

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 23, 2014

ServisFirst Bancshares, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

0-53149  
(Commission  
File Number)

26-0734029  
(IRS Employer  
Identification No.)

850 Shades Creek Parkway, Birmingham, Alabama  
(Address of principal executive offices)

35209  
(Zip Code)

(205) 949-0302  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 – Other Events**

On October 23, 2014, Metro Bancshares, Inc., a Georgia corporation (“Metro”), mailed a letter to Metro shareholders discussing the definitive agreement and plan of merger (the “Agreement”) between ServisFirst Bancshares, Inc. (“ServisFirst”) and Metro, pursuant to which Metro will merge with and into ServisFirst, with ServisFirst as the surviving corporation (the “Merger”). A copy of this letter is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**ADDITIONAL INFORMATION**

ServisFirst intends to file with the U.S. Securities and Exchange Commission (“SEC”) a registration statement on Form S-4, which will include a proxy statement/prospectus, and other relevant materials in connection with the proposed merger transaction involving ServisFirst and Metro. Investors and security holders are urged to read the proxy statement/prospectus regarding the proposed merger transaction when it becomes available and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information. Investors and security holders may obtain free copies of these documents and other documents filed with the SEC on the SEC’s website at <http://www.sec.gov>. Investors and security holders may also obtain free copies of the documents filed with the SEC by ServisFirst at ServisFirst’s website at <http://www.servisfirstbank.com>, Investor Relations, or by contacting Davis Mange, by telephone at (205) 949-0302.

ServisFirst, Metro and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from shareholders of Metro in connection with the merger transaction. Information regarding directors and executive officers of ServisFirst and Metro and their respective interests in the proposed transaction will be available in the proxy statement/prospectus of ServisFirst and Metro described above and other relevant materials to be filed with the SEC.

**Item 9.01 – Financial Statements and Exhibits**

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable
- (d) **Exhibits.** The following exhibits are included with this Current Report on Form 8-K:

Exhibit No.	Description
99.1	Letter to Metro Bancshares, Inc. shareholders dated October 23, 2014

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SERVISFIRST BANCSHARES, INC.

Dated: October 23, 2014

By: /s/ Thomas A. Broughton, III

Thomas A. Broughton, III  
President and Chief Executive Officer

---

**METRO BANCSHARES, INC.**  
**9340 The Landing Drive**  
**Douglasville, Georgia 30135**

October 23, 2014

To our shareholders:

As you may already be aware, on October 20, 2014, Metro Bancshares, Inc. entered into a merger agreement to merge with and into ServisFirst Bancshares, Inc., the parent bank holding company for ServisFirst Bank, headquartered in Birmingham, Alabama. This is ServisFirst's first acquisition and strategically represents its entry into the metropolitan Atlanta market. This merger is possible thanks to Metro's steady growth into a profitable, stable community bank during very challenging times for community banks. The resources that will be available to us through this merger will allow us to grow our existing business in the metropolitan Atlanta market at a much greater rate than we could have imagined as an independent bank. Importantly, Metro has found a partner in ServisFirst with similar values towards its customers and employees. These values were very important to me and the rest of the Board of Directors when considering this merger, since Metro shareholders will become shareholders in ServisFirst as a result of the merger.

Under the terms of the merger agreement, assuming an average closing price of ServisFirst common stock of \$28.83 per share, which was the closing price of ServisFirst common stock on October 17, 2014, ServisFirst would issue approximately 636,720 shares of its common stock and pay approximately \$22,825,000 in cash, representing approximately \$41,182,000 in aggregate consideration, which includes amounts payable to Metro option and warrant holders. The actual value of the total consideration may be greater or less than such amount, depending on the actual market value of ServisFirst common stock prior to the closing. Assuming an average closing price of \$28.83 per share, the consideration to common shareholders would be approximately 52% in stock and 48% in cash, which percentages may fluctuate. The shares of ServisFirst common stock that will be received by Metro shareholders in connection with the merger will be registered with the U.S. Securities and Exchange Commission and will be freely tradable following closing. In addition, the merger is intended to qualify as a tax-free reorganization for purposes of the Internal Revenue Code of 1986, as amended. As a result, except for any cash received, Metro shareholders should not recognize any gain or loss from the exchange of their Metro common stock for shares of ServisFirst common stock.

The merger is subject to customary closing conditions including regulatory and shareholder approval and is expected to close sometime in the first quarter of 2015. Until closing, Metro will continue to operate just as we have in the past. Upon closing of the transaction, Metro will merge with and into ServisFirst (NASDAQ symbol: SFBS) and Metro Bank will merge with and into ServisFirst Bank.

---

I am very proud to have served as Chairman and CEO of Metro over the last seven years and, on behalf of our Board of Directors and employees, I want to thank you for the confidence you have shown in our organization over the years. I am very excited about becoming part of a great organization in ServisFirst and believe you, as a Metro shareholder, should also be excited about this merger. I will remain with ServisFirst as the Executive Vice President for the Atlanta Market.

Sincerely,

**Metro Bancshares, Inc.**

/s/ Kenneth L. Barber

Kenneth L. Barber  
Chairman and CEO

#### **Additional Information**

In connection with the proposed merger, ServisFirst intends to file with the SEC a registration statement on Form S-4, which will include a proxy statement/prospectus, and other relevant materials in connection with the proposed merger transaction involving ServisFirst and Metro Bancshares, Inc. Investors and security holders are urged to read the proxy statement/prospectus regarding the proposed merger transaction when it becomes available and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information. Investors and security holders may obtain free copies of these documents and other documents filed with the SEC on the SEC's website at <http://www.sec.gov>. Investors and security holders may also obtain free copies of the documents filed with the SEC by ServisFirst at <http://servisfirstbancshares.investorroom.com/>, or by telephone at (205) 949-0302.

ServisFirst, Metro and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from shareholders of Metro in connection with the merger transaction. Information regarding directors and executive officers of ServisFirst and Metro and their respective interests in the proposed transaction will be available in the proxy statement/prospectus of ServisFirst and Metro described above and other relevant materials to be filed with the SEC.

---