

NATIONAL BANKSHARES INC
Form DEFR14A
March 25, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

NATIONAL BANKSHARES, INC.

(Name of Registrant as Specified In Its Charter)

(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:

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3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

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5. Total fee paid:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-1(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:

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Explanatory Note

The purpose of this amendment to the definitive proxy statement (“Proxy Statement”) of National Bankshares, Inc. filed with the Securities and Exchange Commission on March 11, 2011, is to correct the information provided on page 1 of the Proxy Statement under the heading “Stock Ownership of Certain Beneficial Owners”. That information should be replaced with the following:

STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

As of February 23, 2011, Bankshares was aware of one single person or group who was the beneficial owner of more than 5% of the outstanding common stock of the Company. On February 7, 2011, BlackRock, Inc., 40 East 52nd Street, New York, NY 10022, reported to the Securities and Exchange Commission that, as of December 31, 2010, it owned 414,430 shares, or 5.98%, of the Corporation’s outstanding common stock.