73.

**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 six months ended June 30, 2007 and 2006 and as of or for each of the five fiscal years ended December 31, 2006, 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, 2006, and unaudited interim consolidated financial statements included in WesBanco's Quarterly Report on Form 10-Q for the quarterly periods ended June 30, 2007 and 2006, 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 Oak Hill](#) beginning on page 73.

	<b>As of or for the Six Months Ended June 30,</b>		<b>As of or for the Years Ended December 31,</b>				
	<b>2007</b>	<b>2006</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>	<b>2002</b>
	<b>(Unaudited)</b>						
<b>(Dollars in thousands, except per share amounts)</b>							

**Summary Statements  
of Income**

Net interest income	\$ 59,179	\$ 61,847	\$ 122,833	\$ 132,311	\$ 109,224	\$ 103,004	\$ 103,600
Provision for loan losses	3,236	4,903	8,739	8,045	7,735	9,612	9,359
Other income	26,688	17,804	40,408	39,133	35,541	33,230	27,852
Other expense	53,357	53,800	106,204	108,920	89,872	81,810	76,647
Income tax provision	5,032	4,103	9,263	11,722	8,976	8,682	10,620
Net income	24,242	16,845	39,035				