

ServisFirst Bancshares, Inc.  
Form DEFR14A  
March 13, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.1)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2)).

Definitive Proxy Statement.

Definitive Additional Materials.

Soliciting Material under § 240.14a-12.

**SERVISFIRST BANCSHARES, INC.**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**EXPLANATORY NOTE**

This Amendment No. 1 to Schedule 14A (“Amendment No. 1”) is being filed to amend ServisFirst Bancshares, Inc.’s definitive proxy statement for its 2015 Annual Meeting of Stockholders (“Proxy Statement”), which was filed with the Securities and Exchange Commission on March 13, 2015, in order to correct the table containing the performance factors for our named executive officers included under the section entitled “Annual Short-Term Cash Incentive Compensation,” which was originally set forth on page 23 of the Proxy Statement. The mailing date of the Proxy Statement originally set forth on page 3 of the Proxy Statement is being updated to March 17, 2015. All other items of the Proxy Statement are incorporated herein by reference without changes. This Amendment No. 1 is being filed prior to the mailing of the Proxy Statement and, therefore, the Proxy Statement being mailed to stockholders of record as of March 9, 2015 will include the corrected table and will not separately include Amendment No. 1.

**CHANGE TO PROXY STATEMENT**

The table included in the Compensation Discussion and Analysis section of the Proxy Statement under the section entitled “Annual Short-Term Cash Incentive Compensation,” which was originally set forth on page 23 of the Proxy Statement, is amended to read in its entirety as follows:

Name	Performance Factor	Threshold	Target	Maximum	2014 Actual
		(\$ in thousands)			
Foshee	Bank Net Income	\$47,000	\$49,300	\$51,300	\$51,949
Pouncey	Bank Net Income	\$47,000	\$49,300	\$51,300	\$51,949
	NPAs & ORE/Loans less than	1%	1%	1%	Less than 1%
	Watchlist Loans/Loans <5% at 12/31/14	5%	5%	5%	Less than 5%
Rushing	Correspondent Banking Net Income	\$3,600	\$3,750	\$4,200	\$4,417
	Correspondent Banking Deposit Growth	\$25,000	\$50,000	\$60,000	\$81,877
	Correspondent Banking Federal Funds Growth	\$40,000	\$50,000	\$50,000	\$79,735
Owens	Classified Items Coverage Ratio/Tier 1 Capital and ALLL	<20%	<15%	<10%	8.44%
	Nonperforming Assets/Total Loans and OREO	<90%	<80%	<70%	50%

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Net Credit Expenses	<.30 basis points	<.25 basis points	<.15 basis points	.204%
Regulatory Compliance	Satisfactory	Satisfactory	Satisfactory	Satisfactory
Average Loan Growth	\$283,000	\$389,000	\$555,000	\$500,000