

WESBANCO INC  
Form 424B3  
June 15, 2018  
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Registration No. 333-224939

## MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

The board of directors of Wesbanco, Inc., or Wesbanco, and the board of directors of Farmers Capital Bank Corporation, or Farmers Capital, have agreed to a merger of the two companies, which we refer to as the merger, under the terms and subject to the conditions of the Agreement and Plan of Merger, dated April 19, 2018, and referred to in this document as the merger agreement by and between Wesbanco, Wesbanco Bank, Inc., Farmers Capital and United Bank & Capital Trust Company (the merger agreement). At the effective time of the merger, Farmers Capital will merge with and into Wesbanco with Wesbanco continuing as the surviving corporation (the merger). Immediately following the merger, United Bank & Capital Trust Company, Farmers Capital's wholly owned bank subsidiary, will merge with and into Wesbanco Bank, Inc., Wesbanco's wholly owned bank subsidiary, which we refer to as the bank merger, with Wesbanco Bank, Inc. surviving the bank merger.

If the merger is completed, each share of common stock, \$0.125 par value per share, of Farmers Capital ( Farmers Capital common stock ) outstanding immediately prior to the effective time of the merger, will be converted into the right to receive (1) 1.053 shares of common stock, \$2.0833 par value per share, of Wesbanco ( Wesbanco common stock ), subject to adjustment as described in the merger agreement, and (2) \$5.00 in cash, without interest, which we collectively refer to as the merger consideration. Shares of Wesbanco common stock will be unaffected by the merger and the merger will be tax-free to Wesbanco shareholders. Shareholders of Farmers Capital common stock generally will not recognize any gain or loss upon receipt of shares of Wesbanco common stock in exchange for Farmers Capital common stock pursuant to the merger, but will recognize gain (but not loss) in an amount not to exceed any cash received as part of the merger consideration (excluding cash received in lieu of fractional shares of Wesbanco common stock).

This proxy statement/prospectus is being distributed in connection with a special meeting of Farmers Capital shareholders. At that meeting, Farmers Capital shareholders will be asked to consider the following proposals: (1) approval of the merger agreement; (2) approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Farmers Capital in connection with the merger; and (3) approval of the adjournment of the Farmers Capital special meeting if necessary or appropriate to solicit additional proxies in favor of the approval of the merger agreement.

**The number of shares of Wesbanco common stock that Farmers Capital shareholders will receive for the merger consideration is fixed, so that the market value of those shares will fluctuate with the market price of Wesbanco common stock and will not be known at the time Farmers Capital shareholders vote on the merger agreement.** Based on the closing price of Wesbanco's common stock of \$44.22 on the NASDAQ Global Select Market on April 19, 2018, the last full trading day immediately prior to the public announcement of the merger agreement, the value of the per share merger consideration payable to Farmers Capital shareholders was \$51.56. Based on the \$46.59 closing price of Wesbanco's common stock on June 13, 2018, the last practicable full trading day before the date of this proxy statement/prospectus, the value of the per share merger consideration payable to Farmers

Capital shareholders was \$54.06. We urge you to obtain current market quotations for Wesbanco common stock (NASDAQ: trading symbol WSBC ) and Farmers Capital common stock (NASDAQ: trading symbol FFKT ). The estimated maximum number of shares of Wesbanco common stock issuable in the merger is expected to be approximately 7,927,453 shares.

**Your vote is very important. Whether or not you plan to attend the Farmers Capital special meeting, please take the time to vote by completing and mailing the enclosed proxy card in accordance with the instructions on the proxy card. Farmers Capital shareholders may also cast their votes over the Internet or by telephone in accordance with the instructions on the proxy card. If you attend the special meeting and vote in person, your vote by ballot will revoke any proxy previously submitted.** We cannot complete the merger unless Farmers Capital shareholders approve the merger agreement.

The accompanying document is a proxy statement of Farmers Capital and a prospectus of Wesbanco, and provides you with information about Farmers Capital, Wesbanco, the proposed merger and the special meeting of Farmers Capital shareholders. **Farmers Capital encourages you to carefully and thoughtfully read this entire document, including all its annexes, and we especially encourage you to read the section entitled Risk Factors beginning on page 22.** You also can obtain information about Farmers Capital and Wesbanco from publicly available documents filed with the Securities and Exchange Commission.

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

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

Sincerely,

Lloyd C. Hillard, Jr.

President and Chief Executive Officer

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

**This document incorporates important business and financial information about Wesbanco and Farmers Capital that is not included in or delivered with this document. This information is available without charge to Farmers Capital shareholders upon written or oral request at the applicable company's address and telephone**

**number listed in Additional Information. To obtain timely delivery, Farmers Capital shareholders must request the information no later than July 16, 2018. Please see Where You Can Find More Information About Wesbanco and Farmers Capital beginning on page 96 for instructions to request this and certain other information regarding Wesbanco and Farmers Capital.**

**This proxy statement/prospectus is dated June 15, 2018, and is first being mailed to the Farmers Capital shareholders on or about June 18, 2018.**

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**202 West Main Street**

**Frankfort, Kentucky 40601**

**(502) 227-1668**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**To Be Held On July 23, 2018**

Notice is hereby given that a special meeting of shareholders of Farmers Capital Bank Corporation ( Farmers Capital ), a Kentucky corporation, will be held at United Bank & Capital Trust Company, 125 West Main Street, Frankfort, Kentucky, on Monday, July 23, 2018, at 9:00 a.m. Eastern Daylight Time, to consider and vote upon the following proposals described in the accompanying proxy statement/prospectus:

1. A proposal to approve the Agreement and Plan of Merger, dated as of April 19, 2018, as it may be amended from time to time, by and between Wesbanco, Inc. ( Wesbanco ) a West Virginia corporation, Wesbanco Bank, Inc., a West Virginia banking corporation and a wholly owned subsidiary of Wesbanco, Farmers Capital, and United Bank & Capital Trust Company, a Kentucky state-chartered commercial bank and a wholly owned subsidiary of Farmers Capital ( United Bank ), which provides for, among other things, the merger of Farmers Capital with and into Wesbanco, with Wesbanco as the surviving entity, as more fully described in the attached proxy statement/prospectus.
2. A proposal to approve, in a non-binding advisory vote, the compensation payable to the named executive officers of Farmers Capital in connection with the merger.
3. A proposal to approve the adjournment of the Farmers Capital special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the Farmers Capital special meeting to approve the proposal to approve the merger agreement.

Only holders of record of Farmers Capital common stock at the close of business on May 31, 2018 will be entitled to notice of, and to vote at, the Farmers Capital special meeting and any adjournment thereof. Provided that a quorum exists for the special meeting, approval of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Farmers Capital common stock entitled to vote thereon. Approval of each of the other proposals to be voted on at the Farmers Capital special meeting requires the affirmative vote of the holders of a majority of the shares of Farmers Capital common stock present in person or by proxy at the special meeting.

Shareholders of Farmers Capital are entitled to dissenters' rights under Chapter 271B, Subtitle 13 of the Kentucky Business Corporation Act, which we refer to as the KBCA, provided they follow the procedures and satisfy the conditions set forth in Chapter 271B, Subtitle 13 of KBCA. For more information regarding dissenters' rights, see the section entitled Proposal No. 1 -Dissenters' Rights of Farmers Capital Shareholders beginning on page 62 of this proxy statement/prospectus. In addition, a copy of Chapter 271B, Subtitle 13 of the KBCA is attached as Annex C to this proxy statement/prospectus. Failure to strictly comply with Chapter 271B, Subtitle 13 of the KBCA may result in your waiver of, or inability to, exercise dissenters' rights.

**The Farmers Capital board of directors has carefully considered the terms of the merger agreement and believes that the merger is in the best interests of Farmers Capital and its shareholders. The Farmers Capital board of directors has unanimously approved the merger agreement and unanimously recommends that**

**shareholders vote: FOR approval of the merger agreement; FOR approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Farmers Capital in connection with the merger; and FOR the adjournment of the Farmers Capital special meeting if necessary or appropriate to solicit additional proxies in favor of the approval of the merger agreement. In considering the recommendation of the board of directors of Farmers Capital, you should be aware that certain directors and executive officers of Farmers Capital will have interests in the merger that may be different from, or in addition to, the interests of Farmers Capital shareholders generally. See the section entitled Interests of Certain Persons the Merger beginning on page 57 of the accompanying proxy statement/prospectus. In addition, certain of the executive officers and all of the directors of Farmers Capital have entered into voting agreements with Wesbanco in which the officer or director has agreed to vote his or her Farmers Capital shares in favor of approval of the merger agreement. See Other Material Agreements Relating to the Merger Voting Agreements.**

Your vote is very important. Whether or not you plan on attending the Farmers Capital special meeting, we urge you to read the proxy statement/prospectus carefully and to please vote your shares as promptly as possible. You may vote your shares by completing and sending in the enclosed proxy card, by submitting a valid proxy by Internet or telephone or by attending the Farmers Capital special meeting and voting in person. You may revoke your proxy at any time before it is voted by signing and returning a later dated proxy card with respect to the same shares, by submitting a new, valid later dated proxy by Internet or telephone, by filing a written revocation bearing a later date with the Secretary of Farmers Capital, or by attending the Farmers Capital special meeting and voting in person. If you fail to submit a proxy or to attend the Farmers Capital special meeting in person or do not provide your bank, brokerage firm or other nominee with instructions as to how to vote your shares, as applicable, your shares of Farmers Capital common stock will not be counted for purposes of determining whether a quorum is present at the Farmers Capital special meeting and will have the same effect as a vote **AGAINST** the merger agreement.

**The enclosed proxy statement/prospectus provides a detailed description of the Farmers Capital special meeting, the merger, the documents related to the merger, and other related matters. We urge you to read carefully and in their entirety the proxy statement/prospectus and its appendices, including any documents incorporated by reference into the proxy statement/prospectus or their appendices carefully and in their entirety.**

By Order of the Board of Directors,

Mark A. Hampton

Executive Vice President, Secretary,

and Chief Financial Officer

Frankfort, Kentucky

June 15, 2018

**YOUR VOTE IS VERY IMPORTANT**

**TO VOTE YOUR SHARES, PLEASE COMPLETE, DATE, SIGN AND MAIL THE ENCLOSED PROXY CARD PRIOR**

**TO THE FARMERS CAPITAL SPECIAL MEETING, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.**

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**ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates by reference important business and financial information about Wesbanco and Farmers Capital that is not included in or delivered with this document. You should refer to *Where You Can Find More Information About Wesbanco and Farmers Capital* beginning on page 96 for a description of the documents incorporated by reference into this proxy statement/prospectus. You can obtain documents related to Wesbanco and Farmers Capital 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 Farmers Capital's website at [www.farmerscapital.com](http://www.farmerscapital.com). Please note that the Internet website addresses of Wesbanco and Farmers Capital are provided as inactive textual references only. The information provided on the Internet websites of Wesbanco and Farmers Capital, other than copies of the documents listed below that have been filed with the SEC, is not part of this proxy statement/prospectus and, therefore, is not incorporated herein by reference. You may also obtain copies of these documents, other than exhibits, unless such exhibits are specifically incorporated by reference into the information that this proxy statement/prospectus incorporates, without charge by requesting them in writing or by telephone from the appropriate company:

Wesbanco, Inc.  
Attn: Linda M. Woodfin, Secretary  
One Bank Plaza  
Wheeling, West Virginia 26003  
(304) 234-9000

Farmers Capital Bank Corporation  
Attn: Mark A. Hampton, Secretary  
202 West Main Street  
Frankfort, Kentucky 40601  
(502) 227-1668

You will not be charged for any of these documents that you request. **In order to receive timely delivery of the documents in advance of the Farmers Capital special meeting, you should make your request to Wesbanco or Farmers Capital, as the case may be, no later than July 16, 2018**, or five trading days prior to the Farmers Capital special meeting. For further information about Wesbanco and Farmers Capital, please see *Where You Can Find More Information About Wesbanco and Farmers Capital* beginning on page 96.

**ABOUT THIS PROXY STATEMENT/PROSPECTUS**

This proxy statement/prospectus serves two purposes – it is a proxy statement being used by the Farmers Capital board of directors to solicit proxies for use at the Farmers Capital special meeting, and it is also the prospectus of Wesbanco regarding the issuance of Wesbanco common stock to Farmers Capital shareholders if the merger is completed. This proxy statement/prospectus provides you with detailed information about the proposed merger of Farmers Capital with and into Wesbanco. We encourage you to read this entire proxy statement/prospectus carefully. Wesbanco has filed a registration statement on Form S-4 with the Securities and Exchange Commission, and this proxy statement/prospectus is the prospectus filed as part of that registration statement. This proxy statement/prospectus does not contain all of the information in the registration statement, nor does it include the exhibits to the registration statement. Please see *Where You Can Find More Information About Wesbanco and Farmers Capital* beginning on page 96.

**You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in or incorporated by reference into this proxy statement/prospectus. This proxy statement/prospectus is dated June 15, 2018. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than the date hereof. You should not assume that the information contained in any document incorporated or deemed to be incorporated by reference herein is**

**accurate as of any date other than the date of that document. Any statement contained in a document incorporated or deemed to be incorporated by reference into this proxy statement/prospectus will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference into this proxy statement/prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this proxy statement/prospectus. Neither the mailing of this proxy statement/prospectus to the Farmers Capital shareholders nor the taking of any actions contemplated hereby by Wesbanco or Farmers Capital at any time will create any implication to the contrary.**

**This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is not lawful to make any such offer or solicitation in such jurisdiction. Except where the context otherwise indicates, information contained in this document regarding Farmers Capital has been provided by Farmers Capital and information contained in this document regarding Wesbanco has been provided by Wesbanco.**



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**QUESTIONS AND ANSWERS**

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

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

A: The boards of directors of Wesbanco and Farmers Capital have each approved a merger agreement, entered into on April 19, 2018, providing for Farmers Capital to be acquired by Wesbanco. A copy of the merger agreement is attached to this proxy statement/prospectus as *Annex A*, which we encourage you to review.

This proxy statement/prospectus constitutes a proxy statement of Farmers Capital and a prospectus of Wesbanco. It is a proxy statement because the board of directors of Farmers Capital is soliciting proxies from its shareholders. It is a prospectus because, in addition to paying cash, Wesbanco will issue shares of Wesbanco common stock in exchange for shares of Farmers Capital common stock in the merger. This document contains important information about the merger and the special meeting of Farmers Capital shareholders and you should read it carefully. The enclosed voting materials allow Farmers Capital shareholders to vote their shares without attending the Farmers Capital special meeting.

In order to complete the merger, Farmers Capital shareholders must vote to approve the merger agreement. **IF FARMERS CAPITAL SHAREHOLDERS FAIL TO APPROVE THE MERGER AGREEMENT, THE MERGER CANNOT BE COMPLETED.**

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

**Q: What matters are to be voted on at the Farmers Capital special meeting?**

A: At the Farmers Capital special meeting, holders of Farmers Capital common stock as of the close of business on May 31, 2018 (the record date) will be asked to consider and vote upon:

1. A proposal to approve the merger agreement, as it may be amended from time to time;
2. A proposal to approve, in a non-binding advisory vote, the compensation payable to the named executive officers of Farmers Capital in connection with the merger; and
- 3.

A proposal to approve the adjournment of the Farmers Capital special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the Farmers Capital special meeting to approve the proposal to approve the merger agreement.

**Q: What will Farmers Capital shareholders receive as a result of the merger?**

**A:** Farmers Capital shareholders will receive (1) 1.053 shares of Wesbanco common stock, subject to adjustment as described in the merger agreement, and (2) \$5.00 in cash, without interest, which we refer to as the merger consideration, in exchange for each share of Farmers Capital common stock. Instead of fractional shares of Wesbanco, Farmers Capital shareholders will receive a check for any fractional shares based on the average closing price of Wesbanco common stock during a specified period before the effective time of the merger.

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Because the number of shares of Wesbanco common stock that Farmers Capital shareholders will receive for the merger consideration is fixed, the implied value of the merger consideration will fluctuate as the market price of Wesbanco common stock fluctuates. **As a result, the value of the merger consideration that you will receive upon completion of the merger could be greater than, less than or the same as the value of the merger consideration on the date of this proxy statement/prospectus or at the time of the Farmers Capital special meeting.** You should obtain current stock price quotations for Wesbanco common stock and Farmers Capital common stock before deciding how to vote with respect to the approval of the merger agreement. Wesbanco common stock is listed for trading on the Nasdaq Global Select Market under the symbol WSBC. Farmers Capital common stock is listed for trading on the Nasdaq Global Select Market under the symbol FFKT.

### **Q: What does the Farmers Capital board of directors recommend?**

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

**FOR** approval of the merger agreement, as it may be amended from time to time;

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

**FOR** approval of the adjournment of the Farmers Capital special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the Farmers Capital special meeting to approve the proposal to approve the merger agreement.

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

### **Q: When and where will the special meeting of Farmers Capital shareholders be held?**

A: The Farmers Capital special meeting will be held at United Bank & Capital Trust Company, 125 West Main Street, Frankfort, Kentucky, on Monday, July 23, 2018, at 9:00 a.m. Eastern Daylight Time.

### **Q: Who can vote at the special meeting?**

A: Holders of record of Farmers Capital common stock at the close of business on May 31, 2018, the record date, will be entitled to notice of and to vote at the Farmers Capital special meeting. Each of the shares of Farmers Capital common stock issued and outstanding on the record date is entitled to one vote at the Farmers Capital special meeting with regard to each of the proposals described above.

**Q: When do you expect to complete the merger?**

A: We anticipate that we will obtain all necessary regulatory approvals, and be able to consummate the merger, in the second half of 2018. However, we cannot assure you when or if the merger will occur. Among other conditions to Closing, we must first obtain the requisite approval of Farmers Capital shareholders at the Farmers Capital special meeting, and Wesbanco and Farmers Capital must obtain the requisite regulatory approvals to complete the merger.

**Q: What happens if the merger is not completed?**

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

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

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

**Q: What will happen if Farmers Capital shareholders do not approve the golden parachute compensation?**

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

**Q: What vote of Farmers Capital shareholders is required to approve each proposal?**

A: To be approved, proposal no. 1 (approval of the merger agreement) requires the affirmative vote of a majority of the outstanding shares of Farmers Capital common stock entitled to vote thereon. To be approved, proposals no. 2 (advisory vote regarding golden parachute compensation) and no. 3 (adjournment proposal) each require the affirmative vote of the holders of a majority of the shares of Farmers Capital common stock present in person or by proxy at the special meeting.

As of the record date, there were 7,519,814 shares of Farmers Capital common stock outstanding and entitled to vote at the Farmers Capital special meeting, held by approximately 817 holders of record. As of the record date, the directors and executive officers of Farmers Capital controlled approximately 3.2% of the outstanding shares of Farmers Capital common stock entitled to vote at the special meeting. In addition, certain of the executive officers and all of the directors of Farmers Capital have entered into voting agreements with Wesbanco in which each executive officer or director has agreed to vote his or her Farmers Capital shares in favor of approval of the merger agreement.

**Q: How do I vote?**

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

accessing the Internet website specified on your proxy card;



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

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

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

**Q: What is a quorum?**

A: In order for business to be conducted at the Farmers Capital special meeting, a quorum must be present. The quorum requirement for holding and transacting business at the Farmers Capital special meeting is that a majority of the shares of Farmers Capital common stock entitled to vote must be present in person or

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represented by proxy. Shares of Farmers Capital common stock represented by properly executed and returned proxies will be treated as present. Shares of Farmers Capital common stock present at the special meeting that abstain from voting or that are the subject of broker non-votes will be counted as present for purposes of determining a quorum.

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

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

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

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

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

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

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

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

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

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

by sending a written notice to the corporate secretary of Farmers Capital in time to be received before the Farmers Capital special 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 the Farmers Capital special meeting; or you can change your vote by submitting a new, valid proxy by Internet or telephone, with a later date, in which case your later submitted proxy will be recorded and your earlier proxy revoked; or

if you are a holder of record, by attending the Farmers Capital special meeting and voting in person. If your shares are held in an account at a broker or bank, you should contact your broker or bank to change your vote.

**Q: Will shareholders have dissenters' rights?**

A: Yes. Shareholders are entitled to dissenters' rights under Chapter 271B, Subtitle 13 of the Kentucky Business Corporation Act, which we refer to as the KBCA, provided they follow the procedures and satisfy the conditions set forth in Chapter 271B, Subtitle 13 of KBCA. For more information regarding dissenters' rights, see the section entitled Proposal No. 1 -Dissenters' Rights of Farmers Capital Shareholders beginning on page 62 of this proxy statement/prospectus. In addition, a copy of Chapter 271B, Subtitle 13 of the KBCA is attached as *Annex C* to this proxy statement/prospectus. Failure to strictly comply with Chapter 271B, Subtitle 13 of the KBCA may result in your waiver of, or inability to, exercise dissenters' rights.

*You must not vote in favor of approval of the merger agreement to be eligible to exercise dissenters' rights.*

**Q: What do you need to do now?**

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

**Q: Should you send in your Farmers Capital stock certificates now?**

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

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

A:

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

**Q: What are the material United States federal income tax consequences of the merger to Farmers Capital shareholders?**

A: The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code ), and it is a condition to the completion of the merger that

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each of Wesbanco and Farmers Capital receives a legal opinion to that effect. Accordingly, a shareholder of Farmers Capital common stock generally will recognize gain, but not loss, in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess of the sum of the amount of cash and the fair market value of the Wesbanco common stock received pursuant to the merger over that shareholder's adjusted tax basis in its shares of Farmers Capital common stock surrendered) and (2) the amount of cash received pursuant to the merger (excluding cash received in lieu of fractional shares of Wesbanco common stock). Further, a shareholder of Farmers Capital common stock generally will recognize gain or loss with respect to cash received instead of fractional shares of Wesbanco common stock that the shareholder of Farmers Capital common stock would otherwise be entitled to receive. You should read Proposal No. 1 Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger beginning on page 66 for a more complete discussion of the United States federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your tax advisor to determine the specific tax consequences of the merger to you.

**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

Farmers Capital Bank Corporation

Attention: Mark A. Hampton, Secretary

202 West Main Street

Frankfort, Kentucky 40601

(502) 227-1668

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**SUMMARY**

*This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. The merger agreement is attached to this proxy statement/prospectus as Annex A. To fully understand the merger and for a more complete description of the terms of the merger, you should carefully read this entire document, including the annexes, and the documents we refer you to under the caption *Where You Can Find More Information About Wesbanco and Farmers Capital* beginning on page 96. This proxy statement/prospectus, including information included or incorporated by reference in this proxy statement/prospectus, contains a number of forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the financial condition, results of operations, earnings outlook, business and prospects of Wesbanco and Farmers Capital, and the potential combined company, as well as statements applicable to the period following the completion of the merger. You can find some of these statements by looking for words such as *plan, believe, expect, intend, anticipate, estimate, project, potential, possible* or other similar expressions. These forward-looking statements involve certain risks and uncertainties. The ability of either Wesbanco or Farmers Capital to predict results or the actual effects of our plans and strategies, particularly after the merger, is inherently uncertain. Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed in or implied by these forward-looking statements. See *Cautionary Statement Regarding Forward-Looking Statements* on page 98.*

*Unless the context otherwise requires, throughout this proxy statement/prospectus, *we, us, our* or *Farmers Capital* refers to Farmers Capital Bank Corporation, *Wesbanco* refers to Wesbanco, Inc., and *you* refers to the holders of shares of common stock of Farmers Capital. We refer to the merger between Farmers Capital and Wesbanco as the *merger*, and the Agreement and Plan of Merger dated as of April 19, 2018 between Wesbanco, Wesbanco Bank, Inc. Farmers Capital and United Bank as the *merger agreement*. Also, we refer to the proposed merger of United Bank into Wesbanco Bank, Inc. as the *bank merger*.*

**The Merger (See page 32)**

We propose a merger of Farmers Capital 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 one current Farmers Capital director, Michael J. Crawford, will be appointed to the board of directors of Wesbanco. After the effective time of the merger and as part of the same overall transaction, United Bank & Capital Trust Company, the wholly owned banking subsidiary of Farmers Capital, for no additional consideration and pursuant to the merger agreement, will merge with and into Wesbanco Bank, Inc., the wholly owned banking subsidiary of Wesbanco, with Wesbanco Bank, Inc. as the surviving entity.

**The Companies (See page 83)**

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



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Bank, Inc., operates 177 financial centers in West Virginia, Ohio, Pennsylvania, Kentucky and Indiana. As of March 31, 2018, Wesbanco had approximately \$10.2 billion of consolidated total assets, \$7.2 billion of deposits, \$6.3 billion of loans and \$1.4 billion of shareholders' equity.

Farmers Capital Bank Corporation

202 West Main Street

Frankfort, Kentucky 40601

(502) 227-1668

Farmers Capital is a financial holding company headquartered in Frankfort, Kentucky. Farmers Capital is the holding company for United Bank, a Kentucky state-chartered commercial bank. United Bank conducts business at its principal office and four branches in Frankfort, the capital of Kentucky, as well as branches in the following counties in Kentucky: Anderson, Boone, Bullitt, Campbell, Fayette, Hardin, Jessamine, Kenton, Mercer, Scott, and Woodford Counties. The market served by United Bank is diverse, and includes government, commerce, finance, industry, medicine, education, and agriculture. On March 31, 2018, Farmers Capital had approximately \$1.7 billion of consolidated total assets, \$1.4 billion of deposits, \$1.0 billion of loans and \$194 million of shareholders' equity.

### **What Farmers Capital Shareholders Will Receive in the Merger (See page 32)**

If the merger is completed, for each share of Farmers Capital common stock that you own you will receive, (1) 1.053 shares of Wesbanco common stock, subject to adjustment as proscribed in the merger agreement, and (2) \$5.00 in cash, without interest. Collectively, we sometimes refer to the 1.053 shares of Wesbanco common stock and the \$5.00 in cash to be received as the merger consideration. Instead of fractional shares of Wesbanco, Farmers Capital shareholders will receive a check for any fractional shares based on the average closing price of Wesbanco common stock during a specified period before the effective time of the merger.

The exchange ratio is a fixed ratio. Therefore, the number of shares of Wesbanco common stock to be received by holders of Farmers Capital common stock in the merger will not change if the trading price of Wesbanco common stock or Farmers Capital common stock changes between now and the time the merger is completed. However, the exchange ratio is subject to adjustment if Wesbanco completes certain corporate transactions, such as a reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other like changes in Wesbanco's capitalization.

### **Farmers Capital's Reasons for the Merger and Recommendation to Shareholders (See page 39)**

The Farmers Capital board of directors has unanimously determined that the merger agreement and the merger are in the best interests of Farmers Capital and its shareholders, **and accordingly unanimously approved the merger agreement and recommends that Farmers Capital shareholders vote FOR the proposal to approve the merger agreement.**

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

In addition, the Farmers Capital board of directors unanimously recommends that Farmers Capital shareholders vote **FOR** the proposal to approve, in a non-binding advisory vote, of the compensation payable to the named executive officers of Farmers Capital in connection with the merger and **FOR** the proposal to approve of the adjournment of the Farmers Capital special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the Farmers Capital special meeting to approve the proposal to approve the merger agreement.

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**Table of Contents****Opinion of Farmers Capital's Financial Advisor (See page 41)**

In connection with the merger, Farmers Capital's financial advisor, Keefe, Bruyette & Woods, Inc. ( KBW ), delivered a written opinion, dated April 19, 2018, to the Farmers Capital board of directors as to the fairness, from a financial point of view and as of the date of the opinion, to the holders of Farmers Capital common stock of the merger consideration in the merger. The full text of the opinion, which describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in preparing the opinion, is attached as *Annex B* to this proxy statement/prospectus. **The opinion was for the information of, and was directed to, the Farmers Capital board of directors (in its capacity as such) in connection with its consideration of the financial terms of the merger. The opinion did not address the underlying business decision of Farmers Capital to engage in the merger or enter into the merger agreement or constitute a recommendation to the Farmers Capital board of directors in connection with the merger, and it does not constitute a recommendation to any holder of Farmers Capital common stock or any shareholder of any other entity as to how to vote in connection with the merger or any other matter.**

**Special Meeting (See page 28)**

A special meeting of Farmers Capital's shareholders will be held at United Bank & Capital Trust Company, 125 West Main Street, Frankfort, Kentucky, on Monday, July 23, 2018, at 9:00 a.m. Eastern Daylight Time. At the Farmers Capital special meeting, Farmers Capital shareholders will be asked to consider and vote upon: (i) a proposal to approve the merger agreement; (ii) a proposal to approve, in a non-binding advisory vote, the compensation payable to the named executive officers of Farmers Capital in connection with the merger; and (iii) a proposal to approve an adjournment of the Farmers Capital special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the time of the Farmers Capital special meeting.

**Record Date; Voting Power (See page 28)**

You may vote at the special meeting only if you owned shares of Farmers Capital common stock at the close of business on May 31, 2018, referred to as the record date. On the record date, there were 7,519,814 shares of Farmers Capital common stock outstanding. You may cast one vote for each share of Farmers Capital common stock you owned on the record date. You can vote your shares by telephone, the Internet or by returning the enclosed proxy by mail, or you may vote in person by appearing at the Farmers Capital special meeting. You can change your vote by submitting a later-dated proxy by telephone, the Internet or by mail, provided that it must be received prior to the Farmers Capital special meeting. You can also change your vote by attending the Farmers Capital special meeting and voting in person.

**Vote Required (See page 28)**

*Merger Agreement Proposal.* If a quorum exists, approval of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Farmers Capital common stock entitled to vote thereon. Abstentions, broker non-votes, and unvoted shares will have the effect of a vote **Against** the proposal to approve the merger agreement.

*Advisory Vote on Golden Parachute Compensation and Adjournment Proposal.* If a quorum exists, the approval of (i) the compensation payable to the named executive officers of Farmers Capital in connection with the merger in a non-binding advisory vote, and (ii) the adjournment of the Farmers Capital special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement at the time of the Farmers Capital special meeting, each requires the affirmative vote of a majority of the shares of Farmers Capital common stock present in person or by proxy at the special meeting. Abstentions, broker non-votes, and unvoted

shares will have no effect on the outcome of either of these proposals.

**Table of Contents****Voting Agreements (See page 81)**

As of the record date, the directors and executive officers of Farmers Capital controlled approximately 239,646 shares of Farmers Capital common stock, or approximately 3.2% of the outstanding shares of Farmers Capital common stock entitled to vote at the Farmers Capital special meeting.

In connection with the merger agreement, Wesbanco entered into voting agreements with all of Farmers Capital's directors and certain of its executive officers, who are J. Barry Banker, R. Terry Bennett, Michael J. Crawford, E. Bruce Dungan, Mark A. Hampton, Lloyd C. Hillard, Jr., Dr. William C. Nash, David R. O Bryan, John C. Roach, Fred N. Parker, David Y. Phelps, Marvin E. Strong, Jr., Fred Sutterlin and Judy Worth. In the voting agreements, each of these shareholders has generally agreed to vote all of the shares of Farmers Capital common stock he or she controls to approve the merger agreement.

**Quorum; Abstentions and Broker Non-Votes (See page 28)**

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

An abstention occurs when a shareholder attends a meeting, either in person or by proxy, but abstains from voting. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. None of the proposals to be voted upon at the Farmers Capital special meeting are routine matters, and brokers, banks and other nominees holding shares in street name will not be permitted to vote on any proposal without instructions from the beneficial holder with respect to that specific proposal. If a beneficial holder of shares of Farmers Capital common stock does not give the broker, bank or other nominee any voting instructions, the holder's shares of common stock will not be voted on any proposal.

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

**Dissenters' Rights (See page 62)**

Farmers Capital shareholders of record have dissenters' rights under the KBCA in connection with the merger. Farmers Capital shareholders who do not vote in favor of the approval of the merger agreement and who otherwise comply with the applicable provisions of Chapter 271B, Subtitle 13 of the KBCA will be entitled to exercise dissenters' rights thereunder. Any shares of Farmers Capital common stock held by a Farmers Capital shareholder as of the record date who has not voted in favor of the approval of the merger agreement and who has demanded payment for such shares

in accordance with the KBCA will not be converted into a right to receive

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the merger consideration, unless such Farmers Capital shareholder fails to perfect, withdraws or otherwise loses such shareholder's dissenters' rights under the KBCA. If, after the consummation of the merger, such holder of Farmers Capital common stock fails to perfect, withdraws or otherwise loses his, her or its dissenters' rights, each such share will be treated as if it had been converted as of the consummation of the merger into a right to receive the merger consideration. ***You must not vote in favor of approval of the merger agreement to be eligible to exercise dissenters' rights.***

**Shares to be Issued by Wesbanco in the Merger; Ownership of Wesbanco after the Merger (See page 65)**

Wesbanco will issue a maximum of approximately 7,927,453 shares of its common stock to Farmers Capital shareholders in connection with the merger, based on the number of shares of Farmers Capital common stock outstanding on the record date and additional shares of Farmers Capital common stock that may be issued prior to the closing, assuming no adjustment to the exchange ratio is made. Assuming that Wesbanco issues that maximum number of shares, those shares would constitute approximately 14.5% of the outstanding stock of Wesbanco after the merger, based on the number of shares of Wesbanco common stock outstanding on the record date. The Wesbanco shares to be issued in the merger will be listed for trading on the Nasdaq Global Select Market under the symbol WSBC.

**Material U.S. Federal Income Tax Consequences (See page 66)**

It is a condition to the completion of the merger, unless waived by the parties in writing, that each of Wesbanco and Farmers Capital receives a legal opinion from their respective tax counsel to the effect that the merger will be treated as a reorganization for United States federal income tax purposes within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). Accordingly, we expect the merger generally to be tax-free to shareholders of Farmers Capital common stock for United States federal income tax purposes with respect to the shares of Wesbanco common stock that they receive pursuant to the merger. A shareholder of Farmers Capital common stock generally will recognize gain, but not loss, in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess, if any, of the sum of the cash received and the fair market value of the Wesbanco common stock received pursuant to the merger over that shareholder's adjusted tax basis in its shares of Farmers Capital common stock surrendered) and (2) the amount of cash received pursuant to the merger (excluding any cash received in lieu of a fractional share). Further, a shareholder of Farmers Capital common stock generally will recognize gain or loss with respect to cash received instead of fractional shares of Wesbanco common stock that the shareholder of Farmers Capital common stock would otherwise be entitled to receive. For further information, please refer to Proposal No. 1 Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger beginning on page 66.

**You should read the summary under the caption Proposal No. 1 Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger beginning on page 66 for a more complete discussion of the U.S. federal income tax consequences of the merger. You should also consult your own tax advisor concerning all U.S. federal, state, local and foreign tax consequences of the merger that may apply to you.**

**Certain Differences in the Rights of Shareholders (See page 85)**

Farmers Capital is a Kentucky corporation governed by Kentucky law, and Wesbanco is a West Virginia corporation governed by West Virginia law. Once the merger occurs, Farmers Capital shareholders will become shareholders of Wesbanco and their rights will be governed by West Virginia law and Wesbanco's corporate governing documents rather than Kentucky law and Farmers Capital's governing documents. Because of the differences between the laws of the Commonwealth of Kentucky and the State of West Virginia and the respective corporate governing documents of

Farmers Capital and Wesbanco, Farmers Capital s shareholders



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rights as shareholders will change as a result of the merger. These include, among other things, differences in shareholders' rights related to notice and adjournment of shareholder meetings, the calling of special meetings of shareholders, dissenters' rights, the number and term of directors, nomination of directors, removal of directors and filling vacancies on the board of directors, cumulative voting, indemnification of officers and directors, amendment of articles of incorporation and bylaws, and statutory provisions affecting control share acquisitions and business combinations.

**Conditions to the Merger (See page 76)**

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

the approval of the merger agreement by the shareholders of Farmers Capital;

the absence of a law or injunction prohibiting the merger;

the receipt by Wesbanco and Farmers Capital of all necessary approvals of governmental and regulatory authorities;

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

the shares of Wesbanco common stock to be issued in exchange for the shares of Farmers Capital common stock having been approved for listing on the Nasdaq Global Select Market; and

not more than 10% of the outstanding shares of Farmers Capital common stock exercising dissenters' rights.

**Termination of the Merger Agreement (See page 76)**

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

the merger agreement is not approved by the Farmers Capital shareholders;

the merger is not completed by March 31, 2019;

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

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

Farmers Capital 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 \$34.188 and Wesbanco common stock underperforms the Nasdaq Bank Index by more than 20%. Subject to certain conditions, Farmers Capital 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 Farmers Capital's shareholders from a financial point of view, provided that Farmers Capital pays the termination fee described below.

**Termination Fee (See page 79)**

The merger agreement provides that if the merger agreement is terminated under certain circumstances, described more fully beginning on page 79, Farmers Capital will be required to pay a termination fee of \$12,000,000 to Wesbanco.

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### **We May Amend the Terms of the Merger and Waive Rights Under the Merger Agreement (See page 80)**

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 Farmers Capital shareholders, there may not be, without further approval of Farmers Capital shareholders, any amendment of the merger agreement that requires such further approval under applicable law or would alter the amount or kind of the merger consideration to be received by Farmers Capital shareholders.

### **Effective Date of the Merger (See page 80)**

We expect the merger to be completed as soon as practicable after all regulatory approvals and shareholder approvals have been received. We expect this to occur during the second half of 2018.

### **Regulatory Approvals (See page 61)**

In addition to the approval of the Farmers Capital shareholders, the merger is subject to the approval of the Federal Deposit Insurance Corporation, Board of Governors of the Federal Reserve System (unless a waiver is granted, which occurred on May 30, 2018), the West Virginia Division of Financial Institutions, and the Kentucky Department of Financial Institutions. These governmental authorities may impose conditions for granting approval of the merger. Neither Wesbanco nor Farmers Capital can offer any assurance that all necessary approvals will be obtained or the date when any such approvals will be obtained. As of the date of this proxy statement/prospectus, all required regulatory applications, notices and waiver requests have been filed.

### **Interests of Certain Persons in the Merger (See page 57)**

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

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

the receipt of payments by the executive officers of Farmers Capital pursuant to rights granted under agreements with Farmers Capital (concurrently with the execution of the merger agreement, Wesbanco and Farmers Capital entered into certain agreements with each of Lloyd C. Hillard, Jr., Rickey D. Harp, J. David Smith, Jr. and Mark A. Hampton, detailing these payments that will be made upon completion of the merger and other matters);

the continuation of certain benefits for certain officers and directors of Farmers Capital;

the appointment of one current Farmers Capital director, Michael J. Crawford, to the board of directors of Wesbanco and Wesbanco Bank upon completion of the merger;

the appointment of each member of Farmers Capital's board of directors to an advisory board for the Central and Southern Kentucky markets;

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

grants of Wesbanco restricted stock to certain key employees, including some executive officers, of Farmers Capital, effective upon completion of the merger, which would cliff vest after two years, for the purpose of retaining those key employees of Farmers Capital as Wesbanco employees after the merger.

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The Farmers Capital board of directors knew about these additional interests, and considered them when the board approved the merger agreement. See Proposal No. 1 Approval of the Merger Agreement Interests of Certain Persons in the Merger beginning on page 57 for more detailed information about these interests.

### **Advisory (Non-binding) Vote on Golden Parachute Compensation (See page 94)**

In accordance with Securities and Exchange Commission ( SEC ) rules, Farmers Capital shareholders will vote on a proposal to approve on an advisory (non-binding) basis, certain payments that will or may be made to Farmers Capital s named executive officers in connection with the merger. These payments are reported in the Summary of Golden Parachute Arrangements table on page 61 and the associated narrative discussion.

### **Adjournment Proposal (See page 95)**

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

### **Recommendation of the Farmers Capital Board of Directors (See page 39)**

The Farmers Capital board of directors determined that the merger is in the best interests of Farmers Capital shareholders. Accordingly, it has unanimously recommended that Farmers Capital shareholders vote **FOR** the proposal to approve the merger agreement. See Proposal No. 1 Approval of the Merger Agreement Background of the Merger beginning on page 35. In addition the Farmers Capital board of directors unanimously recommends that Farmers Capital shareholders vote **FOR** the proposal to approve, in a non-binding, advisory vote, the compensation payable to the named executive officers of Farmers Capital in connection with the merger, and **FOR** the proposal to adjourn the Farmers Capital special meeting if necessary or appropriate to solicit additional proxies in favor of the approval of the merger agreement.

### **Recent Developments**

On April 5, 2018, Wesbanco completed the acquisition of First Sentry Bancshares, Inc. pursuant to the Agreement and Plan of Merger, dated as of November 13, 2017, by and between Wesbanco, Wesbanco Bank, Inc., First Sentry Bancshares, Inc. and First Sentry Bank, Inc. First Sentry Bancshares, Inc., a bank holding company that had total assets of approximately \$705 million as of March 31, 2018, and was headquartered in Huntington, West Virginia, conducted its banking operations through its wholly-owned banking subsidiary, First Sentry Bank, Inc.

Under the terms of Wesbanco s agreement to acquire First Sentry Bancshares, Inc., each outstanding share of First Sentry Bancshares, Inc. common stock was converted into the right to receive 1.5869 shares of Wesbanco common stock. Upon the surrender for exchange of First Sentry Bancshares, Inc. common stock certificates, Wesbanco issued approximately 2,498,761 shares of Wesbanco common stock.

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

The following table presents the closing market prices for Wesbanco and Farmers Capital common stock on April 19, 2018 and June 13, 2018, respectively. April 19, 2018 was the last full trading day prior to the public announcement of the signing of the merger agreement. June 13, 2018 was the last practicable full trading day for which information was available prior to the date of this proxy statement/prospectus. This table also shows the merger consideration equivalent proposed for each share of Farmers Capital common stock, which was calculated by multiplying the closing price of Wesbanco common stock on those dates by the exchange ratio of 1.053 and adding the cash consideration of \$5.00 per share.

	<b>Wesbanco</b>	<b>Farmers Capital</b>	<b>Farmers Capital Merger Consideration Equivalent</b>
April 19, 2018	\$ 44.22	\$ 42.25	\$ 51.56
June 13, 2018	\$ 46.59	\$ 53.45	\$ 54.06

The above table shows only historical comparisons. These comparisons may not provide meaningful information to Farmers Capital shareholders in determining whether to approve the merger agreement. Farmers Capital shareholders are urged to obtain current market quotations for shares of Wesbanco common stock and Farmers Capital common stock and to review carefully the other information contained in this proxy statement/prospectus or incorporated by reference into this proxy statement/prospectus in considering whether to approve the merger agreement. The market prices of Wesbanco common stock and Farmers Capital common stock will fluctuate between the date of this proxy statement/prospectus and the date of completion of the merger. No assurance can be given concerning the market prices of Farmers Capital common stock or Wesbanco common stock before or after the effective date of the merger. Changes in the market price of Wesbanco common stock prior to the completion of the merger will affect the market value of the merger consideration that Farmers Capital shareholders will receive upon completion of the merger. Wesbanco common stock trades on the Nasdaq Global Select Market under the trading symbol WSBC. Farmers Capital common stock trades on the Nasdaq Global Select Market under the trading symbol FFKT.

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

	<b>Wesbanco Common Stock</b>			<b>Farmers Capital Common Stock</b>		
	<b>High</b>	<b>Low</b>	<b>Dividend</b>	<b>High</b>	<b>Low</b>	<b>Dividend</b>
<b>2016</b>						
January-March	\$ 30.36	\$ 26.93	\$ 0.24	\$ 27.31	\$ 24.65	\$ 0.07
April-June	33.47	28.89	0.24	29.00	24.71	0.07
July-September	33.09	29.78	0.24	30.98	26.63	0.07
October-December	43.77	32.06	0.24	44.65	29.24	0.10
<b>2017</b>						
January-March	44.19	34.81	0.26	44.25	34.05	0.10
April-June	41.77	36.49	0.26	42.80	37.20	0.10
July-September	41.42	35.49	0.26	43.45	36.10	0.10

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October-December	43.09	38.09	0.26	44.30	38.45	0.125
<b>2018</b>						
January-March	44.78	39.59	0.29	41.80	32.60	0.125
April-June (through June 13, 2018)	48.37	41.19	0.29	55.05	39.10	0.125

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

The following table sets forth certain historical financial data concerning Wesbanco as of or for the three months ended March 31, 2018 and 2017 and as of or for each of the five fiscal years ended December 31, 2017, 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, 2017, and unaudited interim consolidated financial statements included in Wesbanco's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2018 and 2017, 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 Farmers Capital](#) beginning on page 96.

<i>Dollars in thousands, except per share amounts)</i>	As of or for the Three Months Ended March 31, 2018		2017	As of or for the years ended December 31, 2016				2013
	(Unaudited)			2015	2014	2013		
<b>Summary Statements of</b>								
<b>Income</b>								
Net interest income	\$ 73,292	\$ 70,719	\$ 290,295	\$ 253,330	\$ 236,987	\$ 193,228	\$ 185,487	
Provision for credit losses	2,168	2,711	9,986	8,478	8,353	6,405	9,086	
Net income	23,980	22,884	88,840	81,499	74,466	68,504	69,285	
Net expense	54,571	54,384	220,860	208,680	193,923	161,633	160,998	
Income tax provision	7,004	10,622	53,807	31,036	28,415	23,720	20,763	
Net income available to Common shareholders	33,529	25,886	94,482	86,635	80,762	69,974	63,925	
<b>Per Share Information</b>								
<b>Earnings</b>								
Basic per common share	0.76	0.59	2.15	2.16	2.15	2.39	2.18	
Diluted per common share	0.76	0.59	2.14	2.16	2.15	2.39	2.18	
Dividends per common share	0.29	0.26	1.04	0.96	0.92	0.88	0.78	
Book value per common share	31.84	30.92	31.68	30.53	29.18	26.90	25.59	
Adjustable common book value per share (1)	18.56	17.61	18.42	17.19	16.51	16.09	14.68	
<b>Selected Ratios</b>								
Return on average assets	1.36%	1.07%	0.96%	0.97%	0.99%	1.12%	1.05%	
Return on average equity	9.70%	7.73%	6.83%	7.13%	7.62%	8.97%	8.72%	
Provision for loan losses to total loans	0.73%	0.70%	0.71%	0.70%	0.82%	1.09%	1.22%	
Provision for loan losses to total non-performing loans	1.18x	0.95x	1.04x	1.11x	0.93x	0.88x	0.92x	
Common shareholders' equity to total assets	13.69%	13.87%	14.21%	13.70%	13.25%	12.52%	12.15%	
Adjustable common equity to adjustable assets (1)	8.46%	8.40%	8.79%	8.20%	7.95%	7.88%	7.35%	
Debt to capital leverage ratio	10.56%	9.97%	10.39%	9.81%	9.38%	9.88%	9.27%	



Common equity tier 1 capital to risk-weighted assets	14.31%	13.21%	14.12%	13.16%	13.35%	13.76%	13.06%
Total capital to risk-weighted assets	15.35%	14.22%	15.16%	14.18%	14.11%	14.81%	14.19%
Common equity tier 1 capital ratio (CET 1)	12.33%	11.28%	12.14%	11.28%	11.66%	N/A	N/A
<b>Selected Balance Sheet Information</b>							
Assets	\$ 10,245,419	\$ 9,800,881	\$ 9,816,178	\$ 9,790,877	\$ 8,470,298	\$ 6,296,565	\$ 6,144,773
Securities	2,748,405	2,290,595	2,284,822	2,316,214	2,422,450	1,511,094	1,532,906
Net portfolio loans	6,276,204	6,268,111	6,296,157	6,205,762	5,024,132	4,042,112	3,847,549
Deposits	7,226,326	7,145,735	7,043,588	7,040,879	6,066,299	5,048,983	5,062,530
Shareholders' equity	1,403,026	1,359,153	1,395,321	1,341,408	1,122,132	788,190	746,595

(1) See Non-GAAP Financial Measures for additional information relating to the calculation of this ratio.  
N/A Not applicable

**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF FARMERS CAPITAL**

The following table sets forth certain historical financial data concerning Farmers Capital as of or for the three months ended March 31, 2018 and 2017 and as of or for each of the five fiscal years ended December 31, 2017, which is derived from Farmers Capital's consolidated financial statements. The following information is only a summary, and you should read this information in conjunction with Farmers Capital's audited consolidated financial statements and related notes included in Farmers Capital's Annual Report on Form 10-K for the year ended December 31, 2017, and unaudited interim consolidated financial statements included in Farmers Capital's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2018 and 2017, 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 Farmers Capital" beginning on page 96.

<i>Dollars in thousands, except per share amounts)</i>	As of or for the Three Months Ended March 31, 2018		As of or for the fiscal years ended December 31, 2017				
	2018 (Unaudited)	2017	2017	2016	2015	2014	2013
<b>Summary Statements of Income</b>							
Net interest income	\$ 14,457	\$ 13,463	\$ 55,776	\$ 52,616	\$ 52,595	\$ 54,199	\$ 54,738
Provision for credit losses	(261)	580	(211)	(644)	(3,429)	(4,364)	(2,600)
Other income	5,201	5,251	21,165	31,186	22,211	23,273	22,116
Other expense	13,118	13,529	52,823	61,400	57,950	59,278	61,573
Income tax provision (benefit)	1,160	1,276	12,641	6,441	5,293	6,099	4,435
Deferred stock dividends					395	1,927	1,951
Net income available to Common shareholders	5,641	3,329	11,688	16,605	14,597	14,532	11,495
<b>Per Share Information</b>							
<b>Earnings</b>							
Basic per common share	0.75	0.44	1.56	2.21	1.95	1.94	1.54
Diluted per common share	0.75	0.44	1.56	2.21	1.95	1.94	1.54
Dividends per common share	0.125	0.10	0.425	0.31			
Book value per common share	25.80	24.99	25.72	24.51	23.43	21.75	18.73
Tangible common book value per share (1)	25.80	24.99	25.72	24.51	23.43	21.69	18.61
<b>Selected Ratios</b>							
Return on average assets	1.37%	0.81%	0.70%	0.96%	0.84%	0.92%	0.74%
Return on average equity	11.86%	7.27%	6.07%	8.94%	8.61%	9.30%	7.97%
Allowance for loan losses to total loans	0.94%	0.96%	0.94%	0.96%	1.08%	1.50%	2.06%
Allowance for loan losses to total non-performing loans	0.64x	0.34x	0.64x	0.32x	0.32x	0.39x	0.41x
Common shareholders' equity to total assets	11.51%	11.16%	11.55%	11.02%	9.89%	9.70%	9.40%
Tangible common equity to tangible assets (1)	11.51%	11.16%	11.55%	11.02%	9.89%	9.12%	7.70%

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er 1 leverage ratio	13.99%	13.36%	13.75%	13.20%	12.46%	12.04%	11.90%
er 1 capital to risk-weighted assets	19.82%	19.17%	19.30%	19.28%	19.00%	19.75%	18.95%
total capital to risk-weighted assets	20.65%	19.99%	20.12%	20.10%	19.89%	21.00%	20.21%
common equity tier 1 capital ratio (CET 1)	17.07%	16.37%	16.56%	16.43%	14.91%	N/A	N/A
<b>Selected Balance Sheet Information</b>							
assets	1,685,987	1,682,459	\$ 1,673,872	1,671,030	1,775,950	1,782,606	1,809,555
securities	407,213	496,381	427,617	484,352	585,813	630,116	613,585
net portfolio loans	1,025,721	980,326	1,025,480	961,631	948,960	917,975	979,306
deposits	1,394,091	1,388,077	1,379,903	1,369,907	1,368,994	1,387,161	1,410,215
shareholders' equity	194,028	187,740	193,353	184,066	175,698	172,929	170,055

(1) See Non-GAAP Financial Measures for additional information relating to the calculation of this ratio.  
N/A Not applicable

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

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

**Wesbanco, Inc.**

<i>(unaudited, dollars in thousands, except per share amounts)</i>	<b>March 31,</b>		<b>December 31,</b>				
	<b>2018</b>	<b>2017</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Tangible common book value per share:</b>							
Total shareholders equity	\$ 1,403,026	\$ 1,359,153	\$ 1,395,321	\$ 1,341,408	\$ 1,122,132	\$ 788,190	\$ 746,595
Less: goodwill and other intangible assets net of deferred tax liability	(585,316)	(585,123)	(583,903)	(586,403)	(487,270)	(316,914)	(318,161)
Tangible common equity	817,711	774,030	811,418	755,005	634,862	471,276	428,434
Common shares outstanding	44,060,957	43,953,051	44,043,244	43,931,715	38,459,635	29,298,188	29,175,236
Tangible common book value per share	\$ <b>18.56</b>	\$ <b>17.61</b>	\$ <b>18.42</b>	\$ <b>17.19</b>	\$ <b>16.51</b>	\$ <b>16.09</b>	\$ <b>14.68</b>
<b>Tangible common equity to</b>							

<b>tangible assets:</b>							
Total shareholders equity	\$ 1,403,026	\$ 1,359,153	\$ 1,395,321	\$ 1,341,408	\$ 1,122,132	\$ 788,190	\$ 746,595
Less: goodwill and other intangible assets net of deferred tax liability	(585,316)	(585,123)	(593,903)	(586,403)	(487,270)	(316,914)	(318,161)
Tangible common equity	817,711	774,030	811,418	755,005	634,862	471,276	428,434
Total assets	10,245,419	9,800,881	9,816,178	9,790,877	8,470,298	6,296,565	6,144,773
Less: goodwill and other intangible assets net of deferred tax liability	(585,316)	(585,123)	(583,903)	(586,403)	(487,270)	(316,914)	(318,161)
Tangible assets	\$ 9,660,103	\$ 9,215,758	\$ 9,232,275	\$ 9,204,474	\$ 7,983,028	\$ 5,979,651	\$ 5,826,612
Tangible common equity to tangible assets	<b>8.46%</b>	<b>8.40%</b>	<b>8.79%</b>	<b>8.20%</b>	<b>7.95%</b>	<b>7.88%</b>	<b>7.35%</b>

**Table of Contents****Non-GAAP Financial Measures (Continued)****Farmers Capital Bank Corporation**

<i>(unaudited, dollars in thousands, except per share amounts)</i>	<b>March 31,</b>		<b>December 31,</b>				
	<b>2018</b>	<b>2017</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Tangible common book value per share:</b>							
Total common shareholders equity	\$ 194,028	\$ 187,740	\$ 193,353	\$ 184,066	\$ 175,698	\$ 162,929	\$ 140,067
Less: goodwill and other intangible assets						449	854
Tangible common equity	194,028	187,740	193,353	184,066	175,698	162,480	139,213
Common shares outstanding	7,519,445	7,511,555	7,517,446	7,509,444	7,499,748	7,489,388	7,478,706
Tangible common book value per share	<b>\$ 25.80</b>	<b>\$ 24.99</b>	<b>\$ 25.72</b>	<b>\$ 24.51</b>	<b>\$ 23.43</b>	<b>\$ 21.69</b>	<b>\$ 18.61</b>
<b>Tangible common equity to tangible assets:</b>							
	\$ 194,028	\$ 187,740	\$ 193,353	\$ 184,066	\$ 175,698	\$ 162,929	\$ 140,067

Total common shareholders equity								
Less: goodwill and other intangible assets						449		854
Tangible common equity	194,028	187,740	193,353	184,066	175,698	162,480		139,213
Total assets	1,685,987	1,682,459	1,673,872	1,671,030	1,775,950	1,782,606		1,809,555
Less: goodwill and other intangible assets						449		854
Tangible assets	\$ 1,685,987	\$ 1,682,459	\$ 1,673,872	\$ 1,671,030	\$ 1,775,950	\$ 1,781,157		\$ 1,808,701
Tangible common equity to tangible assets	<b>11.51%</b>	<b>11.16%</b>	<b>11.55%</b>	<b>11.02%</b>	<b>9.89%</b>	<b>9.12%</b>		<b>7.70%</b>

**Pro forma Combined<sup>(1)</sup>**

	March 31, 2018	December 31, 2017
<i>(unaudited, dollars in thousands, except per share amounts)</i>		
<b>Tangible common book value per share:</b>		
Total common shareholders equity	\$ 1,753,086	\$ 1,714,315
Less: goodwill and other intangible assets net of deferred tax liability	(790,884)	(789,471)
Tangible common equity	962,202	924,844
Common shares outstanding	54,485,252	54,485,252
Tangible common book value per share	\$ 17.66	\$ 16.97

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

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

The following tables set forth the basic earnings, diluted earnings, cash dividends and book value per common share data for Wesbanco and Farmers Capital on a historical basis, on a pro forma combined basis, and on a per equivalent Farmers Capital share basis, as of or for the three month period ending March 31, 2018, and as of or for the fiscal year ended December 31, 2017.

The pro forma data was derived by combining the historical consolidated financial information of Wesbanco and Farmers Capital using the acquisition method of accounting for business combinations and assumes the transaction is completed as contemplated. The pro forma and pro forma-equivalent per share information gives effect to the merger as if the transactions had been effective on the dates presented, in the case of the book value data, and as if the transactions had become effective on January 1, 2017, in the case of the earnings per share and dividends declared data. The unaudited pro forma data in the tables assume that the merger is accounted for using the acquisition method of accounting and represent a current estimate based on available information of the combined company's results of operations. The pro forma financial adjustments record the assets and liabilities of Farmers Capital at their estimated fair values and are subject to adjustment as additional information becomes available and as additional analyses are performed. The information in the following table is based on, and should be read together with, the financial information and financial statements of Wesbanco and Farmers Capital incorporated by reference in this proxy statement/prospectus. See "Where You Can Find More Information About Wesbanco and Farmers Capital" on page 96.

This information is presented for illustrative purposes only. You should not rely on the pro forma combined or pro forma equivalent amounts as they are not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the dates indicated, nor are they necessarily indicative of the future operating results or financial position of the combined company. The pro forma information, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings, opportunities to earn additional revenue, the impact of restructuring and merger-related costs, or other factors that may result as a consequence of the merger and, accordingly, does not attempt to predict or suggest future results.

	<b>Wesbanco</b>	<b>Farmers Capital Bank Corporation</b>	<b>Pro Forma Combined</b>	<b>Per Equivalent Farmers Capital Bank Corporation</b>
<b>Earnings per share for the three months ended March 31, 2018:</b>				
Basic	\$ 0.76	\$ 0.75	\$ 0.75	\$ 0.79
Diluted	0.76	0.75	0.74	0.78
<b>Cash dividends per share declared for the three months ended March 31, 2018 (1)</b>	0.29	0.13	0.29	0.31
<b>Book value per common share as of March 31, 2018</b>	31.84	25.80	33.73	35.52
<b>Tangible common book value per share as of March 31, 2018 (2)</b>	18.56	25.80	17.66	18.60





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	<b>Wesbanco</b>	<b>Farmers Capital Bank Corporation</b>	<b>Pro Forma Combined</b>	<b>Per Equivalent Farmers Capital Bank Corporation</b>
<b>Earnings per share for the fiscal year ended December 31, 2017:</b>				
Basic	\$ 2.15	\$ 1.56	\$ 2.02	\$ 2.13
Diluted	2.14	1.56	2.02	2.12
<b>Cash dividends per share declared for the fiscal year ended December 31, 2017 (1)</b>	1.04	0.43	1.04	1.10
<b>Book value per common share as of the fiscal year ended December 31, 2017</b>	31.68	25.72	33.02	34.77
<b>Tangible common book value per share as of the fiscal year ended December 31, 2017 (2)</b>	18.42	25.72	16.97	17.87

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

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

Table of Contents**RISK FACTORS**

*In addition to the other information included in and incorporated by reference into this proxy statement/prospectus, including the matters addressed in Cautionary Statement Regarding Forward-Looking Statements, and the risk factors included in Wesbanco's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, and Farmers Capital's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, you should carefully consider the following risk factors before deciding whether to vote to approve the merger agreement. For further discussion of these and other risk factors, please see Wesbanco's and Farmers Capital's periodic reports and other documents incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information About Wesbanco and Farmers Capital beginning on page 96. Additional risks and uncertainties not presently known to Wesbanco or Farmers Capital that are not currently believed to be important to you, if they materialize, also may adversely affect the merger and Wesbanco as the surviving corporation in the merger.*

***Because the market price of Wesbanco common stock may fluctuate, Farmers Capital shareholders cannot be certain of the market value of the Wesbanco common stock that they will receive in the merger.***

Upon completion of the merger, each share of Farmers Capital common stock will become the right to receive (1) 1.053 shares of Wesbanco common stock, subject to adjustment as described in the merger agreement, and (2) \$5.00 in cash, without interest. Any change in the price of Wesbanco common stock prior to completion of the merger will affect the market value of the stock that Farmers Capital shareholders will receive on the date of the merger. Farmers Capital will not have the right to terminate the merger agreement due to a decline in the trading price of Wesbanco common stock unless both (a) the average closing price of Wesbanco common stock during a specified period before the effective time of the merger is less than \$34.188 and (b) Wesbanco common stock underperforms the Nasdaq Bank Index by more than 20%.

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

If the price of Wesbanco common stock declines, Farmers Capital shareholders may receive less value for their shares upon completion of the merger than the value calculated pursuant to the exchange ratio on the date the merger agreement was executed, on the date of this proxy statement/prospectus or on the date of the Farmers Capital special meeting. For example, based on the range of closing prices of Wesbanco common stock during the period from April 19, 2018, the last full trading day before public announcement of the merger, through June 13, 2018, the last practicable full trading day prior to the date of this proxy statement/prospectus, the exchange ratio represented a value ranging from a high of \$55.76 on June 6, 2018 to a low of \$50.11 on April 20, 2018 for each share of Farmers Capital common stock. Because the date the merger is completed will be later than the date of the Farmers Capital special meeting, Farmers Capital shareholders will not know what the market value of Wesbanco common stock will be upon completion of the merger when voting at the Farmers Capital special meeting.

***The opinion of Farmers Capital's financial advisor delivered to the Farmers Capital board of directors prior to the execution of the merger agreement does not reflect changes in circumstances after the date of the opinion.***

The opinion of Farmers Capital's financial advisor to the Farmers Capital board of directors regarding the merger consideration to be received by the holders of Farmers Capital common stock was delivered on, and dated, April 19, 2018. Subsequent changes in the operation and prospects of Farmers Capital or Wesbanco, general market and economic conditions and other factors that may be beyond the control of Farmers Capital or Wesbanco may

significantly alter the value of Farmers Capital or Wesbanco or the prices of the shares of

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Farmers Capital common stock or Wesbanco common stock by the time the merger is completed. The opinion does not speak as of the time the merger is completed, or as of any other date other than the date of the opinion. The opinion of Farmers Capital's financial advisor is attached as *Annex B* to this proxy statement/prospectus. See Proposal No. 1 Approval of the Merger Agreement Opinion of Farmers Capital's Financial Advisor beginning on page 41 for a description of the opinion and a summary of the analyses performed by Farmers Capital's financial advisor in connection with its opinion.

***The combined company will incur significant transaction and merger-related costs in connection with the merger.***

Wesbanco and Farmers Capital expect to incur costs associated with combining the operations of the two companies. Wesbanco and Farmers Capital have just recently begun collecting information in order to formulate detailed integration plans to deliver planned synergies. Additional unanticipated costs may be incurred in the integration of the businesses of Wesbanco and Farmers Capital. Whether or not the merger is consummated, Wesbanco and Farmers Capital will incur substantial expenses, such as legal, accounting, printing and financial advisory fees, in pursuing the merger. Although Wesbanco and Farmers Capital expect that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses may offset incremental transaction and merger-related costs over time, this net benefit may not be achieved in the near term, or at all.

***If the merger is not completed, Wesbanco and Farmers Capital will have incurred substantial expenses without their shareholders realizing the expected benefits of the merger.***

Wesbanco and Farmers Capital have each incurred substantial expenses in connection with the transactions described in this proxy statement/prospectus, which are charged to earnings as incurred. If the merger is not completed, these expenses will still be charged to earnings even though Wesbanco and Farmers Capital would not have realized the expected benefits of the merger. There can be no assurance that the merger will be completed.

***Wesbanco may not be able to successfully integrate Farmers Capital or to realize the anticipated benefits of the merger.***

The merger involves the combination of two companies that previously have operated independently. A successful combination of the operations of the two entities will depend substantially on Wesbanco's ability to consolidate operations, systems and procedures and to eliminate redundancies and reduce costs of the combined operations. Wesbanco may not be able to combine the operations of Farmers Capital and Wesbanco without encountering difficulties, such as:

the loss of key employees and customers;

the disruption of operations and business;

the inability to maintain and increase competitive presence;

deposit attrition, customer loss and revenue loss;

possible inconsistencies in standards, control procedures and policies;

unexpected problems with costs, operations, personnel, technology and credit; and/or

problems with the assimilation of new operations, sites or personnel, which could divert resources from regular banking operations.

Additionally, general market and economic conditions or governmental actions affecting the financial industry generally may inhibit the successful integration of Farmers Capital and Wesbanco.

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Further, Wesbanco and Farmers Capital entered into the merger agreement with the expectation that the merger will result in various benefits including, among other things, benefits relating to enhanced revenues, a strengthened market position for the combined company, cross selling opportunities, technology, cost savings and operating efficiencies. Achieving the anticipated benefits of the merger is subject to a number of uncertainties, including whether Wesbanco integrates Farmers Capital in an efficient and effective manner, and general competitive factors in the marketplace. Failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy and could materially impact Wesbanco's business, financial condition and operating results. Finally, any cost savings that are realized may