

FIRST COMMUNITY CORP /SC/
Form S-1MEF
July 24, 2012

As filed with the Securities and Exchange Commission on July 23, 2012

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

FIRST COMMUNITY CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

South Carolina
(State or Other Jurisdiction of
Incorporation or Organization)

6021
(Primary Standard Industrial
Classification Code Number)

57-1010751
(IRS Employer
Identification Number)

5455 Sunset Boulevard

Lexington, South Carolina 29072

(803) 951-2265

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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Michael C. Crapps

President and Chief Executive Officer

First Community Corporation

5455 Sunset Boulevard

Lexington, South Carolina 29072

(803) 951-2265

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies of Communications to:

Neil E. Grayson, Esq.
John M. Jennings, Esq.
Nelson Mullins Riley & Scarborough LLP
104 S. Main Street, Suite 900
Greenville, South Carolina 29601
(864) 250-2300

B.T. Atkinson, Esq.
Bryan Cave LLP
One Wells Fargo Center
301 S. College Street, Suite 3400
Charlotte, North Carolina 28202
(704) 749-8954

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional shares for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: Registration Statement No. 333-181437

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

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

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Large accelerated filer

Accelerated filer

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

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock, par value \$1.00 per share			\$ 625,000	\$ 72

- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.
- (2) The Registrant previously registered an aggregate offering price of \$14,375,000 on a Registration Statement on Form S-1 (File No. 333-181437), for which a filing fee of \$1,648 was paid.
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This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

Explanatory Note

This Registration Statement is being filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1.

This Registration Statement relates to the registration statement on Form S-1, as amended (File No. 333-181437) (the Prior Registration Statement), which the registrant originally filed on May 15, 2012, and which was declared effective on July 23, 2012 by the Commission, and is being filed for the purpose of increasing the dollar amount of securities registered under the Prior Registration Statement by \$625,000. The contents of the Prior Registration Statement, including the exhibits thereto and each of the documents incorporated by reference therein, are incorporated herein by reference in their entirety.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed or incorporated by reference in the registrant's Prior Registration Statement on Form S-1, as amended (File No. 333-181437), are incorporated by reference into, and shall be deemed to be part of, this Registration Statement, and, in addition, the following exhibits are filed herewith or incorporated by reference herein:

Exhibit Number	Description
5.1	Opinion of Nelson Mullins Riley & Scarborough, LLP.
23.1	Consent of Elliott Davis, LLC.
23.2	Consent of Nelson Mullins Riley & Scarborough, LLP (included in Exhibit 5.1).
24.1	Power of Attorney.

Previously filed on the signature page to the Registrant's Registration Statement on Form S-1 (File No. 333-181437) filed by the Registrant with the Commission on May 15, 2012 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lexington, State of South Carolina, on July 23, 2012.

FIRST COMMUNITY CORPORATION
By: /s/ Michael C. Crapps
Michael C. Crapps
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated.

Signature	Title
* Richard K. Bogan	Director
* Thomas C. Brown	Director
* Chimin J. Chao	Director
/s/ Michael C. Crapps Michael C. Crapps	Director, President and Chief Executive Officer
* Anita B. Easter	Director
* O. A. Ethridge	Director
* George H. Fann, Jr.	Director
* J. Thomas Johnson	Director and Vice Chairman of the Board
* W. James Kitchens, Jr.	Director
* Alexander Snipe, Jr.	Director
* Roderick M. Todd, Jr.	Director

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*
Loretta R. Whitehead Director

*
Mitchell M. Willoughby Director and Chairman of the Board

/s/ Joseph G. Sawyer
Joseph G. Sawyer Chief Financial Officer and Principal Accounting Officer

*By:
Michael C. Crapps
Attorney-in-Fact

/s/ Michael C. Crapps

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Description

5.1 Opinion of Gross, Kleinhendler, Hodak, Halevy, Greenberg & Co., Israeli counsel to the Registrant, as to the validity of the Ordinary Shares (including consent)23.1 Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global23.2 Consent of Grant Thornton Audit Pty Ltd.23.3 Consent of Gross, Kleinhendler, Hodak, Halevy, Greenberg & Co. (included in Exhibit 5.1)24.1 Power of Attorney (included in the signature page to this Registration Statement)99.1 2011 Incentive Compensation Plan (incorporated by reference to Exhibit 10.6 of the Registration Statement on Form F-1 of Caesarstone Sdot-Yam Ltd. (File No. 333-179556)

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