Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
FIRST COMMUNITY BANCSHARES, INC.EMPLOYEES' PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/31/1990

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

FIRST COMMUNITY BANCSHARES, INC.

507 NORTH GRAY ST
KILLEEN, TX 76541

2b Employer Identification Number (EIN)
76-0035013

2c Sponsor's telephone number
254-554-4392

2d Business code (see instructions)
522110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	MEAGAN CONWAY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

GC SERVICES LIMITED PARTNERSHIP

6330 GULFTON
HOUSTON, TX 77081

3b Administrator's EIN
76-0199626

3c Administrator's telephone number
713-777-4441

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	2299
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	2239
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	277
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2518
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	2518
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1262
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	26
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2J 2K 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒	**H** (Financial Information)
(2)	☐	**I** (Financial Information – Small Plan)
(3)	☐	**A** (Insurance Information)
(4)	☒	**C** (Service Provider Information)
(5)	☐	**D** (DFE/Participating Plan Information)
(6)	☐	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FIRST COMMUNITY BANCSHARES, INC.EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FIRST COMMUNITY BANCSHARES, INC.

D Employer Identification Number (EIN)
76-0035013

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	24944	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF LG CAP VAL INV - STATE STREET 225 FRANKLIN STREET BOSTON, MA 02111	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA ACORN USA Z - COLUMBIA MG 04-3156901	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREY/BC S/MD CP GR I - DREYFUS TRA 200 PARK AVENUE NEW YORK, NY 10166	0.35%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERKINS MID CP VAL T - JANUS SERVI 43-1804048	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO LOW DUR ADM - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.28%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SENTINEL COM STK I - SENTINEL ADMI 03-0316212	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG INT VAL R5 - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA SM CAP VAL INST - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.10%

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FIRST COMMUNITY BANCSHARES, INC.EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FIRST COMMUNITY BANCSHARES, INC.

D Employer Identification Number (EIN)
76-0035013

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2113219	2138874
(2) Participant contributions	1b(2)	216881	111618
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4513590	4512965
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	2719730	3045147
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	25369428	33956204
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	34932848	43764808
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	34932848	43764808

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2138965	
(B) Participants	2a(1)(B)	2646062	
(C) Others (including rollovers)	2a(1)(C)	85797	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4870824
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	470	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	88523	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		88993
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1687674	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1687674
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		4918760
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		11566251
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2018142	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2018142
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	25046	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		25046
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2043188
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		9523063
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		691103

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: HAM, LANGSTON & BREZINA L.L.P. **(2)** EIN: 76-0448495

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
GC SERVICES LIMITED PARTNERSHIP EMPLOYEES' PROFIT SHARING PLAN	76-0199626	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FIRST COMMUNITY BANCSHARES, INC.EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FIRST COMMUNITY BANCSHARES, INC.

D Employer Identification Number (EIN)
76-0035013

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FIRST COMMUNITY BANCSHARES, INC.
EMPLOYEES' PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the year ended December 31, 2013 and 2012

FIRST COMMUNITY BANCSHARES, INC. EMPLOYEES' PROFIT SHARING PLAN

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* Other schedules required by Section 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Ham, Langston & Brezina LLP
Certified Public Accountants

REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Administrative Committee of
First Community Bancshares, Inc. Employees' Profit Sharing Plan

Report on Financial Statements

We were engaged to audit the accompanying financial statements of the First Community Bancshares, Inc. Employees' Profit Sharing Plan (the "Plan"), which comprise the Statements of Net Assets Available for Benefits, as of December 31, 2013 and 2012, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company (the "Trustee"), the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee, as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013, is required by the DOL Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

Hein, Langston & Bryan, LLP

Houston, Texas
October 6, 2014

FIRST COMMUNITY BANCSHARES, INC. EMPLOYEES' PROFIT SHARING PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2013 and 2012

	2013	2012
Assets:		
Investments, at fair value (See Notes 2, 3 and 4)	$ 38,469,168	$ 29,883,018
Receivables:		
Employer contributions	2,138,874	2,113,219
Participant contributions	111,618	216,881
Participant notes	3,045,147	2,719,730
Total receivables	5,295,639	5,049,830
Net assets available for benefits	$ 43,764,807	$ 34,932,848

The accompanying notes are an integral part of these financial statements.

FIRST COMMUNITY BANCSHARES, INC. EMPLOYEES' PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

for the years ended December 31, 2013 and 2012

	2013	2012
Additions to net assets attributed to:		
Investment income:		
Dividend and interest income	$ 1,688,133	$ 890,147
Net appreciation in fair value of investments	4,918,770	2,188,457
Total investment income	6,606,903	3,078,604
Interest income from participant notes receivable	88,523	74,099
Contributions:		
Employer	2,138,965	2,113,206
Participant	2,646,062	2,589,732
Participant rollovers from other plans	85,797	37,443
Total contributions	4,870,824	4,740,381
Total additions	11,566,250	7,893,084
Deductions from net assets attributed to:		
Benefits paid to participants	2,018,142	1,992,606
Administrative fees	25,046	20,257
Total deductions	2,043,188	2,012,863
Net increase in net assets available for benefits before transfers	9,523,062	5,880,221
Transfers to the GC Services Limited Partnership Employees' Profit Sharing Plan	(691,103)	-
Net increase in net assets available for benefits	8,831,959	5,880,221
Net assets available for benefits at beginning of year	34,932,848	29,052,627
Net assets available for benefits at end of year	$ 43,764,807	$ 34,932,848

The accompanying notes are an integral part of these financial statements.

FIRST COMMUNITY BANCSHARES, INC. EMPLOYEES' PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of First Community Bancshares, Inc. Employees' Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan's Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan for the exclusive benefit of participating employees who have completed one year or more of active service. Affiliated entities participating in the Plan include First Community Bancshares, Inc., First National Bank Texas, Fort Hood National Bank, First Community Services Data Processing, Inc., and Jerold B. Katz Interests. These companies are collectively referred to as the "Affiliated Entities". Prior to 2009, the Affiliated Entities participated in the GC Services Limited Partnership Employees' Profit Sharing Plan (the "GC Plan"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Administration

The general administration of the Plan is performed by an administrative committee appointed by the Affiliated Entities. Fidelity Management Trust Company ("Trustee") serves as trustee of the Plan.

Members of the administrative committee receive no compensation for their services. The participants pay administrative fees related to investment transactions. The Affiliated Entities pay certain other general expenses related to the Plan's activities.

Contributions

Each year, participants may contribute from 1% to 50% of their pre-tax annual compensation not to exceed the limitation set forth in Section 402(g) ($17,500 and $17,000 in 2013 and 2012) of the Internal Revenue Code ("IRC"). Participants may make catch-up contributions, pre-tax contributions that exceed the annual elective deferral limit, during any calendar year ending on or after the participant's 50th birthday. Participants' total catch-up contributions during 2013 and 2012 cannot exceed $5,500 in either year. Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Affiliated Entities made employer safe-harbor matching contributions on behalf of each participant of 100% of the participant's elective contribution up to 4.00% of the participant's compensation during 2013 and 2012 totaling $1,668,549 and $1,598,083, respectively. Additionally, the Plan provides for discretionary matching contributions. The employer discretionary matching contributions for the years ended December 31, 2013 and 2012 were $470,416 and $515,123, respectively. The employer matching contributions are invested directly in the various investment options, as directed by the participant.

Participant Accounts

Each participant's account is credited with the participant's contributions and, subject to eligibility requirements, an allocation of (1) the employers' contribution and (2) Plan earnings or losses. Upon the occurrence of a distribution event, the benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account.

1. Description of Plan, continued

Vesting

Participants are vested immediately in their contributions and the Affiliated Entities' safe-harbor matching contributions plus actual earnings thereon. Participants vest in the Affiliated Entities' discretionary matching contributions and related investment income and appreciation or depreciation of the Plan investments as follows:

Completed Years of Service	Percentage Vested Interest
1	10%
2	20%
3	40%
4	60%
5	100%

Participant Notes Receivable

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of the participant's vested account balance. Loan terms range from 1 to 5 years or higher for the purpose of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Principal and interest payments are made through payroll deductions according to the terms of the promissory note. Participant notes receivable outstanding at December 31, 2013 and 2012 totaled $3,045,147 and $2,719,730, respectively. The loans bear interest at rates ranging from 3.25% to 8.50% for each of the years ended December 31, 2013 and 2012.

Payment of Benefits

Benefit payments are typically made in a lump-sum distribution to the participant upon termination of employment, disability or retirement or to the designated beneficiary in the event of death, equal to the balance of the participant's account. The Plan permits hardship withdrawals in the event of an immediate and heavy financial need, as defined by the Plan.

Forfeited Accounts

Forfeiture of part of the Affiliated Entities' discretionary matching contributions may occur if a participant terminates employment or withdraws contributions prior to the vesting period. At December 31, 2013 and 2012, forfeited nonvested accounts were $13,995 and $17,515, respectively. Forfeitures used in 2013 and 2012 to reduce employer contributions were $17,791 and $17,225, respectively.

Administrative Expenses

The Plan is responsible for payment of the Trustee expenses and fees.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

2. Summary of Significant Accounting Policies, continued

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan to make estimates and assumptions that affect the reported amount of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investment options. These investment options are exposed to market risks, which generally mean the risk of loss in the value of certain investment securities due to changes in interest rates, security and commodity prices and general market conditions. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair market value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Money market funds are valued at amortized cost, which approximates fair value.

Net appreciation or depreciation in fair value of investments includes realized gains and losses on investments sold during the year and unrealized appreciation or depreciation of investments held at the end of the year. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan payments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Expense Offset Arrangements

Fees incurred by the Plan for the investment management services or recordkeeping are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment.

3. Investments

The following table presents the Plan's investments. Investments that represent 5% or more of net Plan assets at December 31, 2013 and 2012 are separately identified.

	2013	2012
Fidelity Growth Company Fund	$ 6,922,822	4,971,590
Fidelity Retirement Money Market Portfolio	4,512,965	4,513,590
Fidelity Balanced Fund	4,349,258	3,709,513
Dreyfus/ Boston Small/Mid Cap Gr 1	3,731,984	2,596,811
PIMCO Total Return Fund	2,380,097	2,623,005
Fidelity Freedom K 2020	2,309,828	*
Investments less than 5% of the Plan's net assets	14,262,214	11,468,509
Total investments	$ 38,469,168	$ 29,883,018

* Less than 5% of the Plan's net assets in period indicated.

During the years ended December 31, 2013 and 2012, the Plan's investments in registered investment companies, i.e. mutual funds, (including gains and losses on investments bought, sold and held during the year) appreciated in value by $4,918,770 and $2,188,457, respectively.

4. Fair Value Measurements

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820 established a framework for measuring fair value. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability (exit price) regardless of whether an observable liquid market price exists. The ASC 820 fair value hierarchy categorizes the inputs to valuation techniques that are used to measure fair value into three levels. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and are based on the Plan's best information available in the circumstances.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs.

4. Fair Value Measurements, continued

In determining the fair value of the assets and liabilities, the Plan generally uses two approaches, the market approach and the cost approach. The market approach uses prices and other relevant data based on market transactions involving identical or comparable assets. The cost approach is the amount that would be currently required to replace an asset and indicates the cost to the Plan to require a substitute asset.

The following is a description of the valuation methods used for Plan assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded. (Market approach)

Money market fund: Valued at amortized cost, which approximates fair value and is classified within level 2 of the valuation hierarchy. (Cost approach)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value on a recurring basis as of December 31, 2013 and 2012:

Assets at Fair Value as of December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Mid/Large-cap stock funds	$ 28,131,884	$ -	$ -	$ 28,131,884
Fixed income funds	2,770,231	-	-	2,770,231
International funds	2,131,483	-	-	2,131,483
Small-cap stock funds	922,605	-	-	922,605
Total mutual funds	33,956,203	-	-	33,956,203
Money market fund	-	4,512,965	-	4,512,965
Total investments at fair value	$ 33,956,203	$ 4,512,965	$ -	$ 38,469,168

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Mid/Large-cap stock funds	$ 20,016,830	$ -	$ -	$ 20,016,830
Fixed income funds	3,360,839	-	-	3,360,839
International funds	1,404,822	-	-	1,404,822
Small-cap stock funds	586,937	-	-	586,937
Total mutual funds	25,369,428	-	-	25,369,428
Money market fund	-	4,513,590	-	4,513,590
Total investments at fair value	$ 25,369,428	$ 4,513,590	$ -	$ 29,883,018

5. Transfers

An affiliate company of the Employer sponsors a separate defined contribution plan, the GC Plan. During the year ended December 31, 2013, certain employees transferred employment from the Employer to the affiliate company. The transfer of employment resulted in a transfer of assets from the Plan to the GC Plan totaling $691,103 during the year ended December 31, 2013.

6. Information Certified by the Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting and compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the ERISA. Accordingly, certain information disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2013 and 2012, net appreciation in fair value of investments and interest and dividends for the years ended December 31, 2013 and 2012, was obtained and derived from information supplied to the Plan administrator and certified as complete and accurate by the Fidelity Management Trust Company.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. Tax Status

The Internal Revenue Service has determined and informed the GC Plan by a letter dated March 13, 2012, that the GC Plan is designed in accordance with applicable sections of the IRC. The Plan was modeled after the GC Plan, thus the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirement of the IRC.

8. Plan Termination

Although they have not expressed any intent to do so, the Affiliated Entities have the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in any previously non-vested account balances.

9. Party-in-Interest Transactions

Certain Plan investments are in accounts managed by the Plan trustee, and the Plan allows participants to borrow from their vested account balance. These transactions qualify as party-in-interest transactions, as defined by ERISA, however, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

10. Subsequent Events

Plan management has evaluated all subsequent events through October 6, 2014, which is the date the financial statements were available to be issued, and has concluded that there are no significant events to be reported.

SUPPLEMENTAL SCHEDULE

FIRST COMMUNITY BANCSHARES, INC. EMPLOYEES' PROFIT SHARING PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

EIN: 76-0035013
PN: 002

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Market Value***
*	Fidelity Investments	Mutual Fund - Growth Company Fund	$ 6,922,822**
*	Fidelity Investments	Money Market - Retirement Money Market Portfolio	4,512,965**
*	Fidelity Investments	Mutual Fund - Balanced Fund	4,349,258**
	Dreyfus Investments	Mutual Fund - Dreyfus/ Boston Small/Mid Cap Gr 1	3,731,984**
	PIMCO Investments	Mutual Fund - Total Return Fund	2,380,097**
*	Fidelity Investments	Mutual Fund - Freedom K 2020 Fund	2,309,828**
	American Beacon	Mutual Fund - Large Cap Value Fund	2,083,981
*	Fidelity Investments	Mutual Fund - Diversified International Fund	2,060,435
	Janus Investments	Mutual Fund - Perkins Mid-Cap Value Fund	1,190,800
*	Fidelity Investments	Mutual Fund - Freedom K 2040 Fund	1,058,313
*	Fidelity Investments	Mutual Fund - Freedom K 2050 Fund	960,716
	Sentinel Investments	Mutual Fund - Sentinel Common Stock – Class I	925,798
*	Fidelity Investments	Mutual Fund - Freedom K 2030 Fund	882,644
*	Fidelity Investments	Mutual Fund - Spartan 500 Index Institutional Fund	855,303
*	Fidelity Investments	Mutual Fund - Freedom K 2045 Fund	800,636
*	Fidelity Investments	Mutual Fund - Freedom K 2025 Fund	680,510
*	Fidelity Investments	Mutual Fund - Low Priced Stock Fund	628,613
	Columbia Wanger Asset Mgmt.	Mutual Fund - Acorn USA Fund – Class Z	556,333
*	Fidelity Investments	Mutual Fund - Freedom K 2035 Fund	533,822
	Wells Fargo Investments	Mutual Fund - Small Cap Value Inst.	366,272
*	Fidelity Investments	Mutual Fund - Freedom K Income Fund	161,486
	PIMCO Investments	Mutual Fund - PIMCO Low Duration Fund	158,296
*	Fidelity Investments	Mutual Fund - Freedom K 2055 Fund	125,359
	Thornburg Investments	Mutual Fund - Thornburg International Value Fund	71,048
*	Fidelity Investments	Mutual Fund - Freedom K 2010 Fund	55,969
*	Fidelity Investments	Mutual Fund - Freedom K 2000 Fund	55,024
*	Fidelity Investments	Mutual Fund - Freedom K 2015 Fund	35,528
*	Fidelity Investments	Mutual Fund - Freedom K 2005 Fund	15,328
*	Participant Loans receivable	Participant notes receivable bearing interest at rates ranging from 3.25% to 8.50% per year	3,045,147
		Total investments and notes receivable from participants	$ 41,514,315

* Represents a party-in-interest.
** Represents investment comprising at least 5% of net assets available for benefits.
*** Cost information is not presented because all investments are participant directed.

FIRST COMMUNITY BANCSHARES, INC.
EMPLOYEES' PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the year ended December 31, 2013 and 2012

FIRST COMMUNITY BANCSHARES, INC. EMPLOYEES' PROFIT SHARING PLAN

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* Other schedules required by Section 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Ham, Langston & Brezina LLP
Certified Public Accountants

REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Administrative Committee of
First Community Bancshares, Inc. Employees' Profit Sharing Plan

Report on Financial Statements

We were engaged to audit the accompanying financial statements of the First Community Bancshares, Inc. Employees' Profit Sharing Plan (the "Plan"), which comprise the Statements of Net Assets Available for Benefits, as of December 31, 2013 and 2012, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company (the "Trustee"), the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee, as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013, is required by the DOL Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

Hein, Langston & Bryan, LLP

Houston, Texas
October 6, 2014

FIRST COMMUNITY BANCSHARES, INC. EMPLOYEES' PROFIT SHARING PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2013 and 2012

	2013	2012
Assets:		
Investments, at fair value (See Notes 2, 3 and 4)	$ 38,469,168	$ 29,883,018
Receivables:		
Employer contributions	2,138,874	2,113,219
Participant contributions	111,618	216,881
Participant notes	3,045,147	2,719,730
Total receivables	5,295,639	5,049,830
Net assets available for benefits	$ 43,764,807	$ 34,932,848

The accompanying notes are an integral part of these financial statements.

FIRST COMMUNITY BANCSHARES, INC. EMPLOYEES' PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

for the years ended December 31, 2013 and 2012

	2013	2012
Additions to net assets attributed to:		
Investment income:		
Dividend and interest income	$ 1,688,133	$ 890,147
Net appreciation in fair value of investments	4,918,770	2,188,457
Total investment income	6,606,903	3,078,604
Interest income from participant notes receivable	88,523	74,099
Contributions:		
Employer	2,138,965	2,113,206
Participant	2,646,062	2,589,732
Participant rollovers from other plans	85,797	37,443
Total contributions	4,870,824	4,740,381
Total additions	11,566,250	7,893,084
Deductions from net assets attributed to:		
Benefits paid to participants	2,018,142	1,992,606
Administrative fees	25,046	20,257
Total deductions	2,043,188	2,012,863
Net increase in net assets available for benefits before transfers	9,523,062	5,880,221
Transfers to the GC Services Limited Partnership Employees' Profit Sharing Plan	(691,103)	-
Net increase in net assets available for benefits	8,831,959	5,880,221
Net assets available for benefits at beginning of year	34,932,848	29,052,627
Net assets available for benefits at end of year	$ 43,764,807	$ 34,932,848

The accompanying notes are an integral part of these financial statements.

FIRST COMMUNITY BANCSHARES, INC. EMPLOYEES' PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of First Community Bancshares, Inc. Employees' Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan's Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan for the exclusive benefit of participating employees who have completed one year or more of active service. Affiliated entities participating in the Plan include First Community Bancshares, Inc., First National Bank Texas, Fort Hood National Bank, First Community Services Data Processing, Inc., and Jerold B. Katz Interests. These companies are collectively referred to as the "Affiliated Entities". Prior to 2009, the Affiliated Entities participated in the GC Services Limited Partnership Employees' Profit Sharing Plan (the "GC Plan"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Administration

The general administration of the Plan is performed by an administrative committee appointed by the Affiliated Entities. Fidelity Management Trust Company ("Trustee") serves as trustee of the Plan.

Members of the administrative committee receive no compensation for their services. The participants pay administrative fees related to investment transactions. The Affiliated Entities pay certain other general expenses related to the Plan's activities.

Contributions

Each year, participants may contribute from 1% to 50% of their pre-tax annual compensation not to exceed the limitation set forth in Section 402(g) ($17,500 and $17,000 in 2013 and 2012) of the Internal Revenue Code ("IRC"). Participants may make catch-up contributions, pre-tax contributions that exceed the annual elective deferral limit, during any calendar year ending on or after the participant's 50th birthday. Participants' total catch-up contributions during 2013 and 2012 cannot exceed $5,500 in either year. Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Affiliated Entities made employer safe-harbor matching contributions on behalf of each participant of 100% of the participant's elective contribution up to 4.00% of the participant's compensation during 2013 and 2012 totaling $1,668,549 and $1,598,083, respectively. Additionally, the Plan provides for discretionary matching contributions. The employer discretionary matching contributions for the years ended December 31, 2013 and 2012 were $470,416 and $515,123, respectively. The employer matching contributions are invested directly in the various investment options, as directed by the participant.

Participant Accounts

Each participant's account is credited with the participant's contributions and, subject to eligibility requirements, an allocation of (1) the employers' contribution and (2) Plan earnings or losses. Upon the occurrence of a distribution event, the benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account.

1. Description of Plan, continued

Vesting

Participants are vested immediately in their contributions and the Affiliated Entities' safe-harbor matching contributions plus actual earnings thereon. Participants vest in the Affiliated Entities' discretionary matching contributions and related investment income and appreciation or depreciation of the Plan investments as follows:

Completed Years of Service	Percentage Vested Interest
1	10%
2	20%
3	40%
4	60%
5	100%

Participant Notes Receivable

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of the participant's vested account balance. Loan terms range from 1 to 5 years or higher for the purpose of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Principal and interest payments are made through payroll deductions according to the terms of the promissory note. Participant notes receivable outstanding at December 31, 2013 and 2012 totaled $3,045,147 and $2,719,730, respectively. The loans bear interest at rates ranging from 3.25% to 8.50% for each of the years ended December 31, 2013 and 2012.

Payment of Benefits

Benefit payments are typically made in a lump-sum distribution to the participant upon termination of employment, disability or retirement or to the designated beneficiary in the event of death, equal to the balance of the participant's account. The Plan permits hardship withdrawals in the event of an immediate and heavy financial need, as defined by the Plan.

Forfeited Accounts

Forfeiture of part of the Affiliated Entities' discretionary matching contributions may occur if a participant terminates employment or withdraws contributions prior to the vesting period. At December 31, 2013 and 2012, forfeited nonvested accounts were $13,995 and $17,515, respectively. Forfeitures used in 2013 and 2012 to reduce employer contributions were $17,791 and $17,225, respectively.

Administrative Expenses

The Plan is responsible for payment of the Trustee expenses and fees.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

2. Summary of Significant Accounting Policies, continued

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan to make estimates and assumptions that affect the reported amount of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investment options. These investment options are exposed to market risks, which generally mean the risk of loss in the value of certain investment securities due to changes in interest rates, security and commodity prices and general market conditions. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair market value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Money market funds are valued at amortized cost, which approximates fair value.

Net appreciation or depreciation in fair value of investments includes realized gains and losses on investments sold during the year and unrealized appreciation or depreciation of investments held at the end of the year. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan payments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Expense Offset Arrangements

Fees incurred by the Plan for the investment management services or recordkeeping are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment.

3. Investments

The following table presents the Plan's investments. Investments that represent 5% or more of net Plan assets at December 31, 2013 and 2012 are separately identified.

	2013	2012
Fidelity Growth Company Fund	$ 6,922,822	4,971,590
Fidelity Retirement Money Market Portfolio	4,512,965	4,513,590
Fidelity Balanced Fund	4,349,258	3,709,513
Dreyfus/ Boston Small/Mid Cap Gr 1	3,731,984	2,596,811
PIMCO Total Return Fund	2,380,097	2,623,005
Fidelity Freedom K 2020	2,309,828	*
Investments less than 5% of the Plan's net assets	14,262,214	11,468,509
Total investments	$ 38,469,168	$ 29,883,018

* Less than 5% of the Plan's net assets in period indicated.

During the years ended December 31, 2013 and 2012, the Plan's investments in registered investment companies, i.e. mutual funds, (including gains and losses on investments bought, sold and held during the year) appreciated in value by $4,918,770 and $2,188,457, respectively.

4. Fair Value Measurements

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820 established a framework for measuring fair value. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability (exit price) regardless of whether an observable liquid market price exists. The ASC 820 fair value hierarchy categorizes the inputs to valuation techniques that are used to measure fair value into three levels. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

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Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and are based on the Plan's best information available in the circumstances.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs.

4. Fair Value Measurements, continued

In determining the fair value of the assets and liabilities, the Plan generally uses two approaches, the market approach and the cost approach. The market approach uses prices and other relevant data based on market transactions involving identical or comparable assets. The cost approach is the amount that would be currently required to replace an asset and indicates the cost to the Plan to require a substitute asset.

The following is a description of the valuation methods used for Plan assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded. (Market approach)

Money market fund: Valued at amortized cost, which approximates fair value and is classified within level 2 of the valuation hierarchy. (Cost approach)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value on a recurring basis as of December 31, 2013 and 2012:

Assets at Fair Value as of December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Mid/Large-cap stock funds	$ 28,131,884	$ -	$ -	$ 28,131,884
Fixed income funds	2,770,231	-	-	2,770,231
International funds	2,131,483	-	-	2,131,483
Small-cap stock funds	922,605	-	-	922,605
Total mutual funds	33,956,203	-	-	33,956,203
Money market fund	-	4,512,965	-	4,512,965
Total investments at fair value	$ 33,956,203	$ 4,512,965	$ -	$ 38,469,168

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Mid/Large-cap stock funds	$ 20,016,830	$ -	$ -	$ 20,016,830
Fixed income funds	3,360,839	-	-	3,360,839
International funds	1,404,822	-	-	1,404,822
Small-cap stock funds	586,937	-	-	586,937
Total mutual funds	25,369,428	-	-	25,369,428
Money market fund	-	4,513,590	-	4,513,590
Total investments at fair value	$ 25,369,428	$ 4,513,590	$ -	$ 29,883,018

5. Transfers

An affiliate company of the Employer sponsors a separate defined contribution plan, the GC Plan. During the year ended December 31, 2013, certain employees transferred employment from the Employer to the affiliate company. The transfer of employment resulted in a transfer of assets from the Plan to the GC Plan totaling $691,103 during the year ended December 31, 2013.

6. Information Certified by the Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting and compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the ERISA. Accordingly, certain information disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2013 and 2012, net appreciation in fair value of investments and interest and dividends for the years ended December 31, 2013 and 2012, was obtained and derived from information supplied to the Plan administrator and certified as complete and accurate by the Fidelity Management Trust Company.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. Tax Status

The Internal Revenue Service has determined and informed the GC Plan by a letter dated March 13, 2012, that the GC Plan is designed in accordance with applicable sections of the IRC. The Plan was modeled after the GC Plan, thus the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirement of the IRC.

8. Plan Termination

Although they have not expressed any intent to do so, the Affiliated Entities have the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in any previously non-vested account balances.

9. Party-in-Interest Transactions

Certain Plan investments are in accounts managed by the Plan trustee, and the Plan allows participants to borrow from their vested account balance. These transactions qualify as party-in-interest transactions, as defined by ERISA, however, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

10. Subsequent Events

Plan management has evaluated all subsequent events through October 6, 2014, which is the date the financial statements were available to be issued, and has concluded that there are no significant events to be reported.

SUPPLEMENTAL SCHEDULE

FIRST COMMUNITY BANCSHARES, INC. EMPLOYEES' PROFIT SHARING PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

EIN: 76-0035013
PN: 002

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Market Value***
*	Fidelity Investments	Mutual Fund - Growth Company Fund	$ 6,922,822**
*	Fidelity Investments	Money Market - Retirement Money Market Portfolio	4,512,965**
*	Fidelity Investments	Mutual Fund - Balanced Fund	4,349,258**
	Dreyfus Investments	Mutual Fund - Dreyfus/ Boston Small/Mid Cap Gr 1	3,731,984**
	PIMCO Investments	Mutual Fund - Total Return Fund	2,380,097**
*	Fidelity Investments	Mutual Fund - Freedom K 2020 Fund	2,309,828**
	American Beacon	Mutual Fund - Large Cap Value Fund	2,083,981
*	Fidelity Investments	Mutual Fund - Diversified International Fund	2,060,435
	Janus Investments	Mutual Fund - Perkins Mid-Cap Value Fund	1,190,800
*	Fidelity Investments	Mutual Fund - Freedom K 2040 Fund	1,058,313
*	Fidelity Investments	Mutual Fund - Freedom K 2050 Fund	960,716
	Sentinel Investments	Mutual Fund - Sentinel Common Stock – Class I	925,798
*	Fidelity Investments	Mutual Fund - Freedom K 2030 Fund	882,644
*	Fidelity Investments	Mutual Fund - Spartan 500 Index Institutional Fund	855,303
*	Fidelity Investments	Mutual Fund - Freedom K 2045 Fund	800,636
*	Fidelity Investments	Mutual Fund - Freedom K 2025 Fund	680,510
*	Fidelity Investments	Mutual Fund - Low Priced Stock Fund	628,613
	Columbia Wanger Asset Mgmt.	Mutual Fund - Acorn USA Fund – Class Z	556,333
*	Fidelity Investments	Mutual Fund - Freedom K 2035 Fund	533,822
	Wells Fargo Investments	Mutual Fund - Small Cap Value Inst.	366,272
*	Fidelity Investments	Mutual Fund - Freedom K Income Fund	161,486
	PIMCO Investments	Mutual Fund - PIMCO Low Duration Fund	158,296
*	Fidelity Investments	Mutual Fund - Freedom K 2055 Fund	125,359
	Thornburg Investments	Mutual Fund - Thornburg International Value Fund	71,048
*	Fidelity Investments	Mutual Fund - Freedom K 2010 Fund	55,969
*	Fidelity Investments	Mutual Fund - Freedom K 2000 Fund	55,024
*	Fidelity Investments	Mutual Fund - Freedom K 2015 Fund	35,528
*	Fidelity Investments	Mutual Fund - Freedom K 2005 Fund	15,328
*	Participant Loans receivable	Participant notes receivable bearing interest at rates ranging from 3.25% to 8.50% per year	3,045,147
		Total investments and notes receivable from participants	$ 41,514,315

* Represents a party-in-interest.
** Represents investment comprising at least 5% of net assets available for benefits.
*** Cost information is not presented because all investments are participant directed.