

WILSON BANK HOLDING CO

Form S-4

February 04, 2005

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As filed with the Securities and Exchange Commission on February 4, 2005 Registration No. 333-

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

**FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

**WILSON BANK HOLDING COMPANY
(exact name of registrant as specified in its charter)**

Tennessee
(state or other jurisdiction
of organization)

6021
(primary standard industrial
classification code number)

62-1497076
(IRS employer
identification no.)

**623 West Main Street
Lebanon, Tennessee 37087
(615) 444-2265**

(address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**J. Randall Clemons
Wilson Bank Holding Company
623 West Main Street
Lebanon, Tennessee 37087
(615) 444-2265**

(name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

**Bob F. Thompson, Esq.
Bass, Berry & Sims PLC
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238
(615) 742-6200**

APPROXIMATE DATE OF COMMENCEMENT OF THE PROPOSED SALE TO THE PUBLIC: At the effective time of the merger of Community Bank of Smith County with and into a direct wholly owned subsidiary of the Registrant, which shall occur as soon as practicable after the effective date of this Registration Statement and the satisfaction or waiver of all conditions to closing of such merger.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee(3)
Common Stock, par value \$2.00 per share	194,766	N/A	\$6,283,429.20	\$740

(1) Based on the maximum number of shares of Wilson Bank Holding Company common stock expected to be issued in connection with the merger of Community Bank of Smith County with and into Wilson Bank and Trust.

(2) Pursuant to Rule 457(f), the registration fee has been computed based on the book value of Community Bank of Smith County's common stock as of December 31, 2004, the latest practicable date prior to the filing of this registration statement.

(3) Calculated by multiplying 0.0001177 by the proposed maximum aggregate offering price.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to such Section 8(a), may determine.

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The information in this proxy statement/prospectus is not complete and may be changed. Wilson Bank Holding Company may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and it is not an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion dated February 4, 2005

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Community Bank of Smith County Shareholders:

You are cordially invited to attend a special meeting in lieu of an annual meeting of shareholders of Community Bank of Smith County, which will be held on March 24, 2005, beginning at 6:30 p.m., local time, at the Community Bank of Gordonsville, 7 New Middleton Highway, Gordonsville, TN 38563. At the special meeting, Community Bank of Smith County's shareholders will be asked to approve the merger of Community Bank of Smith County with and into Wilson Bank and Trust. If we complete the merger, each share of Community Bank of Smith County common stock will be exchanged for 1.0043 shares of Wilson Bank Holding Company common stock, along with cash in lieu of any fractional shares.

Approval of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Community Bank of Smith County common stock entitled to vote at the special meeting at which a quorum is present.

Only shareholders who hold shares of Community Bank of Smith County at the close of business of February 1, 2005 will be entitled to vote at the special meeting.

Based on our reasons described herein, including the fairness opinion issued by our financial advisor, PBS, which is attached as Appendix C to the attached proxy statement/prospectus, your board of directors believes that the merger agreement is in the best interests of Community Bank of Smith County shareholders. **Accordingly, your board of directors recommends that you vote For approval and adoption of the merger agreement.**

The accompanying proxy statement/prospectus contains a detailed description of the merger agreement, its terms and conditions, and the transactions contemplated thereby. **Please review these materials carefully and consider thoughtfully the information set forth therein.**

The merger involves certain investment considerations which you should evaluate carefully before voting for the merger. See Risk Factors on page 14 of the enclosed proxy statement/prospectus.

It is very important that your shares be voted at the special meeting. Please take the time to vote by completing and mailing the enclosed proxy card. If you decide to attend our special meeting and wish to change your proxy vote, you may do so by voting in person at the meeting.

Sincerely,

Joe Vance
President

The date of this proxy statement/prospectus is ____, 2005. This proxy statement/prospectus is first being mailed to Community Bank of Smith County shareholders on or about ____, 2005.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares of Wilson Bank Holding Company common stock to be issued in the merger, or determined if the proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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COMMUNITY BANK OF SMITH COUNTY
1300 MAIN STREET NORTH
CARTHAGE, TENNESSEE 37030

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 24, 2005

To Community Bank of Smith County Shareholders:

Notice is hereby given that a special meeting in lieu of an annual meeting of shareholders of Community Bank of Smith County will be held at the Community Bank of Gordonsville, 7 New Middleton Highway, Gordonsville, TN 38563 on March 24, 2005, at 6:30 p.m., local time, for the following purposes:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger, dated November 16, 2004, among Wilson Bank Holding Company, Wilson Bank and Trust and Community Bank of Smith County, a copy of which is attached as Appendix A to the attached proxy statement/prospectus, pursuant to which, among other things, Community Bank of Smith County will merge with and into Wilson Bank and Trust; and
2. To transact such other business as may properly come before the special meeting.

We have fixed the close of business on February 1, 2005 as the record date for the determination of shareholders entitled to notice of and to vote at the special meeting. Only holders of Community Bank of Smith County common stock of record at the close of business on that date will be entitled to notice of and to vote at the special meeting. As of the record date, Wilson Bank Holding Company and its directors and officers owned 194,722 of the 387,866 shares of Community Bank of Smith County common stock issued and outstanding.

A form of proxy and a proxy statement/prospectus containing more detailed information with respect to the matter to be considered at the special meeting accompanies this notice. A copy of the merger agreement is attached as Appendix A to the proxy statement/prospectus.

Dissenting shareholders who comply with the provisions of Chapter 23 of the Tennessee Business Corporation Act, are entitled to dissent from the merger and receive payment of the fair value of their shares of Community Bank of Smith County common stock if the merger is consummated. A copy of Chapter 23 of the Tennessee Business Corporation Act is attached as Appendix B to the proxy statement/prospectus. Please see the section entitled "The Merger - Dissenters' Rights" in the proxy statement/prospectus for a summary of the procedures to be followed in asserting these dissenters' rights. A dissenting shareholder will be entitled to payment only if written notice of intent to demand payment is delivered to Community Bank of Smith County before the vote is taken and the shareholder does not vote in favor of the merger agreement.

The affirmative vote of the holders of a majority of the shares of Community Bank of Smith County common stock issued and outstanding and entitled to vote at the special meeting is necessary to approve and adopt the merger agreement. Because Wilson Bank Holding Company and its directors and affiliates own in excess of 50% of the outstanding shares of Community Bank of Smith County common stock, approval of the merger is highly likely.

Your board of directors has determined that the merger agreement is in the best interests of Community Bank of Smith County's shareholders and recommends that shareholders vote For approval and adoption of the merger.

By Order of the Board of Directors

J. Randall Clemons, Secretary

Carthage, Tennessee

_____, 2005

IMPORTANT: Your vote is important regardless of the number of shares you own. Whether or not you expect to attend the meeting, please sign, date and promptly return the accompanying proxy card using the enclosed postage-prepaid envelope. If you are a record shareholder and for any reason you should desire to revoke your proxy, you may do so at any time before it is voted at the special meeting.

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**Proxy Statement of Community Bank of Smith County
Prospectus of Wilson Bank Holding Company**

This proxy statement/prospectus is being furnished to shareholders of Community Bank of Smith County, a state chartered bank incorporated under the laws of the State of Tennessee, in connection with the solicitation of proxies by the board of directors of Community Bank of Smith County for use at the special meeting of shareholders of Community Bank of Smith County to be held at 6:30 p.m., local time, on March 24, 2005 at the Community Bank of Gordonsville, 7 New Middleton Highway, Gordonsville, TN 38563. At the special meeting, holders of Community Bank of Smith County common stock, no par value per share, are being asked to consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of November 16, 2004, referred to as the merger agreement, among Wilson Bank Holding Company, Wilson Bank and Trust and Community Bank of Smith County, providing for, among other things, the merger of Community Bank of Smith County with and into Wilson Bank and Trust with Wilson Bank and Trust continuing as the surviving entity of the merger. A copy of the merger agreement is attached as Appendix A to this proxy statement/prospectus and made a part of this proxy statement/prospectus.

Wilson Bank Holding Company's common stock is not listed on any national securities exchange or on the Nasdaq Stock Market.

At the effective time of the merger, Community Bank of Smith County will merge with and into Wilson Bank and Trust. Each outstanding share of Community Bank of Smith County common stock, other than shares owned by Wilson Bank Holding Company and shareholders who properly perfect their dissenters' rights, will be converted into the right to receive 1.0043 shares of Wilson Bank Holding Company common stock. In lieu of any fractional share that Community Bank of Smith County shareholders would otherwise receive, Community Bank of Smith County shareholders will receive cash equal to their fractional share amount multiplied by the last sale price of Wilson Bank Holding Company's common stock on the date closest to, but not after, the closing date of the merger. For additional information regarding the terms of the merger, see the merger agreement attached as Appendix A to this proxy statement/prospectus and the discussion under "The Merger" beginning on page 20 and "The Merger Agreement" beginning on page 35. Completion of the merger is conditioned upon, among other things, adoption of the merger agreement by the Community Bank of Smith County shareholders and receipt of certain required regulatory approvals.

Community Bank of Smith County shareholders are strongly urged to read and consider carefully this proxy statement/prospectus in its entirety, particularly the matters referred to under "Risk Factors" beginning on page 14.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares of Wilson Bank Holding Company common stock to be issued in the merger, or determined if the proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The Wilson Bank Holding Company common stock offered hereby has not been approved or disapproved by the Federal Deposit Insurance Corporation, the Tennessee Department of Financial Institutions or the Board of Governors of the Federal Reserve System nor has the Federal Deposit Insurance Corporation, the Tennessee Department of Financial Institutions or the Board of Governors of the Federal Reserve System passed on the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is unlawful.

The date of this proxy statement/prospectus is ____, 2005. This proxy statement/prospectus is first being mailed to the shareholders of Community Bank of Smith County on or about ____, 2005.

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APPENDIX A: Agreement and Plan of Merger

APPENDIX B: Sections 48-23-101 48-23-302 of the Tennessee Business Corporation Act

APPENDIX C: Opinion of Professional Bank Services, Inc.

This proxy statement/prospectus incorporates important business and financial information about Wilson Bank Holding Company from other documents filed with the Securities and Exchange Commission that are not included in this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in this proxy statement/prospectus by requesting them in writing or by telephone from Wilson Bank Holding Company at the following address:

Wilson Bank Holding Company
623 West Main Street
P.O. Box 768
Lebanon, Tennessee 37087
(615) 444-2265

If you would like to request any of the documents referred to above, please do so by March 17, 2005 in order to receive them before the special meeting. See **Where You Can Find More Information** beginning on page 53 for more information.

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QUESTIONS AND ANSWERS ABOUT THE MERGER

Q. What am I being asked to vote on?

- A. Community Bank of Smith County shareholders are being asked to vote on the merger of Community Bank of Smith County with and into Wilson Bank and Trust and the merger agreement related to the merger. As a result of the merger, each outstanding share of Community Bank of Smith County common stock, other than shares owned by Wilson Bank Holding Company and shareholders who properly perfect their dissenters' rights of appraisal, will be converted into the right to receive 1.0043 shares of Wilson Bank Holding Company common stock. In lieu of any fractional share that Community Bank of Smith County shareholders would otherwise receive Community Bank of Smith County shareholders will receive cash equal to their fractional share amount multiplied by the last sale price of Wilson Bank Holding Company's common stock on the date closest to, but not after, the closing date of the merger. You may also be asked to consider other matters as may properly come before the special meeting. Community Bank of Smith County does not know of any other matters other than the approval of the merger that will be presented for consideration at its special meeting.

Q. Why is Wilson Bank Holding Company choosing to combine Wilson Bank and Trust with Community Bank of Smith County?

- A. Wilson Bank Holding Company owns 100% of the issued and outstanding shares of the common stock of Wilson Bank and Trust along with 50% of the issued and outstanding shares of common stock of DeKalb Community Bank and the Community Bank of Smith County, two banks organized by Wilson Bank Holding Company in 1996 to serve DeKalb and Smith County Tennessee. Following the formation of Community Bank of Smith County, Community Bank of Smith County issued additional shares of its common stock to residents of Smith County to reduce Wilson Bank Holding Company's initial ownership interest to 50% of the outstanding shares. Community Bank of Smith County's board of directors includes three of Wilson Bank Holding Company's directors and eight other directors. Randall Clemmons, Wilson Bank Holding Company's Chief Executive Officer, serves as the Chief Executive Officer of Community Bank of Smith County but the Chairman, President, Vice President and other officers of Community Bank of Smith County are officers only of Community Bank of Smith County.

Since July 2002, Wilson Bank Holding Company and its three bank subsidiaries have incurred significantly higher internal control, auditing and accounting costs related to their compliance with the requirements of the Sarbanes-Oxley Act of 2002 and the related rules and regulations imposed by the Securities and Exchange Commission as a result of that act. These costs, which have increased substantially during 2004 as a result of the requirement that Wilson Bank Holding Company document, and have its independent public accountants attest to, the effectiveness of its internal controls over financial reporting, are increased over bank holding companies of similar size, by the fact that Wilson Bank Holding Company maintains three separate bank subsidiaries. Prompted by these elevating costs, management of Wilson Bank Holding Company began consideration of combining Wilson Bank and Trust, DeKalb Community Bank and Community Bank of Smith County. The boards of directors of Wilson Bank Holding Company, Wilson Bank and Trust, DeKalb Community Bank and Community Bank of Smith County thereafter agreed that it was in the best interests of each of the company's respective shareholders to merge DeKalb Community Bank and Community Bank of Smith County with and into Wilson Bank and Trust. The boards of directors believe that combining these entities will result in cost savings to the combined companies related to both Sarbanes-Oxley compliance and the centralization of certain back office functions.

Q. What do I need to do now?

A. First, carefully read this proxy statement/prospectus in its entirety. Then, vote your shares of Community Bank of Smith County common stock by marking, signing, dating and returning your proxy card in the enclosed prepaid envelope. You may also attend the special meeting and submit a properly executed proxy or ballot, although we ask that you cast your vote now, even if you intend to attend the special meeting. If a broker holds your shares in street name, you are not the record owner and you will need to ask your broker how you can vote at the special meeting.

Q. Why is my vote important?

A. A majority of the outstanding shares of Community Bank of Smith County common stock must be represented in person or by proxy at the special meeting for there to be a quorum. If you do not vote using one of the methods described above, it will be more difficult for Community Bank of Smith County to obtain the necessary quorum to hold its special meeting. In addition, the affirmative vote of the holders of a majority of the shares of Community Bank of Smith County common

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stock outstanding and entitled to vote at the special meeting is necessary to approve and adopt the merger agreement. Therefore, abstentions or failures to vote have the same effect as a vote against the merger agreement. While Wilson Bank Holding Company and its directors and officers own over 50% of the outstanding shares of Community Bank of Smith County common stock, and as such, approval of the merger is highly likely, Community Bank of Smith County encourages all of its shareholders to vote on the merger.

Q. If my shares are held in street name by my broker, will my broker automatically vote my shares for me?

A. No. If you do not provide your broker with instructions on how to vote your shares that are held in street name, your broker will not be permitted to vote them. Therefore, you should be sure to provide your broker with instructions on how to vote these shares.

Q. Can I change my vote?

A. Yes. If you have not voted through your broker, there are several ways you can change your vote after you have submitted a proxy.

First, you may send a written notice stating that you would like to revoke your proxy to Community Bank of Smith County's Corporate Secretary, J. Randall Clemons, at 1300 Main Street North, Carthage, Tennessee 37030 before the special meeting;

Second, you may complete and submit a new proxy card. Any earlier proxy will be revoked automatically;
or

Third, you may attend the meeting and vote in person. Any earlier proxy will be revoked. However, simply attending the meeting without voting will not revoke your earlier proxy.

If you have instructed a broker to vote your shares, you must follow directions you receive from your broker to change your vote.

Q: What are the principal risks relating to the merger?

A. The anticipated benefits of combining the three bank subsidiaries, including the expected compliance cost savings, may not be realized. The merger is subject to certain conditions, including receipt of certain governmental approvals which, if delayed or not satisfied, may jeopardize or postpone the merger, result in additional expense or reduce the anticipated benefits of the transaction. These and other risks are discussed under the caption Risk Factors beginning on page 14 of this proxy statement/prospectus.

Q. As a Community Bank of Smith County shareholder, what are the U.S. federal income tax consequences to me?

A. We expect that for U.S. federal income tax purposes, your exchange of shares of Community Bank of Smith County common stock for shares of Wilson Bank Holding Company common stock by virtue of the merger generally will not cause you to recognize any gain or loss. You will, however, have to recognize gain in connection with any cash received instead of fractional shares. The holding period for the Wilson Bank Holding Company common stock received in the merger generally will include the holding period for the Community Bank of Smith County common stock exchanged in the merger. That period determines how any gain or loss should be treated for United States federal income tax purposes upon future sales of Wilson Bank Holding Company common stock

We provide a more detailed review of the material U.S. federal income tax consequences of the merger at page 32 of this proxy statement/prospectus.

Q. Should I send in my stock certificates now?

A. No. You should not send in your stock certificates at this time. Instructions for surrendering your Community Bank of Smith County stock certificate, in exchange for the merger consideration, will be sent to you after we complete the merger.

Q. When do you expect the merger to be completed?

A. We currently expect to complete the merger as promptly as practicable following the special meeting, assuming all the conditions to completion of the merger, including receipt of regulatory approvals, have been satisfied. Fulfilling some

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these conditions, such as receiving certain regulatory approvals, is not entirely within our control. If all the conditions to completion of the merger have not been satisfied at that time, we expect to complete the merger as quickly as practicable once the conditions are satisfied.

Q. As a Community Bank of Smith County shareholder, do I have to accept Wilson Bank Holding Company common stock in exchange for my shares of Community Bank of Smith County common stock if the merger is approved?

A. No. If you are a Community Bank of Smith County shareholder and you follow the procedures prescribed by Tennessee law, you may dissent from the merger and have the fair value of your stock appraised by a court and paid in cash. If you follow those procedures, you won't receive Wilson Bank Holding Company common stock. The fair value of your Community Bank of Smith County common stock, determined in the manner prescribed by Tennessee law, will be paid to you in cash. That amount could be more or less than the market value of Wilson Bank Holding Company common stock as of the closing date of the merger. For a more complete description of these dissenters' rights, see pages 33 and 39 of this document.

Q. Whom do I call if I have questions about the special meeting or the merger?

A. You should direct any questions regarding the special meeting of shareholders or the merger to Randall Clemons, the Chief Executive Officer of Wilson Bank Holding Company and Community Bank of Smith County at 623 West Main Street, Lebanon, Tennessee 37087, (615) 444-2265 or to Joe Vance, the President of Community Bank of Smith County, at 1300 Main Street North, Carthage, Tennessee 37030, (615) 735-3990.

Q. Where can I find additional information about the merger?

A. This document, the appendices and the documents incorporated by reference in this document contain additional information about the merger. Also, see "Where You Can Find More Information" on page 53 of this proxy statement/prospectus.

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SUMMARY OF THE MERGER

This brief summary highlights selected information from this proxy statement/prospectus. It does not contain all of the information that may be important to you. You should read carefully this entire document and the other documents to which this proxy statement/prospectus refers you to fully understand the merger. See Where You Can Find More Information on page 53. Each item in this summary refers to the page where that subject is discussed in more detail.

The Companies

Wilson Bank Holding Company
623 West Main Street
P.O. Box 768
Lebanon, Tennessee 37087
(615) 444-2265
<http://www.wilsonbank.com>

Wilson Bank Holding Company was incorporated on March 17, 1992 under the laws of the State of Tennessee. The purpose of the Company was to acquire all of the issued and outstanding capital stock of Wilson Bank and Trust and act as a one-bank holding company. On November 17, 1992, Wilson Bank Holding Company acquired 100% of the capital stock of Wilson Bank and Trust pursuant to the terms of a plan of share exchange and agreement. As of September 30, 2004 it had over \$892 million in total consolidated assets, approximately \$791 million in deposits, and shareholders' equity of about \$69 million. All of Wilson Bank Holding Company's banking business is conducted through Wilson Bank and Trust, a state chartered bank organized under the laws of the State of Tennessee, and two fifty-percent owned subsidiaries, DeKalb Community Bank and Community Bank of Smith County.

The principal executive office is located in Lebanon, Tennessee at the address noted above. The principal telephone number is (615) 444-2265.

Wilson Bank and Trust
623 West Main Street
P.O. Box 768
Lebanon, Tennessee 37087
(615) 444-2265
<http://www.wilsonbank.com>

Wilson Bank and Trust is a wholly-owned bank subsidiary of Wilson Bank Holding Company and is a state chartered bank organized under the laws of the State of Tennessee. Wilson Bank and Trust was organized in 1987 to provide Wilson County with a locally-owned, locally-managed commercial bank. Since its opening, it has experienced a steady growth in deposits and loans as a result of providing personal, service-oriented banking services to its targeted market. At January 1, 2005, it had nine full service banking offices located in Wilson County, Tennessee, one full service banking facility in Trousdale County, Tennessee, two full service banking offices in eastern Davidson County and one banking facility located in Rutherford County.

Wilson Bank and Trust offers a wide range of banking services, including checking, savings, and money market deposit accounts, certificates of deposit and loans for consumer, commercial and real estate purposes. It also offers custodial, trust and discount brokerage services to its customers.

The principal executive office is located in Lebanon, Tennessee at the address noted above. The principal telephone number is (615) 444-2265.

Community Bank of Smith County (page 41)
1300 Main Street North
Carthage, Tennessee 37030
(615) 735-3990
<http://www.communitybankofsmithcounty.com/>

Community Bank of Smith County is an independent, state chartered bank, which was established by Wilson Bank Holding Company in December 1996. It is owned 50% by Wilson Bank Holding Company and 50% by residents who primarily reside in Smith County, Tennessee. Its board of directors includes three members who are also members of the Wilson Bank Holding Company board of directors and eight other members. Its Chief Executive Officer is Randall Clemons, Wilson Bank Holding Company's Chief Executive Officer, but its Chairman, President and Vice Presidents are officers only of Community

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Bank of Smith County. Community Bank of Smith County operates two full-service branches, one in Carthage and one in Gordonsville, Tennessee and is considered a subsidiary of Wilson Bank Holding Company for purposes of the Bank Holding Company Act of 1956. Community Bank of Smith County offers a wide range of banking services, including checking, savings, and money market deposit accounts, certificates of deposit and loans for consumer, commercial and real estate purposes.

The Special Meeting (page 18)

The Community Bank of Smith County special meeting will be on March 24, 2005, at 6:30 p.m., local time, at the Community Bank of Gordonsville, 7 New Middleton Highway in Gordonsville, Tennessee. At the Community Bank of Smith County special meeting, you will be asked:

To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger, dated November 16, 2004, among Wilson Bank Holding Company, Wilson Bank and Trust and Community Bank of Smith County, a copy of which is attached as Appendix A to this proxy statement/prospectus, pursuant to which, among other things, Community Bank of Smith County will merge with and into Wilson Bank and Trust; and

To transact such other business as may properly come before the special meeting.

Risk Factors (page 14)

See Risk Factors beginning on page 14 for a discussion of the factors you should carefully consider before deciding how to vote your shares of Community Bank of Smith County common stock at the special meeting.

Reasons for the Merger (page 21)

Since July 2002, Wilson Bank Holding Company and its three bank subsidiaries have incurred significantly higher internal control, auditing and accounting costs related to their compliance with the requirements of the Sarbanes-Oxley Act of 2002 and the related rules and regulations imposed by the Securities and Exchange Commission as a result of that act. These costs, which have increased substantially during 2004 as a result of the requirement that Wilson Bank Holding Company document, and have its independent public accountants attest to, the effectiveness of its internal controls over financial reporting, are increased over bank holding companies of similar size, by the fact that Wilson Bank Holding Company maintains three separate bank subsidiaries. Prompted by these elevating costs, management of Wilson Bank Holding Company began consideration of combining Wilson Bank and Trust, DeKalb Community Bank and Community Bank of Smith County. The boards of directors of Wilson Bank Holding Company, Wilson Bank and Trust, DeKalb Community Bank and Community Bank of Smith County thereafter agreed that it is in the best interests of each of the company's respective shareholders to merge DeKalb Community Bank and Community Bank of Smith County with and into Wilson Bank and Trust. The boards of directors believe that combining these entities will result in cost savings to the combined companies related to both Sarbanes-Oxley compliance and the centralization of certain back office functions.

Community Bank of Smith County's Recommendation to Shareholders (page 19)

Community Bank of Smith County's board believes that the merger is fair to you and in your best interests, and the members of the board, other than those directors abstaining from the vote because of the fact that they also serve on the board of directors of Wilson Bank Holding Company, unanimously recommend that you approve the merger

agreement attached hereto as Appendix A.

Record Date; Vote Required (page 18)

You may vote at the Community Bank of Smith County special meeting if you owned Community Bank of Smith County common stock at the close of business on February 1, 2005. On that date, there were 387,866 shares Community Bank of Smith County common stock outstanding and entitled to vote, 193,933 of which were owned by Wilson Bank Holding Company, 328 of which were owned by officers and directors of Wilson Bank Holding Company other than those persons who are also directors of Community Bank of Smith County, and 41,159 of which were owned by the officers and directors of Community Bank of Smith County. You are entitled to cast one vote for each share of common stock you owned on that date.

In order for the merger to be approved, under Tennessee law, Community Bank of Smith County shareholders holding a majority of the outstanding shares of our common stock on the record date must vote in favor of the merger. Because Wilson Bank Holding Company and its officers and directors own in excess of 50.2% of the outstanding shares of Community Bank of Smith County common stock, approval of the merger is highly likely.

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The Merger (page 20)

Community Bank of Smith County will merge with and into Wilson Bank and Trust with Wilson Bank and Trust as the surviving corporation of the merger. After the merger, Community Bank of Smith County shareholders, other than those who properly perfect their dissenters' rights, will be shareholders of Wilson Bank Holding Company. Wilson Bank and Trust will, however, operate Community Bank of Smith County's branches as Community Bank of Smith County, a Wilson Bank and Trust branch.

We have attached the agreement and plan of merger by and among Wilson Bank Holding Company, Wilson Bank and Trust and Community Bank of Smith County to this proxy statement/prospectus as Appendix A. We encourage you to read the merger agreement. It is the legal document that governs the merger.

Merger Consideration That You Will Receive (page 28)

As merger consideration, you will receive 1.0043 shares of Wilson Bank Holding Company common stock plus cash in lieu of fractional shares in an amount equal to your fractional share amount multiplied by the last sale price of Wilson Bank Holding Company's common stock on the date closest to, but not after, the closing date of the merger.

Opinion of Community Bank of Smith County's Financial Advisor (page 24)

It is a condition to the parties' obligation to consummate the merger that Community Bank of Smith County's board of directors shall have received the written opinion of PBS, Community Bank of Smith County's financial advisor, as to the fairness to Community Bank of Smith County's shareholders, from a financial point of view, of the merger consideration. The full text of PBS's opinion is attached to this proxy statement/prospectus as Appendix C. We encourage you to read this opinion carefully in its entirety for a description of the assumptions made, procedures followed, matters considered and limitations on the review undertaken. PBS's opinion, which has been provided to Community Bank of Smith County's board of directors in connection with the transaction, does not address any other aspect of the merger and does not constitute a recommendation to any shareholder as to how to vote or act on matters relating to the merger.

Conditions to Completion of the Merger (page 37)

The completion of the merger depends on a number of conditions being met, including the following:

Community Bank of Smith County's shareholders approving the merger;

receipt of all required regulatory approvals and the expiration of any regulatory waiting periods;

the absence of any governmental order blocking completion of the merger, or of any proceedings by a governmental body trying to block it;

receipt of all regulatory and material non-regulatory consents that are required to complete the merger;

receipt by Community Bank of Smith County's board of directors of the written opinion of PBS to the effect that the merger consideration to be received by the Community Bank of Smith County shareholders is fair to the holders of Community Bank of Smith County common stock from a financial point of view;

the absence of any litigation which, if adversely determined might, in the reasonable opinion of Wilson Bank Holding Company, have a material adverse effect on Community Bank of Smith County; and

PBS shall have performed its review of the book values of Wilson Bank Holding Company's and Community Bank of Smith County's common stock prior to the mailing of this proxy statement/prospectus to its shareholders and made its determination as to the adequacy and calculation methodologies of Wilson Bank Holding Company's and Community Bank of Smith County's loan loss reserves and allowance for doubtful accounts, among other items, by such date and as a result thereof recommended any adjustments to the book value of Community Bank of Smith County's or Wilson Bank Holding Company's common stock, with all such recommended adjustments being acceptable to the board of directors of Community Bank of Smith County.

In cases where the law permits, a party to the merger agreement could elect to waive a condition that has not been satisfied and complete the merger although it is entitled not to. We can't be certain whether or when any of the conditions we've listed will be satisfied (or waived, where permissible), or that the merger will be completed.

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Material United States Federal Income Tax Consequences (page 32)

We have structured the transaction with the intent that Community Bank of Smith County's shareholders will not recognize any gain or loss for U.S. federal income tax purposes in the merger, except in connection with cash received instead of fractional shares.

Determining the actual tax consequences of the merger to you can be complicated. They will depend on your specific situation and many variables not within our control. You should consult your own tax advisor for a full understanding of the merger's tax consequences.

Accounting Treatment (page 33)

The merger will be accounted for using the purchase method of accounting for financial reporting purposes.

Interests of Other Persons in the Merger that are Different from Yours (page 29)

Directors and executive officers of Community Bank of Smith County have interests in the merger that are different from the interests of a Community Bank of Smith County shareholder generally. Three of the Community Bank of Smith County directors, Charles Bell, Randall Clemons and James Comer, also serve as directors of Wilson Bank Holding Company. In addition, certain of the directors and executive officers of Wilson Bank Holding Company own shares of Community Bank of Smith County common stock. The directors of Community Bank of Smith County, who are not also directors of Wilson Bank and Trust, will serve as members of the community advisory board of directors of the Community Bank of Smith County branches of Wilson Bank and Trust following consummation of the merger. In addition, the executive officers of Community Bank of Smith County will retain their positions with the Community Bank of Smith County branches of Wilson Bank and Trust.

Restrictions on Ability to Sell Wilson Bank Holding Company Common Stock (page 34)

All shares of Wilson Bank Holding Company common stock you receive in connection with the merger will be freely transferable unless you are considered an affiliate of either Community Bank of Smith County, Wilson Bank and Trust or Wilson Bank Holding Company for the purposes of the Securities Act of 1933 as of the date of the special meeting, in which case you will be permitted to sell the shares of Wilson Bank Holding Company common stock you receive in the merger only pursuant to an effective registration statement or an exemption from the registration requirements of the Securities Act. This proxy statement/prospectus does not register the resale of stock held by affiliates.

Effective Time (page 29)

The merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Tennessee, or at such later time that the parties hereto shall have agreed upon and designated in such filings as the effective time of the merger.

Comparative Per Share Market Price Information (page 12)

Shares of Wilson Bank Holding Company common stock are not listed or traded on a national exchange or over-the-counter. Shares of Community Bank of Smith County common stock are neither listed nor publicly traded. Based on information known to Wilson Bank Holding Company's senior management, the only price paid for shares of Wilson Bank Holding Company common stock during the week ended November 15, 2004 (the day prior to the signing of the merger agreement) was \$30.50. On ___, 2005, the latest practicable date before the mailing of this proxy statement/prospectus the closing sale price was \$___. To the knowledge of the Community Bank of Smith County senior management, the last sale of Community Bank of Smith County common stock was the sale of 160 shares at \$26.00 per share on December 14, 2004.

Based on the exchange ratio in the merger agreement, the market value of the consideration that Community Bank of Smith County's shareholders, other than Wilson Bank Holding Company, will receive in the merger for each share of Community Bank of Smith County common stock would be approximately \$30.63 based on the closing sale price for Wilson Bank Holding Company's common stock on November 15, 2004 and \$___based on the closing sale price for Wilson Bank Holding Company's common stock on ___, 2005.

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Dissenters Rights (page 33)

Tennessee law permits you to dissent from the merger and to have the fair value of your stock appraised by a court and paid to you in cash. To do this, you must follow certain procedures, including filing certain notices with us and refraining from voting your shares in favor of the merger. If you properly dissent from the merger, your shares of Community Bank of Smith County common stock will not be exchanged for shares of Wilson Bank Holding Company common stock in the merger, and your only right will be to receive the appraised value of your shares in cash.

A dissenting shareholder will be entitled to payment only if written notice of intent to demand payment is properly delivered to Community Bank of Smith County before the vote on the merger is taken and the shareholder does not vote in favor of the merger.

Termination of the Merger Agreement (page 39)

Wilson Bank Holding Company and Community Bank of Smith County can mutually agree at any time to terminate the merger agreement without completing the merger, even if Community Bank of Smith County's shareholders have already voted to approve it. Also, Community Bank of Smith County can terminate the merger agreement if, within five (5) business days of its board of directors being advised by PBS of its proposed adjustments to the book value of Wilson Bank Holding Company's or Community Bank of Smith County's common stock, the Community Bank of Smith County board of directors determines, in its sole discretion, to terminate the merger agreement.

Moreover, either Wilson Bank Holding Company or Community Bank of Smith County can terminate the merger agreement in, among others, the following circumstances:

if the other party makes an assignment for the benefit of creditors, files a voluntary petition in bankruptcy or seeks or consents to any reorganization or similar relief under any present or future bankruptcy act or similar law, or is adjudicated a bankrupt or insolvent, or if a third party commences any bankruptcy, insolvency, reorganization or similar proceeding involving the other;

if the merger isn't completed by April 30, 2005;

in the event the approval of any governmental authority required for consummation of the merger and the other transactions contemplated by the merger agreement shall have been denied by final nonappealable action of such governmental authority or an application therefor shall have been permanently withdrawn at the request of a governmental authority;

if the Community Bank of Smith County shareholders don't approve the merger; or

if the other party violates or breaches, in a material way, any of its agreements, representations, and warranties under the merger agreement.

Regulatory Approvals (page 32)

Wilson Bank Holding Company and Community Bank of Smith County can't complete the merger unless they obtain certain approvals from the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, or FDIC, and the Tennessee Department of Financial Institutions. The U.S. Department of Justice has input into the Federal Reserve Board's approval process.

While Wilson Bank Holding Company and Community Bank of Smith County don't know of any reason why they shouldn't obtain the regulatory approvals in a timely manner, they can't be certain when they will obtain them or that they will obtain them.

Surrender of Stock Certificates (page 29)

Following the effective time of the merger, Wilson Bank Holding Company will cause a letter of transmittal to be mailed to all holders of Community Bank of Smith County common stock containing instructions for surrendering their stock certificates. Certificates should not be surrendered until the letter of transmittal is received, fully completed and returned as instructed in the letter of transmittal. Please do not send stock certificates with your proxy.

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Certain Effects of the Merger

Upon completion of the merger, Community Bank of Smith County shareholders, other than those who properly perfect their dissenters' rights, will become shareholders of Wilson Bank Holding Company. The internal affairs of Wilson Bank Holding Company are governed by the Tennessee Business Corporation Act and Wilson Bank Holding Company's charter and bylaws. The merger may result in differences in the rights of Community Bank of Smith County's shareholders, which are summarized in "Comparison of Rights of Wilson Bank Holding Company and Community Bank of Smith County Shareholders" beginning on page 45.

DeKalb Community Bank Merger

As described above, Wilson Bank Holding Company's board of directors also believes it is in the best interest of Wilson Bank Holding Company and its shareholders to merge its other 50% owned subsidiary, DeKalb Community Bank, with Wilson Bank and Trust. To that end, on November 16, 2004, Wilson Bank Holding Company also entered into a merger agreement with DeKalb Community Bank, pursuant to which DeKalb Community Bank will merge with and into Wilson Bank and Trust with Wilson Bank and Trust continuing as the surviving entity of the merger. At a special meeting of DeKalb Community Bank's shareholders to be held on March 14, 2005, DeKalb Community Bank's shareholders will be asked to approve the merger of DeKalb Community Bank with and into Wilson Bank and Trust.

Table of Contents**Selected Consolidated Historical Financial Data
of Wilson Bank Holding Company**

The following table summarizes selected historical consolidated financial data of Wilson Bank Holding Company, which should be read in conjunction with the consolidated financial statements of Wilson Bank Holding Company included in Wilson Bank Holding Company's Annual Report on Form 10-K for the year ended December 31, 2003 and Wilson Bank Holding Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, which are incorporated herein by reference and from which this information is derived. The financial data as of and for the five years ended December 31, 2003, has been derived from the audited consolidated financial statements of Wilson Bank Holding Company. The financial data as of and for the nine months ended September 30, 2004 and 2003 have been derived from the unaudited condensed consolidated financial statements of Wilson Bank Holding Company. In the opinion of Wilson Bank Holding Company's management, all adjustments, consisting of normal recurring adjustments necessary for a fair presentation of the financial data for the nine months ended September 30, 2004 and 2003, have been reflected therein. Operating results for the nine months ended September 30, 2004 are not necessarily indicative of the results that may be expected for the full year.

	2003	For the Year Ended December 31,			1999	For the Nine Months Ended September 30, 2004 2003 (unaudited)	
		2002	2001	2000			
Consolidated Balance Sheets:							
Total Assets end of year	\$ 852,619	752,786	667,804	602,218	495,218	892,416	823,964
Loans, net	\$ 584,714	543,658	489,277	427,764	354,758	693,614	576,936
Securities	\$ 149,536	118,342	98,561	91,064	83,780	134,843	146,149
Deposits	\$ 770,419	679,408	602,576	543,583	447,792	791,065	738,209
Shareholders' equity	\$ 63,323	55,031	45,971	38,735	32,250	69,404	61,212
Consolidated Statements of Earnings:							
Interest income	\$ 44,115	45,090	47,883	42,426	35,193	36,513	34,614
Interest expense	15,217	18,215	25,633	22,860	17,457	11,450	11,519
Net interest income	28,898	26,875	22,250	19,566	17,736	25,063	23,095
Provision for possible loan losses	1,904	2,344	1,976	1,417	1,103	2,272	1,518
Net interest income after provision for possible loan losses	26,994	24,531	20,274	18,149	16,633	22,791	21,577
Non-interest income	9,060	8,076	7,732	5,752ct to equity-linked instruments ("ELIs") that are "specified ELIs"			

may be treated as dividend equivalents if such specified ELIs reference an interest in an “underlying security,” which is generally any interest in an entity taxable as a corporation for U.S. federal income tax purposes if a payment with respect to such interest could give rise to a U.S. source dividend.

However, the IRS has issued guidance that states that the U.S. Treasury Department and the IRS intend to amend the effective dates of the U.S. Treasury Department regulations to provide that withholding on dividend equivalent payments will not apply to specified ELIs that are not delta-one instruments and that are

issued before
January 1,
2019. Based
on our
determination
that the Notes
are not
delta-one
instruments,
non-U.S.
holders should
not be subject
to withholding
on dividend
equivalent
payments, if
any, under the
Notes.
However, it is
possible that
the Notes
could be
treated as
deemed
reissued for
U.S. federal
income tax
purposes upon
the occurrence
of certain
events
affecting the
Reference
Asset or the
Notes (for
example, upon
a Reference
Asset
rebalancing),
and following
such
occurrence the
Notes could
be treated as
subject to
withholding
on dividend
equivalent
payments.
Non-U.S.
holders that

enter, or have entered, into other transactions in respect of the Reference Asset or the Notes should consult their tax advisors as to the application of the dividend equivalent withholding tax in the context of the Notes and their other transactions.

If any payments are treated as dividend equivalents subject to withholding, we (or the applicable withholding agent) would be entitled to withhold taxes without being required to pay any additional amounts with respect to amounts so withheld.

SUPPLEMENTAL PLAN OF DISTRIBUTION (CONFLICTS OF INTEREST)

We expect that delivery of the Notes will be made against payment for the Notes on or about October 31, 2017, which is the second (2nd) business day following the Pricing Date (this settlement cycle being referred to as “T+2”). See “Plan of Distribution” in the prospectus dated January 8, 2016. For additional information as to the relationship between us and RBCCM, please see the section “Plan of Distribution-Conflicts of Interest” in the prospectus dated January 8, 2016. In the initial offering of the Notes, they will be offered to investors at a purchase price equal to par, except with respect to certain accounts as indicated on the cover page of this document.

The value of the Notes shown on your account statement may be based on RBCCM’s estimate of the value of the Notes if RBCCM or another of our affiliates were to make a market in the Notes (which it is not obligated to do). That estimate will be based upon the price that RBCCM may pay for the Notes in light of then prevailing market

conditions, our creditworthiness and transaction costs. For a period of approximately 12 months after the issue date of the Notes, the value of the Notes that may be shown on your account statement may be higher than RBCCM's estimated value of the Notes at that time. This is because the estimated value of the Notes will not include the underwriting discount and our hedging costs and profits; however, the value of the Notes shown on your account statement during that period may initially be a higher amount, reflecting the addition of RBCCM's underwriting discount and our estimated costs and profits from hedging the Notes. This excess is expected to decrease over time until the end of this period. After this period, if RBCCM repurchases your Notes, it expects to do so at prices that reflect their estimated value.

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Geared Buffered Return Notes
Linked to the S&P 500® Index,
Due November 1, 2023

STRUCTURING THE NOTES

The Notes are our debt securities, the return on which is linked to the performance of the Reference Asset. As is the case for all of our debt securities, including our structured notes, the economic terms of the Notes reflect our actual or perceived creditworthiness at the time of pricing. In addition, because structured notes result in increased operational, funding and liability management costs to us, we typically borrow the funds under these Notes at a rate that is more favorable to us than the rate that we might pay for a conventional fixed or floating rate debt security of comparable maturity. Using this relatively lower implied borrowing rate rather than the secondary market rate, is a factor that is likely to reduce the initial estimated value of the Notes at the time their terms are set. Unlike the estimated value included in this terms supplement or in the final pricing supplement, any value of the Notes determined for purposes of a secondary market transaction may be based on a different funding rate, which may result in a lower value for the Notes than if our initial internal funding rate were used.

In order to satisfy our payment obligations under the Notes, we may choose to enter into certain hedging arrangements (which may include call options, put options or other derivatives) on the issue date with RBCCM or one of our other subsidiaries. The terms of these hedging arrangements take into account a number of factors, including our creditworthiness, interest rate movements, the volatility of the Reference Asset, and the tenor of the Notes. The economic terms of the Notes and their initial estimated value depend in part on the terms of these hedging arrangements.

The lower implied borrowing rate is a factor that reduces the economic terms of the Notes to you. The initial offering price of the Notes also reflects the underwriting commission and our estimated hedging costs. These factors result in the initial estimated value for the Notes on the Pricing Date being less than their public offering price. See “Selected Risk Considerations—The Initial Estimated Value of the Notes Will Be Less than the Price to the Public” above.

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