

WESBANCO INC
Form 424B3
October 19, 2012
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Registration No. 333-183900

MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

Dear fellow shareholders of Fidelity Bancorp, Inc.:

The board of directors of WesBanco, Inc., or WesBanco, and the board of directors of Fidelity Bancorp, Inc., or Fidelity, have agreed to a strategic combination of the two companies under the terms of the Agreement and Plan of Merger, dated July 19, 2012, and referred to in this document as the merger agreement by and among WesBanco, WesBanco Bank, Inc., Fidelity and Fidelity Savings Bank. At the effective time of the merger, Fidelity will merge with and into WesBanco and Fidelity Savings Bank will become a direct, wholly owned subsidiary of WesBanco. You are cordially invited to attend a special meeting of Fidelity shareholders to be held at the Perrysville Branch of Fidelity Savings Bank, 1009 Perry Highway, Pittsburgh, Pennsylvania, on November 27, 2012, at 5:00 p.m., Eastern Time.

At the Fidelity special meeting, you will be asked to consider and vote upon a proposal to adopt the merger agreement, pursuant to which Fidelity would be acquired through a merger with WesBanco. If the merger contemplated by the merger agreement is completed, each outstanding share of common stock of Fidelity outstanding immediately prior to the effective time of the merger, will be converted into the right to receive (1) \$4.50 in cash, without interest, and (2) 0.8275 shares of common stock of WesBanco. This is referred to as the merger consideration. The implied value of the stock portion of the merger consideration will fluctuate as the market price of WesBanco common stock fluctuates. You should obtain current stock price quotations for WesBanco common stock and Fidelity common stock before deciding how to vote with respect to the adoption of the merger agreement. WesBanco common stock is listed for trading on the Nasdaq Global Select Market under the symbol WSBC. Fidelity common stock is listed for trading on the Nasdaq Global Market under the symbol FSBI.

At the Fidelity special meeting, you also will be asked to consider and vote upon a proposal to approve, on a non-binding, advisory basis, the compensation payable to the named executive officers of Fidelity in connection with the merger and a proposal to adjourn the Fidelity special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Fidelity special meeting.

After careful consideration, the Fidelity board of directors unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement and declared that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable to and in the best interests of Fidelity and its shareholders. **The Fidelity board of directors unanimously recommends that you vote: FOR adoption of the merger agreement; FOR approval, in a non-binding, advisory vote, of the compensation payable to the named executive officers of Fidelity in connection with the merger; and FOR the adjournment of the Fidelity special meeting if necessary to solicit additional proxies in favor of the adoption of the merger agreement.**

The accompanying document is a proxy statement of Fidelity and a prospectus of WesBanco, and provides you with information about Fidelity, WesBanco, the proposed merger and the special meeting of Fidelity shareholders. **Fidelity encourages you to read the entire proxy statement/prospectus carefully.**

You may also obtain more information about Fidelity and WesBanco from documents Fidelity and WesBanco have filed with the Securities and Exchange Commission.

For a discussion of risk factors you should consider in evaluating the merger agreement you are being asked to adopt, see Risk Factors beginning on page 30 of the accompanying proxy statement/prospectus.

Your vote is important. Adoption of the merger agreement requires the approval of the holders of a majority of the votes cast by Fidelity shareholders entitled to vote thereon at the Fidelity special meeting. Accordingly, whether or not you plan to attend the Fidelity special meeting, you are requested to promptly vote your shares by proxy electronically via the Internet, by telephone or by sending in the appropriate paper proxy card as instructed in these materials. If you sign, date and mail your proxy card without indicating how you wish to vote, your vote will be counted as a vote FOR each of the proposals described in the accompanying proxy statement/prospectus.

Granting a proxy will not prevent you from voting your shares in person if you choose to attend the Fidelity special meeting.

We thank you for your continued support of Fidelity.

Sincerely,

Christopher S. Green

Chairman of the Board

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The securities WesBanco is offering through this proxy statement/prospectus are not savings or deposit accounts or other obligations of any bank or savings association, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

This proxy statement/prospectus is dated October 19, 2012, and is first being mailed to the shareholders of Fidelity on or about October 23, 2012.

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1009 Perry Highway, Pittsburgh, Pennsylvania 15237

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held On November 27, 2012

Notice is hereby given that a special meeting of shareholders of Fidelity Bancorp, Inc. (Fidelity), a Pennsylvania corporation, will be held at the Perrysville Branch of Fidelity Savings Bank, 1009 Perry Highway, Pittsburgh, Pennsylvania, on November 27, 2012, at 5:00 p.m., Eastern Time, to consider and vote upon the following matters described in the accompanying proxy statement/prospectus:

1. Adoption of the Agreement and Plan of Merger, dated as of July 19, 2012, by and among WesBanco, Inc., (WesBanco) a West Virginia corporation, WesBanco Bank, Inc., a West Virginia banking corporation and a wholly owned subsidiary of WesBanco, Fidelity, and Fidelity Savings Bank, a Pennsylvania state-chartered stock savings bank and a wholly owned subsidiary of Fidelity, which provides for, among other things, the merger of Fidelity with and into WesBanco.
2. Approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Fidelity in connection with the merger.
3. Approval of the adjournment of the Fidelity special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Fidelity special meeting.
4. To act on such other matters as may properly come before the special meeting or any adjournment or postponement of the special meeting.

The merger agreement is more completely described in the accompanying proxy statement/prospectus, and a copy of the merger agreement is attached as *Annex A* to the proxy statement/prospectus. **Please review these materials carefully and consider fully the information set forth therein.**

Only holders of record of Fidelity common stock at the close of business on October 15, 2012 will be entitled to notice of, and to vote at, the special meeting and any adjournment or postponement thereof. Adoption of the merger agreement and each of the other proposals to be voted on at the special meeting requires the affirmative vote of the holders of at least a majority of the votes cast by Fidelity shareholders entitled to vote at the special meeting.

The Fidelity board of directors has carefully considered the terms of the merger agreement and believes that the merger is in the best interests of Fidelity and its shareholders. The Fidelity board of directors has unanimously approved the merger agreement and unanimously recommends that shareholders vote: FOR adoption of the merger agreement; FOR approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Fidelity in connection with the merger; and FOR the adjournment of the Fidelity special meeting if necessary to solicit additional proxies in favor of the adoption of the merger agreement. In addition, certain officers and directors of Fidelity have entered into voting agreements with WesBanco wherein the officer or director has agreed to vote their Fidelity shares in favor of adoption of the merger agreement. See Other Material Agreements Relating to the Merger Voting Agreements.

Your vote is important regardless of the number of shares you own. Whether or not you plan on attending the Fidelity special meeting, we urge you to read the proxy statement/prospectus carefully and to please vote your shares as promptly as possible. You may vote your shares by proxy electronically via the Internet, by telephone, by completing and sending in the appropriate paper proxy card or in person at the Fidelity special meeting. You may revoke your proxy at any time before it is voted by signing and returning a later dated proxy with respect to the same shares, by filing with the Secretary of Fidelity a written revocation bearing a later date, by executing a later dated proxy and delivering it to the Secretary of Fidelity, by submitting a later dated proxy by telephone or the Internet before the vote at the Fidelity special meeting, or by attending and voting in person at the special meeting.

By Order of the Board of Directors,

Richard L. Barron

Secretary

Pittsburgh, Pennsylvania

October 19, 2012

YOUR VOTE IS VERY IMPORTANT

TO VOTE YOUR SHARES, PLEASE COMPLETE, DATE, SIGN AND MAIL THE ENCLOSED PROXY CARD OR VOTE BY TELEPHONE OR INTERNET PRIOR TO THE SPECIAL MEETING, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.

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ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates by reference important business and financial information about WesBanco that is not included in or delivered with this document. You should refer to Where You Can Find More Information About WesBanco and Fidelity beginning on page 138 for a description of the documents incorporated by reference into this proxy statement/prospectus. You can obtain documents related to WesBanco that are incorporated by reference into this document through the Securities and Exchange Commission's web site at www.sec.gov and through WesBanco's website. Please note that information contained on WesBanco's website is not incorporated by reference in, nor considered to be part of, this proxy statement/prospectus. You may also obtain copies of these documents, other than exhibits, unless such exhibits are specifically incorporated by reference into the information that this proxy statement/prospectus incorporates, without charge by requesting them in writing or by telephone at the following address:

WesBanco, Inc.

Attn: Larry G. Johnson, Secretary

One Bank Plaza

Wheeling, West Virginia 26003

(304) 234-9000

If you would like to request any documents, please do so by November 16, 2012 in order to receive them before the Fidelity special meeting.

For further information about WesBanco, please see Where You Can Find More Information About WesBanco and Fidelity beginning on page 138.

ABOUT THIS PROXY STATEMENT/PROSPECTUS

This proxy statement/prospectus serves two purposes: it is a proxy statement being used by the Fidelity board of directors to solicit proxies for use at the Fidelity special meeting; it is also the prospectus of WesBanco regarding the issuance of WesBanco common stock to Fidelity shareholders if the merger is completed. This proxy statement/prospectus provides you with detailed information about the proposed merger of Fidelity into WesBanco. We encourage you to read this entire proxy statement/prospectus carefully. WesBanco has filed with the Securities and Exchange Commission a registration statement on Form S-4 under the Securities Act of 1933, as amended, and this proxy statement/prospectus is the prospectus filed as part of that registration statement. This proxy statement/prospectus does not contain all of the information in the registration statement nor does it include the exhibits to the registration statement. Please see Where You Can Find More Information About WesBanco and Fidelity beginning on page 138.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in or incorporated by reference into this proxy statement/prospectus. This proxy statement/prospectus is dated October 19, 2012. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than the date hereof. You should not assume that the information contained in any document incorporated or deemed to be incorporated by reference herein is accurate as of any date other than the date of such document. Any statement contained in a document incorporated or deemed to be incorporated by reference into this proxy statement/prospectus will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference into this proxy statement/prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this proxy statement/prospectus. Neither the mailing of this proxy statement/prospectus to the Fidelity shareholders nor the taking of any actions contemplated hereby by WesBanco or Fidelity at any time will create any implication to the contrary.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is not lawful to make any such offer or solicitation in such jurisdiction.

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QUESTIONS AND ANSWERS

The following are some questions that you, as a shareholder of Fidelity, may have regarding the merger and the other matters being considered at the Fidelity shareholders meeting and the answers to those questions. WesBanco and Fidelity strongly recommend that you read carefully the remainder of this document because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the Fidelity special meeting of shareholders. Additional important information is also contained in the annexes to, and the documents incorporated by reference into, this document.

Q: Why have I received this proxy statement/prospectus?

A: The boards of directors of Fidelity and WesBanco have each approved a merger agreement, entered into on July 19, 2012, providing for Fidelity to be acquired by WesBanco. A copy of the merger agreement is attached to this proxy statement/prospectus as *Annex A*, which we encourage you to review.

In order to complete the merger Fidelity common shareholders must vote to adopt the merger agreement.

This document is being delivered to you as both a proxy statement of Fidelity and a prospectus of WesBanco. It is a proxy statement because the Fidelity board of directors is soliciting proxies from its shareholders to vote on the adoption of the merger agreement at a special meeting of Fidelity shareholders as well as the other matters set forth in the notice of the meeting and described in this proxy statement/prospectus, and your proxy will be used at the meeting or at any adjournment or postponement of the meeting. It is a prospectus because WesBanco will issue WesBanco common stock to Fidelity shareholders in the merger. On or about October 23, 2012, Fidelity intends to begin to deliver to its shareholders of record as of the close of business on October 15, 2012 printed versions of these materials.

Your vote is very important. The Fidelity board of directors encourages you to vote as soon as possible.

Q: What matters are to be voted on at the Fidelity special meeting?

A: At the Fidelity special meeting, holders of Fidelity common stock as of the close of business on October 15, 2012 (the record date) will be asked to:

1. Adopt the merger agreement;
2. Approve, in a non-binding advisory vote, the compensation payable to the named executive officers of Fidelity in connection with the merger; and
3. Approve of the adjournment of the Fidelity special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Fidelity special meeting.

Q: What is the merger transaction upon which I am being asked to vote?

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- A: Holders of Fidelity common stock as of the record date are being asked to vote to adopt the merger agreement, pursuant to which Fidelity will merge with and into WesBanco, with WesBanco surviving.

IF FIDELITY SHAREHOLDERS FAIL TO ADOPT THE MERGER AGREEMENT, THE MERGER CANNOT BE COMPLETED.

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Q: What will I receive for my shares of Fidelity common stock in the merger?

A: Fidelity shareholders will receive the following, referred to as the merger consideration, in exchange for each share of Fidelity common stock upon completion of the merger:

0.8275 shares of WesBanco common stock; and

\$4.50 in cash, without interest.

The implied value of the stock portion of the merger consideration will fluctuate as the market price of WesBanco common stock fluctuates. You should obtain current stock price quotations for WesBanco common stock and Fidelity common stock before deciding how to vote with respect to the adoption of the merger agreement. WesBanco common stock is listed for trading on the Nasdaq Global Select Market under the symbol WSBC. Fidelity common stock is listed for trading on the Nasdaq Global Market under the symbol FSBI.

Q: What does our board of directors recommend?

A: Our board of directors has unanimously determined that the merger is in your and our best interests and unanimously recommends that you vote **FOR** adoption of the merger agreement, **FOR** approval, on an advisory (non-binding) basis, of the golden parachute proposal and **FOR** approval of the adjournment proposal.

In making this determination, our board of directors considered the opinion of Mufson Howe Hunter & Company LLC, (MHH), our independent financial advisor, as to the fairness, from a financial point of view, of the merger consideration you will receive pursuant to the merger agreement. Our board of directors also reviewed and evaluated the terms and conditions of the merger agreement and the merger with the assistance of our independent legal counsel.

Q: What was the opinion of our financial advisor?

A: MHH presented an opinion to our board of directors to the effect that, as of July 19, 2012, and based upon the assumptions MHH made, the matters it considered and the limitations on its review as set forth in its opinion, the merger consideration provided for in the merger agreement is fair to you from a financial point of view.

Q: When and where will the special meeting of Fidelity shareholders be held?

A: The Fidelity special meeting will be held at the Perrysville Branch of Fidelity Savings Bank, 1009 Perry Highway, Pittsburgh, Pennsylvania, on November 27, 2012, at 5:00 p.m., Eastern Time.

Q: Who can vote at the Fidelity special meeting?

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- A: Holders of record at the close of business as of the record date of Fidelity common stock will be entitled to notice of and to vote at the Fidelity special meeting. Each of the shares of Fidelity common stock issued and outstanding on the record date is entitled to one vote at the Fidelity special meeting with regard to each of the proposals described above. Holders of Fidelity's Fixed Rate Cumulative Perpetual Preferred Stock, Series B, (the Fidelity TARP Preferred Stock), which was issued to the U.S. Department of the Treasury (the U.S. Treasury), under the Capital Purchase Program of the Troubled Asset Relief Program (the TARP), will not have the right to vote on any of the proposals to be voted on at the Fidelity special meeting.

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Q: How do I vote my shares in the Fidelity Bancorp, Inc. Employee Stock Ownership Plan?

A: If you are a participant in the Fidelity Bancorp, Inc. Employee Stock Ownership Plan (the ESOP), you will receive a voting instruction form that reflects all shares you may vote under the ESOP. Under the terms of the ESOP, all shares held by the ESOP are voted by the ESOP trustees, but each participant in the ESOP may direct the trustees on how to vote the shares of Fidelity common stock allocated to his or her account. Unallocated shares and allocated shares for which no timely voting instructions are received will be voted by the ESOP trustees as directed by the ESOP Committee. The deadline for returning your voting instruction form to the ESOP trustees is November 16, 2012.

Q: When do you expect to complete the merger?

A: We anticipate that it is more probable than not we will obtain all necessary regulatory approvals, and be able to consummate the merger, in November or December 2012. However, we cannot assure you when or if the merger will occur. We must first obtain the requisite approval of Fidelity common shareholders at our special meeting and we and WesBanco must obtain the requisite regulatory approvals to complete the merger.

Q: What happens if the merger is not completed?

A: If the merger is not completed, holders of Fidelity common stock will not receive any consideration for their shares in connection with the merger. Instead, Fidelity will remain an independent public company and its common stock will continue to be listed and traded on the Nasdaq Global Market.

Q: Why am I being asked to consider and vote upon a proposal to approve, in a non-binding advisory vote, the compensation payable to the named executive officers of Fidelity in connection with the merger?

A: Under Securities and Exchange Commission rules, Fidelity is required to seek a non-binding, advisory vote with respect to the compensation payable to Fidelity s named executive officers in connection with the merger, or golden parachute compensation.

Q: What will happen if Fidelity shareholders do not approve the golden parachute compensation?

A: Approval of the compensation payable to Fidelity s named executive officers in connection with the merger is not a condition to completion of the merger. The vote is an advisory vote and will not be binding on Fidelity. Therefore, if the merger agreement is adopted by Fidelity shareholders and the merger is completed, this compensation, including amounts that Fidelity is contractually obligated to pay, could still be payable regardless of the outcome of the advisory vote, subject to the conditions applicable thereto.

Q: What shareholder approvals are needed?

A: To be approved, proposals 1, 2 and 3 require the affirmative vote of a majority of the votes cast by the holders of Fidelity common stock entitled to vote thereon at a shareholders meeting at which a quorum is present.

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As of the record date, there were 3,070,774 shares of Fidelity common stock outstanding and entitled to vote at the Fidelity special meeting, held by approximately 357 holders of record. As of the record date, the directors and executive officers of Fidelity controlled approximately 10.85% of the outstanding shares of Fidelity common stock entitled to vote at the special meeting. In addition, certain officers and directors of Fidelity have entered into voting agreements with WesBanco wherein the officer or director has agreed to vote their Fidelity shares in favor of adoption of the merger agreement.

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Q: Are WesBanco shareholders voting on the merger?

A: No. No vote of WesBanco shareholders is required to complete the merger.

Q: How do I vote?

A: If you are a shareholder of record of Fidelity as of the record date, you may vote in person by attending the Fidelity shareholders meeting or, to ensure your shares are represented at the meeting, you may vote by:

accessing the Internet website specified on your proxy card;

calling the toll-free number specified on your proxy card; or

signing and returning the enclosed proxy card in the postage-paid envelope provided.

If you hold your Fidelity shares in the name of a bank or broker, please see the discussion below.

Q: What is a quorum?

A: In order for business to be conducted at the Fidelity special meeting, a quorum must be present. The quorum requirement for holding the Fidelity special meeting and transacting business at the Fidelity special meeting is a majority of the outstanding shares of Fidelity common stock as of the record date that are present or represented at the Fidelity special meeting. The shares may be present in person or represented by proxy at the Fidelity special meeting. Proxies received but marked as abstentions and broker non-votes are considered to be present and entitled to vote at the meeting and will be counted for the purposes of determining a quorum.

Q: Your shares are held in your broker's name (also known as street name). How do you vote those shares?

A: Copies of this proxy statement/prospectus were sent to you by your broker. The broker will request instructions from you as to how you want your shares to be voted, and the broker will vote your shares according to your instructions.

Q: If your shares are held in street name by a broker, won't your broker vote those shares for you?

A: Not unless you provide your broker with instructions on how to vote your street name shares. Broker non-votes may occur because certain beneficial holders of shares of Fidelity common stock hold their shares in street name through a broker, bank or other nominee. Under the rules of the New York Stock Exchange which governs brokers, banks and other nominees are not permitted to exercise voting discretion on any of the proposals to be voted upon at the Fidelity special meeting other than the adjournment proposal (Proposal 3). Therefore, if a beneficial holder of shares of Fidelity common stock does not give the broker, bank or other nominee specific voting instructions on Proposals 1, 2 or 3, the holder's shares of Fidelity common stock will not be voted on those proposals and a broker non-vote will occur. You should therefore be sure to provide your broker with instructions on how to vote your shares.

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Abstentions, if any, and broker non-votes, if any, are counted as present for the purpose of determining whether a quorum is present. Once a quorum for a meeting is established, abstentions and broker non-votes will not be counted in the voting results and will have no effect on the outcome of Proposals 1, 2 or 3.

Please check the voting form used by your broker to see if it offers telephone or Internet submission of proxies.

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Q: What happens if you return your proxy card without indicating how to vote?

A: If you return your signed proxy card without indicating how to vote on any particular proposal, the Fidelity stock represented by your proxy will be voted on each proposal presented at the Fidelity shareholders meeting in accordance with the board's recommendation on that proposal. In that case, your shares of Fidelity common stock will be voted **FOR** adoption of the merger agreement; **FOR** approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Fidelity in connection with the merger; and **FOR** the adjournment of the Fidelity special meeting if necessary to solicit additional proxies in favor of the adoption of the merger agreement.

Q: Can you change your vote after you have delivered your proxy card?

A: Yes. You may change your vote at any time before your proxy is voted at your meeting. You can do this in any of the three following ways:

by sending a written notice to the corporate secretary of Fidelity in time to be received before the Fidelity shareholders meeting stating that you would like to revoke your proxy;

by completing, signing and dating another proxy card bearing a later date and returning it by mail in time to be received before the Fidelity special meeting or, if you submitted your proxy through the Internet or by telephone, you can change your vote by submitting a new, valid proxy by proxy card, Internet or telephone, with a later date, in which case your later submitted proxy will be recorded and your earlier proxy revoked; or

if you are a holder of record, by attending the Fidelity special meeting and voting in person.

If your shares are held in an account at a broker or bank, you should contact your broker or bank to change your vote.

Q: Will shareholders have dissenters' or appraisal rights?

A: If you are a common shareholder who objects to the merger, you may vote against adoption of the merger agreement. However, under Pennsylvania law, holders of Fidelity common stock will not be entitled to dissenters' appraisal rights. Conversely, while the holders of Fidelity TARP Preferred Stock will not be entitled to vote at the Fidelity special meeting with respect to Fidelity TARP Preferred Stock, those holders will have dissenters' rights with respect to those shares.

Q: What do you need to do now?

A: After you carefully read and consider the information contained in and incorporated by reference into this document, please respond as soon as possible by completing, signing and dating your proxy card and returning it in the enclosed postage-paid return envelope, or, by submitting your proxy or voting instructions by telephone or through the Internet so that your shares will be represented and voted at the Fidelity special meeting. This will not prevent you from attending and voting in person; however in order to assist us in tabulating the votes at the Fidelity shareholders meeting, we encourage you to vote by proxy even if you do plan to attend the meeting in person.

Q: Should you send in your Fidelity stock certificates now?

A: No. You should not send in your Fidelity stock certificates until you receive transmittal materials.

Q: Who can help answer any other questions that you might have?

A: If you want additional copies of this document, or if you want to ask any questions about the merger, you should contact Fidelity Bancorp, Inc., 1009 Perry Highway, Pittsburgh, Pennsylvania 15237, Attention: Richard L. Barron, Secretary (412) 367-3300.

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SUMMARY

This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. The merger agreement is attached to this proxy statement/prospectus as Annex A. To fully understand the merger and for a more complete description of the terms of the merger, you should carefully read this entire document, including the exhibits, and the documents we refer you to under the caption "Where You Can Find More Information About WesBanco and Fidelity" beginning on page 138. This proxy statement/prospectus, including information included or incorporated by reference in this proxy statement/prospectus, contains a number of forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the financial condition, results of operations, earnings outlook, business and prospects of WesBanco and Fidelity, and the potential combined company, as well as statements applicable to the period following the completion of the merger. You can find some of these statements by looking for words such as "plan," "believe," "expect," "intend," "anticipate," "estimate," "project," "potential," "possible" or other similar expressions. These forward-looking statements involve certain risks and uncertainties. The ability of either WesBanco or Fidelity to predict results or the actual effects of our plans and strategies, particularly after the merger, is inherently uncertain. Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed in or implied by these forward-looking statements. See "Cautionary Statement Regarding Forward-Looking Statements" on page 139.

The Merger (See page 37)

We propose a merger of Fidelity with and into WesBanco. If the merger is consummated, WesBanco will continue as the surviving corporation. The articles of incorporation and bylaws of WesBanco will continue as the articles of incorporation and bylaws of the surviving corporation until amended or repealed in accordance with applicable law. The officers and directors of WesBanco will continue as the officers and directors of the surviving corporation, except that Richard G. Spencer, President and Chief Executive Officer of Fidelity, will be appointed to the board of directors of WesBanco.

The Companies (See page 81)

WesBanco, Inc.

One Bank Plaza

Wheeling, West Virginia 26003

(304) 234-9000

WesBanco, a bank holding company headquartered in Wheeling, West Virginia, offers through its various subsidiaries a full range of financial services including retail banking, corporate banking, personal and corporate trust services, brokerage services, mortgage banking and insurance. WesBanco's banking subsidiary WesBanco Bank, Inc., operates 112 banking offices in West Virginia, Ohio and Pennsylvania. As of June 30, 2012, WesBanco had approximately \$5.5 billion of consolidated total assets, \$4.4 billion of deposits and \$649 million of shareholders' equity.

Fidelity Bancorp, Inc.