

WESBANCO INC
Form DEFA14A
April 05, 2019

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

WESBANCO, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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SUPPLEMENT
TO
PROXY STATEMENT
FOR
ANNUAL MEETING OF SHAREHOLDERS
to be held on April 17, 2019

On March 13, 2019, Wesbanco, Inc. (the *Company*) filed a definitive proxy statement (the *Proxy Statement*) with the Securities and Exchange Commission (*SEC*), which was distributed in connection with the *Company*'s Annual Meeting of Shareholders to be held on April 17, 2019 (the *Annual Meeting*).

The *Company* is providing this supplement (*Supplement*) solely to correct an inadvertent error in the *Proxy Statement* regarding the Nominating Committee of its Board of Directors on page 55 of the *Proxy Statement* under the heading *Nominating Committee* . In order to correct the error, the text below replaces, in its entirety, the description under the heading *Nominating Committee* on page 55 of the *Proxy Statement*:

The Corporation has a standing Nominating Committee. Members of the Corporation's Nominating Committee included Charlotte A. Zuschlag, Christopher V. Criss, Chairman, and Jay T. McCamic. Effective as of April 5, 2019, the members of the Corporation's Nominating Committee consist of Lisa A. Knutson, Christopher V. Criss, Chairman, and Jay T. McCamic, all of whom qualify as independent under applicable NASDAQ listing rules. All of the Board's independent directors separately approved and ratified the selection of the director nominees identified in this *Proxy Statement*. The Nominating Committee meets at least annually and when vacancies on the Corporation's Board of Directors are to be filled and last met on February 21, 2019. The Committee met once in 2018.

Important Information

This Supplement should be read in conjunction with the *Company*'s *Proxy Statement* filed with the SEC on March 13, 2019. To the extent that information in this Supplement differs from or updates information contained in the *Proxy Statement*, the information in this Supplement controls. This Supplement does not change or update any of the other disclosures contained in the *Proxy Statement*.

If you have already voted, you do not need to vote again unless you would like to change or revoke your prior vote on any proposal. If you would like to change or revoke your prior vote on any proposal, please refer to the *Proxy Statement* for instructions on how to do so.

The date of this Supplement is April 5, 2019.