

FIRST BANCSHARES INC /MS/
 Form 4/A
 April 25, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SEIDENBURG J DOUGLAS

2. Issuer Name and Ticker or Trading Symbol
 FIRST BANCSHARES INC /MS/
 [FBMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/30/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

18 LAKELAND DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/06/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LAUREL, MS 39440

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| SERIES E NONVOTING CONVERTIBLE PREFERRED STOCK | 12/30/2016 | | D | | 11,584 | D | 0 |
| SERIES E NONVOTING CONVERTIBLE PREFERRED STOCK | 12/30/2016 | | D | | 2,500 (2) | D | 0 (2) |
| COMMON STOCK | 12/30/2016 | | A | | 11,584 | A | 94,240 |
| | | | | | | D | |

See Footnote (2)

| | | | | | | | | |
|--------------|------------|---|-----------|---|-----|------------|-------|------------------|
| COMMON STOCK | 12/30/2016 | A | 2,500 (2) | A | (1) | 96,740 (2) | I (2) | See Footnote (2) |
|--------------|------------|---|-----------|---|-----|------------|-------|------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|----------------------------|
| | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SEIDENBURG J DOUGLAS 18 LAKELAND DRIVE LAUREL, MS 39440 | | X | | |

Signatures

J DOUGLAS
SEIDENBURG 04/25/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The company's Mandatorily Convertible, Nonvoting, Noncumulative Preferred Stock, Series E, was mandatorily converted on a 1-for-1 basis into shares of The First Bancshares, Inc.'s Common Stock on 12-30-16, following shareholder approval of the issuance of the underlying Common Stock on 12-29-16. All shares of the Mandatorily Convertible, Nonvoting, Noncumulative, Preferred Stock, Series E, are being surrendered to the company and have resumed the status of authorized and unissued preferred stock.

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- (2) 2,500 shares held of record by M.D. Outdoor, LLC. The reporting person is a 1/2 owner of the company. The reporting person disclaims beneficial ownership of the shares held by M.D. Outdoor, LLC except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of the share held by M.D. Outdoor LLC for any other purposes. These shares are included in total ownership, held indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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