

WESBANCO INC  
Form POS EX  
November 05, 2004

As filed with the Securities and Exchange Commission on November 5, 2004

Registration No. 333-119736

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## POST-EFFECTIVE AMENDMENT No. 1 TO Form S-4 REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

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### WesBanco, Inc.

(Exact name of registrant as specified in its charter)

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West Virginia  
(State or other jurisdiction of  
incorporation or organization)

6021  
(Primary Standard Industrial  
Classification Code Number)

55-0571723  
(I.R.S. Employer  
Identification No.)

One Bank Plaza  
Wheeling, West Virginia 26003

Paul M. Limbert  
President and Chief Executive Officer

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(304) 234-9000

WesBanco, Inc.

One Bank Plaza

Wheeling, West Virginia 26003

(304) 234-9000

(Name, address, including zip

(Address, including zip code,

and telephone number, including

code, and telephone number, including

area code of registrant's principal executive offices)

area code, of agent for service)

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*With Copies to:*

**James C. Gardill, Esq.**

**Kristen Larkin Stewart, Esq.**

**Kimberly J. Schaefer, Esq.**

**Phillips, Gardill, Kaiser &**

**Paul C. Cancilla, Esq.**

**Vorys, Sater, Seymour and Pease LLP**

**Altmeyer, PLLC**

**Kirkpatrick & Lockhart LLP**

**Suite 2000, Atrium Two**

**61 Fourteenth Street**

**Henry W. Oliver Building**

**221 East Fourth Street**

**Wheeling, West Virginia 26003**

**535 Smithfield Street**

**Cincinnati, Ohio 45202**

**(304) 232-6810**

**Pittsburgh, PA 15222-2312**

**(513) 723-4000**

**(412) 355-6500**

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**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after the effective date of this registration statement.

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 462(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. x 333-119736

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**Explanatory Note**

This Post-Effective Amendment No. 1 is being filed solely to file Exhibits 8.1 and 8.2, the tax opinions of Kirkpatrick & Lockhart LLP and Vorys, Sater, Seymour and Pease LLP, respectively. No changes have been made to Part I or Part II of this registration statement, other than Item 21 (Exhibits and Financial Statement Schedules) of Part II. More specifically, there have been no changes to Item 20 (Indemnification of Directors and Officers) or Item 22 (Undertakings) of Part II. Accordingly, Part I and Items 20 and 22 of Part II are not being filed herewith. Only Item 21 of Part II is being filed herewith in its entirety. In accordance with Rule 462(d) under the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 shall become effective upon filing with the Securities and Exchange Commission.

**PART II**

**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**Item 21. Exhibits and Financial Statement Schedules.**

(a) The following exhibits are filed herewith or incorporated herein by reference as part of this Registration Statement:

<u>Exhibit</u>	<u>Title</u>
2.1	Agreement and Plan of Merger dated as of August 25, 2004 by and between WesBanco, Inc., WesBanco, Bank, Inc., Winton Financial Corporation, and The Winton Savings & Loan Co. (incorporated by reference to Annex A of the proxy statement/prospectus included in this Registration Statement)
5.1	Opinion of Phillips, Gardill, Kaiser & Altmeyer, PLLC as to the legality of the shares of common stock registered hereby (previously filed)
8.1	Opinion of Kirkpatrick & Lockhart LLP as to certain tax matters (filed herewith)
8.2	Opinion of Vorys, Sater, Seymour and Pease LLP as to certain tax matters (filed herewith)
10.1	Agreement dated August 25, 2004 by and between WesBanco Bank, Inc., WesBanco, Inc. and Robert L. Bollin (previously filed)
10.2	Agreement dated August 25, 2004 by and between WesBanco Bank, Inc., WesBanco, Inc. and Gregory J. Bollin (previously filed)
13.1	Winton Financial Corporation's Annual Report on Form 10-K for the fiscal year ended September 30, 2003 (incorporated herein by reference to Annex D of the proxy statement/prospectus included in this registration statement)
13.2	Amendment No. 1 to Winton Financial Corporation's Annual Report on Form 10-K for the fiscal year ended September 30, 2003 (incorporated herein by reference to Annex E of the proxy statement/prospectus included in this registration statement)
13.3	Winton Financial Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (incorporated herein by reference to Annex F of the proxy statement/prospectus included in this registration statement)
23.1	Consent of Ernst & Young LLP (previously filed)
23.2	Consent of Grant Thornton LLP (previously filed)
23.3	Consent of Phillips, Gardill, Kaiser & Altmeyer, PLLC (included in Exhibit 5.1)

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23.4 Consent of Kirkpatrick & Lockhart LLP (included in Exhibit 8.1)

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<u>Exhibit</u>	<u>Title</u>
23.5	Consent of Vorys, Sater, Seymour and Pease LLP (included in Exhibit 8.2)
23.6	Consent of Friedman Billings Ramsey & Co., Inc. (previously filed)
23.7	Consent of Crowe Chizek and Company LLC (previously filed)
24.1	Power of Attorney (previously filed)
99.1	Form of Proxy for Special Meeting of Winton Financial Corporation Shareholders (previously filed)

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wheeling, State of West Virginia, on November 4, 2004.

WESBANCO, INC.

By: /s/ PAUL M. LIMBERT

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**Paul M. Limbert  
President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
*	Director	November 4, 2004
<hr/> <b>James E. Altmeyer</b>		
*	Director	November 4, 2004
<hr/> <b>Ray A. Byrd</b>		
*	Director	November 4, 2004
<hr/> <b>R. Peterson Chalfant</b>		
*	Director	November 4, 2004
<hr/> <b>John H. Cheffy</b>		
*	Director	November 4, 2004
<hr/> <b>Christopher V. Criss</b>		
	Director	
<hr/> <b>James D. Entress</b>		
*	Director	November 4, 2004
<hr/> <b>Abigail M. Feinknopf</b>		
*	Director	November 4, 2004
<hr/> <b>Ernest S. Fragale</b>		

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Director

November 4, 2004

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**Edward M. George**

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Director

November 4, 2004

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**Vaughn L. Kiger**

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Director

November 4, 2004

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**Robert E. Kirkbride**

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
*	Director	November 4, 2004
<hr/>		
<b>John W. Kepner</b>		
/s/ PAUL M. LIMBERT	President, Chief Executive Officer & Director (Principal Executive Officer)	November 4, 2004
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<b>Paul M. Limbert</b>		
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<b>Jay T. McCamic</b>	Director	
*	Director	November 4, 2004
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<b>Joan C. Stamp</b>		
*	Director	November 4, 2004
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<b>Carter W. Strauss</b>		
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<b>Reed J. Tanner</b>	Director	
*	Director	November 4, 2004
<hr/>		
<b>Robert K. Tebay</b>		
/s/ ROBERT H. YOUNG	Executive Vice President & Chief Financial Officer (Principal Financial and Accounting Officer)	November 4, 2004
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<b>Robert H. Young</b>		

\*By: /s/ ROBERT H. YOUNG  
**Robert H. Young, as Attorney-in-Fact,**  
pursuant to Powers of Attorney previously filed