

PLUMAS BANCORP
Form S-8
September 12, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

Registration Statement

Under

the Securities Act of 1933

PLUMAS BANCORP

(Exact Name of Registrant as Specified in its Charter)

CALIFORNIA
(State or Other Jurisdiction of
Incorporation or Organization)

75-2987096
(I.R.S. Employer
Identification No.)

35 S. Lindan Avenue, Quincy, CA
(Address of Principal Executive Offices)

95971
(Zip Code)

PLUMAS BANCORP 2013 STOCK OPTION PLAN

(Full Title of the Plan)

ANDY RYBACK, PRESIDENT AND CHIEF EXECUTIVE OFFICER

35 S. Lindan Avenue, Quincy, CA 95971

(Name and Address of Agent for Service)

(530)283-7305

(Telephone Number, including Area Code, of Agent for Service)

Copy to:

Thomas Q. Kwan, Esq.

Gary Steven Findley & Associates

1470 North Hundley Street, Anaheim, California 92806

(714) 630-7136

Indicate by check mark whether Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered(a) 500,000 Shares	Proposed	Proposed	Registration fee
		maximum per share(b) \$6.62	maximum offering price \$3,310,000	
Common stock (No Par Value)				\$451.48

- (a) The number of shares being registered is the number of shares issuable under the Plumas Bancorp 2013 Stock Option Plan (the 2013 Plan) which is 500,000 shares. Because of certain events specified in the Plan, an indeterminate number of shares may additionally become subject to issuance under the Plan.
- (b) Estimated solely for the purpose of calculating the registration fee, in accordance with Rule 457(h) using the average of the high and low prices, as quoted on the Nasdaq Capital Market, of the Common Stock on September 10, 2013, which was \$6.62.

PART II

Item 3. Incorporation of Documents by Reference

Plumas Bancorp (the Registrant) hereby incorporates by reference the documents listed below. All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaini