

AMERICAN COMMUNITY BANCSHARES INC

Form 425

April 08, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) **April 8, 2009**

**Yadkin Valley Financial Corporation**

(Exact name of registrant as specified in its charter)

**North Carolina**

(State or other jurisdiction of incorporation)

**000-52099**

(Commission File Number)

**20-4495993**

(IRS Employer Identification No.)

**209 North Bridge Street, Elkin, North Carolina**

(Address of principal executive offices)

**28621-3404**

(Zip Code)

**(336) 526-6300**

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(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

Attached as Exhibit 99.1 hereto is a copy of a Joint Press Release Issued by Yadkin Valley Financial Corporation and American Community Bancshares, Inc., dated April 8, 2009.

**Additional Information About the Merger and Where to Find It**

In connection with the proposed merger, Yadkin Valley and American Community filed with the Securities and Exchange Commission (the SEC ) a registration statement on Form S-4 containing a definitive joint proxy statement/prospectus. The Form S-4 was declared effective by the SEC on January 16, 2009. In addition, a supplement to the joint proxy statement/prospectus was filed on April 1, 2009. Each of Yadkin Valley and American Community may also file with the SEC other documents regarding the proposed merger. Shareholders may obtain a free copy of the joint proxy statement/prospectus and the supplement to the joint proxy statement/prospectus, as well as other filings containing information about Yadkin Valley and American Community, at the SEC's internet site (<http://www.sec.gov>). Copies of the joint proxy statement/prospectus, the supplement to the joint proxy statement/prospectus and the filings with the SEC that will be incorporated by reference in the joint proxy statement/prospectus can also be obtained, without charge, by directing a request to William A. Long, President and CEO, Yadkin Valley Financial Corporation, 209 North Bridge Street, Elkin, North Carolina 28621-3404, (336-526-6300), or to Randy P. Helton, President, CEO, and Chairman, American Community Bancshares, Inc., 4500 Cameron Valley Parkway, Suite 150, Charlotte, NC 28211, (704-225-8444), or by accessing Yadkin Valley's website at <http://www.yadkinvalleybank.com> under Documents within the Investor Relations section or American Community's website at <http://www.americancommunitybank.com> under About Us/Investor Relations/SEC Filings.

The information on Yadkin Valley's and American Community's websites is not, and shall not be deemed to be, a part of this letter or incorporated into other filings either company makes with the SEC.

**SHAREHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS, THE SUPPLEMENT TO THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC REGARDING THE PROPOSED TRANSACTION BECAUSE THEY CONTAIN IMPORTANT INFORMATION.**

Yadkin Valley and American Community and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Yadkin Valley and American Community in connection with the combination. Information about the directors and executive officers of Yadkin Valley and their ownership of Yadkin Valley common stock is set forth in the proxy statement, filed April 15, 2008, for Yadkin Valley's 2008 annual meeting of shareholders, as filed with the SEC on Schedule 14A. Information about the directors and executive officers of American Community and their ownership of American Community common stock is set forth in the proxy statement, filed April 17, 2008, for American Community's 2008 annual meeting of shareholders, as filed with the SEC on

Schedule 14A. Additional information regarding the interests of those participants may be obtained by reading the joint definitive proxy statement/prospectus regarding the proposed transaction and the supplement thereto.

## **FORWARD LOOKING STATEMENTS**

This filing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include but are not limited to (1) statements about the benefits of the combination of Yadkin Valley and American Community, including future financial and operating results, cost savings, and enhanced revenues, (2) statements with respect to Yadkin Valley's and American Community's plans, objectives, expectations and intentions and other statements that are not historical facts, and (3) other statements identified by words such as believes, expects, anticipates, estimates, intends, plans, targets, and projects, as well as similar expressions. These statements are the current beliefs and expectations of Yadkin Valley's and American Community's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements.

### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Attached as Exhibit 99.1 hereto is a copy of a Joint Press Release Issued by Yadkin Valley Financial Corporation and American Community Bancshares, Inc., dated April 8, 2009.

**SIGNATURES**

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

YADKIN VALLEY FINANCIAL CORPORATION

Dated: April 8, 2009

By:

/s/ Edwin E. Laws  
Edwin E. Laws  
Chief Financial Officer

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EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 99.1	Attached as Exhibit 99.1 hereto is a copy of a Joint Press Release Issued by Yadkin Valley Financial Corporation and American Community Bancshares, Inc., dated April 8, 2009.