

VIRGINIA COMMERCE BANCORP INC
Form 425
December 13, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

December 12, 2013

United Bankshares, Inc.

(Exact name of registrant as specified in its charter)

West Virginia
(State or other jurisdiction of

incorporation or organization)

No. 0-13322
(Commission

File Number)
300 United Center

55-0641179
(I.R.S. Employer

Identification No.)

500 Virginia Street, East

Charleston, West Virginia 25301

(Address of Principal Executive Offices)

(304) 424-8800

(Registrant's telephone number, including area code)

Not Applicable

(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On December 12, 2013, United Bankshares, Inc. (United) and Virginia Commerce Bancorp, Inc. (Virginia Commerce) received regulatory approval from the Board of Governors of the Federal Reserve System (the Federal Reserve Board) for the merger (the Merger) of Virginia Commerce with and into George Mason Bankshares, Inc. (George Mason), a wholly-owned direct subsidiary of United, pursuant to the Agreement and Plan of Reorganization, dated as of January 29, 2013, as amended, among United, George Mason and Virginia Commerce, and related plan of merger. United and Virginia Commerce previously received the necessary regulatory approval for the Merger from the Virginia State Corporation Commission, and each of United's and Virginia Commerce's shareholders approved the Merger in October of 2013. With the Federal Reserve Board approval, all regulatory and shareholder approvals required for consummation of the Merger have now been obtained.

Consummation of the Merger remains subject to customary closing conditions. Assuming such conditions are satisfied, the parties intend for the Merger and the merger of Virginia Commerce Bank, a wholly-owned direct subsidiary of the Virginia Commerce, with and into United Bank, a wholly-owned direct subsidiary of George Mason (the Bank Merger), to close on January 31, 2014.

Cautionary Statements Regarding Forward-Looking Information

The information presented herein contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements of the goals, intentions, and expectations of United and Virginia Commerce as to future plans and events. These forward-looking statements include, but are not limited to, statements about the expected closing date for each of the Merger and the Bank Merger. In some cases, forward-looking statements can be identified by use of words such as may, will, anticipates, believes, expects, plans, estimates, potential, continue, should, and similar words or phrases. These statements are based upon the beliefs of the respective managements of United and Virginia Commerce as to judgments about the ability of the parties to successfully consummate the Merger and the Bank Merger and other conditions which, by their nature, are not susceptible to accurate forecast and are subject to significant uncertainty. Factors that could cause results and outcomes to differ materially include, among others, (i) the ability to meet closing conditions to the Merger on the expected terms and schedule; and (ii) a delay in closing of either the Merger or the Bank Merger. Because of these uncertainties and the assumptions on which this discussion and the forward-looking statements are based, actual future operations and results in the future may differ materially from those indicated herein. Readers are cautioned against placing undue reliance on such forward-looking statements. Past results are not necessarily indicative of future performance. United and Virginia Commerce assume no obligation to revise, update, or clarify forward-looking statements to reflect events or conditions after the date of this filing.

Important Additional Information

For more information about the Merger, see United's Current Report on Form 8-K filed with the SEC on January 30, 2013, United's Annual Report on Form 10-K filed with the SEC on February 28, 2013, and the registration statement filed by United with the SEC on Form S-4 on May 29, 2013 (and all subsequent amendments thereof and prospectus supplements thereunder).

Investors can obtain all documents filed with the SEC by United free of charge at the SEC's Internet site (<http://www.sec.gov>). In addition, documents filed with the SEC by United will be available free of charge from the Corporate Secretary of United Bankshares, Inc., 514 Market Street, Parkersburg, West Virginia 26101 telephone (304) 424-8800. These documents may also be obtained for free by accessing United's website at www.ubsi-inc.com under the tab "Investor Relations" and then under the heading "SEC Filings".

SIGNATURES

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

UNITED BANKSHARES, INC.

Date: December 13, 2013

By: /s/ Steven E. Wilson
Steven E. Wilson, Executive Vice President,
Treasurer, Secretary and Chief Financial Officer