

Edgar Filing: GEORGIA BANCSHARES INC// - Form 10KSB/A

GEORGIA BANCSHARES INC//  
Form 10KSB/A  
May 19, 2003

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

FORM 10-KSB/Amendment No. 2

- ANNUAL REPORT UNDER SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the fiscal year ended December 31, 2002  
OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 333-74710

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

Georgia  
-----

58-2646154  
-----

(State of Incorporation)

(I.R.S. Employer Identification No.)

100 Westpark Drive  
Peachtree, City, Georgia

30269  
-----

(Address of principal executive offices)

(Zip Code)

770-631-9488  
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(Telephone Number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for past 90 days. Yes X No  
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Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [X]

The issuer's revenue for the fiscal year ended December 31, 2002 was \$9,985,218.

The aggregate market value of the voting and non-voting common equity held by non-affiliates (shareholders holding less than 5% of an outstanding class of stock, excluding directors and executive officers) as of March 6, 2003 was \$25,181,560. This calculation was based on the average bid and asked price of such common equity on March 6, 2003, 2003.

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There were 2,337,573 shares of the issuer's common stock issued and outstanding, as of March 6, 2003.

Transitional Small Business Disclosure Format. (Check one): Yes No X  
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DOCUMENTS INCORPORATED BY REFERENCE

Portions of the issuer's proxy statement for the 2003 annual meeting of shareholders to be held on May 14, 2003 are incorporated by reference in Part III of this Form 10-KSB.

EXPLANATORY NOTE

This 10-KSB/A No. 2 is being filed to attach the following exhibits: 4.7 Third Amendment to the Warrant Agreement for Georgia Bancshares, Inc. and 10.2 Summary of the Georgia Bancshares, Inc. 401K Plan. No other changes have been made to the original 10-KSB.

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SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GEORGIA BANCSHARES, INC.

Date: May 16, 2003

By: /s/ Ira P. Shepherd, III

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Ira P. Shepherd, III  
President and Chief Executive Officer

In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Signatures	Title	Date
-----	-----	-----
/s/ Ira P. Shepherd, III ----- Ira P. Shepherd, III	President, Chief Executive Officer (principal executive officer), and Director	May 16, 2003

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/s/ \*

-----  
Clyde A. McArthur

Chief Financial Officer  
(principal accounting and  
financial officer)

/s/ \*

-----  
Arlie C. Aukerman

Director

/s/ \*

-----  
Joseph S. Black

Vice Chairman, Director

/s/ \*

-----  
Rick A. Duncan

Director, Executive Vice President

/s/ \*

-----  
Dale K. Geeslin

Secretary, Director

/s/ \*

-----  
Malcolm R. Godwin

Director, Executive Vice President

/s/ \*

-----  
W. Robert Hancock

Director

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/s/ \*

-----  
Vincent M. Rossetti

Director

/s/ \*

-----  
Donnie H. Russell

Director

/s/ \*

-----  
Thomas G. Sellmer

Director

/s/ \*

-----  
Enrico A. Stanziale

Chairman, Director

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/s/ \*

-----  
James H. Webb, Jr.

Director

/s/ Ira P. Shepherd, III  
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May 16, 2003

Ira P. Shepherd, III  
As Attorney-In-Fact

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EXHIBIT INDEX

- 3.1 Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form SB-2, File No. 333-74710).
- 3.2 Bylaws of the Company (incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form SB-2, File No. 333-74710).
- 4.1 See Exhibits 3.1 and 3.2 for provisions in Georgia Bancshares' Articles of Incorporation and Bylaws defining the rights of holders of the common stock.
- 4.2 Form of certificate of common stock (incorporated by reference to Exhibit 4.2 of the Company's Registration Statement on Form SB-2, File No. 333-74710).
- 4.3 Georgia Bancshares, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Registration Statement on Form SB-2; File No. 333-74710).
- 4.4 Form of Warrant Agreement (incorporated by reference to Exhibit 10.2 of the Company's Registration Statement on Form SB-2; File No. 333-74710).
- 4.5 Form of First Amendment to Warrant Agreement (incorporated by reference to Exhibit 10.3 of the Company's Registration Statement on Form SB-2; File No. 333-74710).
- 4.6 Form of Second Amendment to Warrant Agreement (incorporated by reference to Exhibit 10.4 of the Company's Registration Statement on Form SB-2; File No. 333-74710).
- 4.7 Form of Third Amendment to Warrant Agreement.
- 5.1 Opinion Regarding Legality (incorporated by reference to Exhibit 5.1 of the Registration Statement on Form SB-2, File No. 333-74710).
- 10.1 Real Estate Agreement dated June 1, 1999 between The Bank of Georgia and Charles B. Miles & S. Reid Hutchings (incorporated by reference to Exhibit 10.5 of the Company's Registration Statement on Form SB-2; File No. 333-74710).

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10.2 Summary of the Georgia Bancshares, Inc. 401K Plan.

21 Subsidiaries of the Company (incorporated to Exhibit 21 to the Company's Form 10-KSB for the period ended December 31, 2002).

24 Power of Attorney (incorporated to Exhibit 24 to the Company's Form 10-KSB for the period ended December 31, 2002).