

WESBANCO INC
Form 10-K/A
March 28, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-K/A
Amendment No. 1

(Mark One)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

WESBANCO, INC.

(Exact name of Registrant as specified in its charter)

WEST VIRGINIA
(State or other jurisdiction of
incorporation or organization)

55-0571723
(IRS Employer Identification No.)

1 Bank Plaza, Wheeling, WV
(Address of principal executive offices)

26003
(Zip Code)

Registrant's telephone number, including area code:

304-234-9000

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each Exchange on which registered |
|---|---|
| Common Stock \$2.0833 Par Value | NASDAQ Global Select Market |
| Securities registered pursuant to Section 12(g) of the Act: | None |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15 (d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See 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

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act.) Yes No

The aggregate market value of the registrant's outstanding voting common stock held by non-affiliates on June 30, 2012, determined using a per share closing price on that date of \$21.26, was \$528,102,822.

As of February 27, 2013, there were 29,216,560 shares of WesBanco, Inc. common stock \$2.0833 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain specifically designated portions of WesBanco, Inc.'s definitive proxy statement which will be filed by April 30, 2013 for its Annual Meeting of Shareholders (the "Proxy Statement") to be held in 2013 are incorporated by reference into Part III of this Form 10-K.

EXPLANATORY NOTE

This amendment on Form 10-K/A (the "Amendment") is being filed as Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 for WesBanco, Inc. ("WesBanco"), as initially filed with the Securities and Exchange Commission on March 7, 2013 (the "Original Report"). WesBanco is filing this Amendment solely to correct certain inadvertent typographical errors in the Ernst & Young LLP Report on Internal Control over Financial Reporting. More specifically, the Original Report provided "...\$2.7 million and \$0.9 million of net interest income and non-interest income, respectively, for the year then ended." It should have read, and is hereby being amended by this Amendment to read, "Additionally, net interest income and non-interest income of the acquired operations of Fidelity totaled approximately \$2.7 million and net income was approximately \$0.9 million from December 1, 2012 through December 31, 2012." In addition, as required by Rule 12b-15 of the Securities Exchange Act of 1934, this Amendment contains new certifications by our Principal Executive Officer and our Principal Financial Officer, filed as exhibits hereto. This Amendment also contains a new Consent of the Independent Registered Public Accounting Firm filed as an exhibit hereto.

This Amendment does not reflect events occurring after the date of the Original Report or modify or update any of the other disclosures contained therein in any way other than the correction of the typographical errors referred to above. Accordingly, this Amendment should be read in conjunction with the Original Report.

PART II, ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

WesBanco's management carried out an evaluation, under the supervision and with the participation of the chief executive officer and the chief financial officer, of the effectiveness of the design and operation of WesBanco's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2012, pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, the chief executive officer along with the chief financial officer concluded that WesBanco's disclosure controls and procedures as of December 31, 2012, are effective in timely alerting them to material information relating to WesBanco (including its consolidated subsidiaries) required to be included in WesBanco's periodic filings under the Exchange Act.

No changes in WesBanco's internal control over financial reporting have occurred during our fiscal quarter ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, WesBanco's internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

The management of WesBanco is responsible for establishing and maintaining adequate internal control over financial reporting. WesBanco's internal control over financial reporting is a process designed under the supervision of WesBanco's chief executive officer and chief financial officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of WesBanco's financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

WesBanco's management assessed the effectiveness of WesBanco's internal control over financial reporting as of December 31, 2012 based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in "Internal Control-Integrated Framework." This assessment did not include internal control over financial reporting related to Fidelity, which WesBanco acquired on November 30, 2012. Total assets and net assets from the former Fidelity approximated \$564 million and \$71 million, respectively, at December 31, 2012. Additionally, net interest income and non-interest income of the acquired operations of Fidelity totaled approximately \$2.7 million and net income was approximately \$0.9 million from December 1, 2012 through December 31, 2012. Based on the assessment, management determined that, as of December 31, 2012, WesBanco's internal control over financial reporting is effective, based on the COSO criteria. The effectiveness of WesBanco's internal control over financial reporting as of December 31, 2012 has been audited by Ernst & Young LLP, WesBanco's independent registered public accounting firm, as stated in their attestation report appearing below.

/s/ Paul M. Limbert
Paul M. Limbert
President and Chief Executive Officer

/s/ Robert H. Young
Robert H. Young
Executive Vice President and Chief
Financial Officer

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
WesBanco, Inc.

We have audited WesBanco, Inc.'s (the Company) internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). WesBanco, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Report On Internal Control Over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Fidelity Bancorp, Inc., which is included in the 2012 consolidated financial statements of WesBanco, Inc. and constituted approximately \$564 million and \$71 million of total assets and net assets, respectively, as of December 31, 2012. Additionally, net interest income and non-interest income of the acquired operations of Fidelity totaled approximately \$2.7 million and net income was approximately \$0.9 million from December 1, 2012 through December 31, 2012. Our audit of internal control over financial reporting of WesBanco, Inc. also did not include an evaluation of the internal control over financial reporting of Fidelity Bancorp, Inc.

In our opinion, WesBanco, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of WesBanco, Inc. as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2012 of WesBanco, Inc. and our report dated March 7, 2013 expressed an unqualified opinion thereon.

/s/Ernst & Young LLP
Pittsburgh, Pennsylvania
March 7, 2013

ITEM 9B. OTHER INFORMATION

None.

SIGNATURES

Pursuant to the Requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 28, 2013.

WESBANCO, INC.

By: /s/ Paul M. Limbert
Paul M. Limbert
President, Chief Executive
Officer, and Director
(Principal Executive Officer)

By: /s/ Robert H. Young
Robert H. Young
Executive Vice President
and Chief Financial Officer
(Principal Financial and
Accounting Officer)