

FIRST COMMUNITY CORP /SC/  
Form S-4  
March 24, 2006

As filed with the Securities and Exchange Commission on March 24, 2006

Registration No. 333-

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

**FORM S-4  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

FIRST COMMUNITY CORPORATION  
(Exact name of registrant as specified in its charter)

South Carolina  
(State or other jurisdiction  
of  
incorporation or  
organization)

6021  
(Primary Standard  
Industrial  
Classification Code  
Number)

57-1010751  
(I.R.S. Employer  
Identification No.)

5455 Sunset Blvd.  
Lexington, South Carolina 29072  
(803) 951-2265

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Michael C. Crapps  
President and Chief Executive Officer  
First Community Corporation  
5455 Sunset Blvd  
Lexington, South Carolina 29072  
(803) 951-2265

(Name, address, including zip code, and telephone number, including area code of agent for service)

Copies to:

Neil E. Grayson, Esq.  
Jason R. Wolfersberger, Esq.  
Nelson Mullins Riley & Scarborough LLP  
Poinsett Plaza, Suite 900  
104 South Main Street  
Greenville, South Carolina 29601  
(864) 250-2235

George S. King, Jr., Esq.  
Haynsworth Sinkler Boyd, P.A.  
1201 Main Street, 22<sup>nd</sup> Floor  
Columbia, South Carolina 29201  
Fax: (803) 765-1243

Approximate date of commencement of the proposed sale to the public: As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions to the merger described in the proxy statement/prospectus.

Edgar Filing: FIRST COMMUNITY CORP /SC/ - Form S-4

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 464(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price	Proposed maximum aggregate offering price <sup>(3)</sup>	Amount of registration fee
Common Stock	441,612	<sup>(2)</sup>	\$5,672,379	\$607

(1) Based upon the maximum number of shares of common stock of First Community Corporation that may be issued in exchange for shares of common stock of DeKalb Bankshares, Inc. pursuant to the merger described in proxy statement/prospectus which is a part of this registration statement. Pursuant to Rule 416, this registration statement also covers an indeterminate number of shares of common stock as may become issuable as a result of stock splits, stock dividends, or similar transactions.

(2) Not Applicable.

(3) In accordance with Rule 457(f)(1) and Rule 457(f)(3), the registration fee is based on (a) the maximum number of shares to be received by First Community Corporation pursuant to the merger (698,139), multiplied by \$12.00 (the fair market value of DeKalb Bankshares, Inc. common stock), less (b) \$2,705,289 (the maximum amount of cash to be paid by First Community Corporation in the merger). For purposes of this calculation, the registrant has assumed that all outstanding DeKalb options are exercised prior to the consummation of the merger.

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

*[DeKalb Bankshares Letterhead]*

, 2006

Dear DeKalb Bankshares, Inc. shareholder:

You are cordially invited to attend a special meeting of shareholders of DeKalb to be held on , 2006, at .m., local time, at . At this special meeting, you will be asked to approve the acquisition of DeKalb by First Community Corporation and to approve the proposal to authorize the board of directors to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes at the special meeting to approve the acquisition.

As a result of the acquisition, each share of DeKalb common stock will be converted into the right to receive \$3.875 in cash and 0.60705 shares of First Community common stock. The acquisition will be effected through the merger of DeKalb with and into First Community. The aggregate amount of cash and shares of First Community common stock received by DeKalb's shareholders will be a function of the number of shares of DeKalb common stock issued and outstanding at the effective time of the merger. DeKalb had shares of common stock issued and outstanding as of , 2006. Assuming no DeKalb shareholders exercise dissenters' rights, and assuming the total number of outstanding shares of DeKalb common stock immediately prior to the effective time is 610,139, First Community will issue an aggregate of 370,384 shares of stock and \$2,364,289 in cash. First Community common stock is listed under the symbol "FCCO" on the NASDAQ Capital Market. The common stock of DeKalb is not publicly traded.

In addition, each outstanding DeKalb stock option will be converted into an option to purchase 0.8094 shares of First Community common stock. The per share exercise price under each option will be adjusted by dividing the per share exercise price by 0.8094. All outstanding options will be exercisable for the same period and will otherwise have the same terms and conditions applicable to the DeKalb options that they replace.

**YOUR VOTE IS VERY IMPORTANT.** We cannot complete the merger unless, among other things, holders of at least two-thirds of the outstanding shares of DeKalb approve the merger agreement. **Your board of directors has approved the merger agreement, including the transactions contemplated in that agreement, and recommends that you vote "FOR" the merger and "FOR" the proposal to authorize adjournment.**

**Please carefully review and consider this proxy statement/prospectus which explains the merger proposal in detail, including the discussion under the heading "Risk Factors" beginning on page .** It is important that your shares are represented at the meeting, whether or not you plan to attend. An abstention or a failure to vote will have the same effect as a vote against the merger. Accordingly, please complete, date, sign, and return promptly your proxy card in the enclosed envelope. You may attend the meeting and vote your shares in person if you wish, even if you have previously returned your proxy.

Sincerely,

William C. Bochette, III  
President and Chief Executive Officer

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the securities to be issued under this proxy statement/prospectus or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense. The shares of First Community Corporation common stock are not savings or deposit accounts or other obligations**

**of any bank, savings association, or non-bank subsidiary of either of our companies, and they are not insured by the Federal Deposit Insurance Corporation, the Savings Association Insurance Fund, the Bank Insurance Fund, or any other governmental agency.**

*This document is dated , 2006 and is first  
being mailed to DeKalb shareholders on or about , 2006.*

**ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about First Community from documents that are not delivered with this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain documents incorporated by reference in this proxy statement/prospectus by requesting them in writing or by telephone from First Community at the following addresses:

First Community Corporation  
5455 Sunset Blvd.  
Lexington, South Carolina 29072  
Attention: Michael C. Crapps, President and Chief Executive Officer  
Telephone: (803) 951-2265

**If you would like to request documents, please do so by [insert date within 5 days of the special meeting], 2006 in order to receive them before the special meeting.**

See “Where You Can Find More Information” on page for further information.

**DEKALB BANKSHARES, INC.**

**631 West DeKalb Street  
Camden, South Carolina 29020  
(803) 432-7575**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
To Be Held On , 2006**

To the Shareholders of DeKalb Bankshares, Inc.:

We will hold an special meeting of shareholders of DeKalb on , 2006, at .m., local time, at for the following purposes:

1. To consider and vote upon a proposal to approve the Agreement and Plan of Merger dated as of January 19, 2006, by and between First Community Corporation and DeKalb, and the transactions contemplated by that Agreement and Plan of Merger, pursuant to which DeKalb will merge with and into First Community, as more particularly described in the enclosed proxy statement/prospectus;
2. To consider and vote on a proposal to authorize the board of directors to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes present at the meeting, in person or by proxy, to approve the merger; and
3. To transact any other business as may properly be brought before the DeKalb special meeting or any adjournments or postponements of the DeKalb special meeting.

Only shareholders of record at the close of business on , 2006 will be entitled to vote to notice of, and to vote at, the meeting and any adjournments or postponements of the meeting.

Whether or not you plan to attend the special meeting in person, please complete, date, sign, and return the enclosed proxy card in the accompanying pre-addressed postage-page envelope as promptly as possible. Any DeKalb shareholder may revoke his or her proxy by following the instructions in the proxy statement/prospectus at any time before the proxy has been voted at the special meeting. Even if you have given your proxy, you may still vote in person if you attend the special meeting. Please do not send any stock certificates to us at this time.

We encourage you to vote on this very important matter. **The Board of Directors of DeKalb unanimously recommends that DeKalb shareholders vote "FOR" the proposals above.**

**DeKalb shareholders are or may be entitled to assert dissenters' rights under Chapter 13 of the South Carolina Business Corporation Act of 1988. Your right to dissent is conditioned upon your compliance with the South Carolina statutes regarding dissenters' rights. The full text of these statutes is attached as Appendix B to the accompanying proxy statement/prospectus and a summary of the provisions can be found under the caption "The Merger—Rights of Dissenting DeKalb Shareholders."**

By Order of the Board of Directors,

William C. Bochette, III  
President and Chief Executive Officer

Camden, South Carolina

, 2006

v

---



## TABLE OF CONTENTS

### QUESTIONS AND ANSWERS ABOUT THE MERGER

#### SUMMARY

#### SELECTED FINANCIAL DATA OF FIRST COMMUNITY

#### SELECTED FINANCIAL DATA OF DEKALB

#### RISK FACTORS

#### A WARNING ABOUT FORWARD-LOOKING STATEMENTS

#### THE SPECIAL MEETING

##### General

##### Meeting Date, Time, and Place and Record Date

##### Matters to be Considered

##### Vote Required

##### Voting of Proxies

##### Revocability of Proxies

##### Solicitation of Proxies

##### Recommendation of the Board of Directors

#### PROPOSAL NO. 1 -- THE MERGER

##### Structure of the Merger

##### Background of the Merger

##### DeKalb's Reasons for the Merger

##### Opinion of DeKalb's Financial Advisor

##### Merger Consideration

##### Fractional Shares

##### Treatment of Options

##### Exchange of Certificates

##### Federal Income Tax Consequences

##### Interests of Directors and Officers of DeKalb that Differ from Your Interests

##### Conditions to Consummation

##### Regulatory Approvals

##### Representations and Warranties Made By First Community and DeKalb in the Merger Agreement

##### Termination of the Merger Agreement

##### Amendment and Waiver

##### Conduct of Business Pending the Merger

##### Expenses and Termination Fees

##### Resales of First Community Common Stock

##### Accounting Treatment

##### Rights of Dissenting DeKalb Shareholders

#### DESCRIPTION OF FIRST COMMUNITY CAPITAL STOCK

#### COMPARATIVE RIGHTS OF FIRST COMMUNITY AND DEKALB SHAREHOLDERS

#### PROPOSAL NO. 2 - AUTHORIZATION TO ADJOURN

#### INFORMATION ABOUT DEKALB

##### General

##### Competition

##### Effect of Government Regulation

##### Description of Property

##### Legal Proceedings

##### Market for Common Equity and Related Stockholder Matters

##### Financial Statements

Management's Discussion and Analysis or Plan of Operation

Security Ownership, Positions and Terms of Office of Management of DeKalb

INFORMATION ABOUT FIRST COMMUNITY

General

Location and Service Area

Banking Services

Competition

Employees

Supervision and Regulation

Properties

Legal Proceedings

Market for Common Equity and Related Stockholder Matters

Supplementary Financial Information

Financial Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations

Security Ownership of Certain Beneficial Owners and Management

INFORMATION ABOUT DIRECTORS AND EXECUTIVE OFFICERS OF SURVIVING COMPANY

LEGAL MATTERS

OTHER MATTERS

WHERE YOU CAN FIND MORE INFORMATION

APPENDIX A Agreement and Plan of Merger

APPENDIX B Chapter 13 of the South Carolina Business Corporation Act of 1988

APPENDIX C Fairness Opinion of The Orr Group, LLC

## QUESTIONS AND ANSWERS ABOUT THE MERGER

**Q: Why is DeKalb merging with and into First Community?**

**A:** DeKalb is merging with and into First Community because the boards of directors of both companies believe that the merger will provide shareholders of both companies with substantial benefits and will enable the combined company to better serve its customers. The products and markets of First Community and DeKalb are generally complementary, and the merger should place the combined company in a better position to take advantage of those markets.

**Q: What am I being asked to vote on and how does the board recommend that I vote?**

**A:** You are being asked to vote FOR the approval of the Agreement and Plan of Merger dated as of January 19, 2006, providing for the merger of DeKalb with and into First Community. The board of directors of DeKalb determined that the proposed merger is in the best interests of DeKalb's shareholders, approved the merger agreement, and recommends that you vote "FOR" the approval of the merger. In addition, you are being asked to grant authority to the board of directors to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes present at the special meeting, in person or by proxy, to approve the merger.

**Q: What will I receive in the merger?**

**A:** In the merger, each share of DeKalb common stock will be converted into the right to receive \$3.875 in cash and 0.60705 shares of First Community common stock. In addition, each outstanding DeKalb stock option will be converted into an option to purchase 0.8094 shares of First Community common stock. The per share exercise price under each option will be adjusted by dividing the per share exercise price by 0.8094. All outstanding options will be exercisable for the same period and will otherwise have the same terms and conditions applicable to the DeKalb options that they replace.

**Q: Can I elect the type of consideration that I will receive in the merger?**

**A:** No. Each DeKalb shareholder will receive cash and shares of First Community common stock as described above.

**Q: Will DeKalb shareholders be taxed on the cash and First Community common stock that they receive in exchange for their DeKalb shares?**

**A:** We expect the merger to qualify as a reorganization for United States Federal income tax purposes. If the merger qualifies as a reorganization for United States Federal income tax purposes, DeKalb shareholders will not recognize any gain or loss to the extent DeKalb shareholders receive First Community common stock in exchange for their DeKalb shares. However, DeKalb shareholders will recognize capital gain, but not loss, to the extent of the amount of cash received. We recommend that DeKalb shareholders carefully read the complete explanation of the material United States federal income tax consequences of the merger beginning on page , and that DeKalb shareholders consult their own tax advisors for a full understanding of the tax consequences of their participation in the merger.

**Q: What should I do now?**

**A:** After you have carefully read this document, please indicate on your proxy card how you want to vote, and then date, sign, and mail your proxy card in the enclosed envelope as soon as possible so that your shares will be represented at the meeting. If you date, sign, and send in a proxy card but do not indicate how you want to vote, your proxy will be voted in favor of the merger proposal.

[Back to Table of Contents](#)

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

**A:** The merger proposal must be approved by holders of at least two-thirds of the outstanding shares of DeKalb entitled to vote at the special meeting. Accordingly, if a DeKalb shareholder fails to vote on the merger, it will have the same effect as a vote against the merger proposal.

**Q: If my shares are held in “street name” by my broker, will my broker vote my shares for me?**

**A:** Your broker will vote your shares on the merger proposal only if you provide instructions on how to vote. You should instruct your broker how to vote your shares following the directions your broker provides. Failure to instruct your broker how to vote your shares will be the equivalent of voting against the merger proposal.

**Q: Can I change my vote after I have submitted my proxy?**

**A:** Yes. There are three ways you can change your vote. First, you may send a written notice to the person to whom you submitted your proxy stating that you would like to revoke your proxy. Second, you may complete and submit a later-dated proxy with new voting instructions. The latest vote actually received by DeKalb prior to the special meeting will be your vote. Any earlier votes will be revoked. Third, you may attend the special meeting and vote in person. Any earlier votes will be revoked. Simply attending the special meeting without voting, however, will not revoke your proxy. If you have instructed a broker to vote your shares, you must follow the directions you will receive from your broker to change or revoke your proxy.

**Q: Do I have the right to dissent and obtain the fair value for my shares?**

**A:** Yes. If the merger is completed, you will have the right to dissent and receive the “fair value” of your shares in cash, but you must follow carefully the requirements of the South Carolina statutes which are attached as Appendix B to this proxy statement/prospectus, and should consult with your own legal counsel. For a description of these requirements, see “The Merger—Rights of Dissenting DeKalb Shareholders.”

**Q: Should I send in my stock certificates now?**

**A:** No. You should not send in your stock certificates at this time. Promptly after the effective time of the merger, you will receive transmittal materials with instructions for surrendering your DeKalb shares. *You should follow the instructions in the post-closing letter of transmittal regarding how and when to surrender your stock certificates.*