

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: December 5, 2013  
(Date of earliest event reported)

UNION FIRST MARKET BANKSHARES CORPORATION  
(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction of  
incorporation)

0-20293  
(Commission  
File Number)

54-1598552  
(I.R.S. Employer  
Identification No.)

1051 East Cary Street  
Suite 1200  
Richmond, Virginia 23219  
(Address of principal executive offices) (Zip Code)

(804) 633-5031  
(Registrant's telephone number, including area code)

Not Applicable  
(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 5.07. Submission of Matters to a Vote of Security Holders.**

On December 5, 2013, Union First Market Bankshares Corporation (“Union”) held a special meeting of shareholders (the “special meeting”) in Ruther Glen, Virginia. At the special meeting, the shareholders of Union were asked to consider and vote on the following proposals: (1) to approve the Agreement and Plan of Reorganization, dated as of June 9, 2013, between Union and StellarOne Corporation (“StellarOne”), including the related Plan of Merger (together, the “merger agreement”), pursuant to which StellarOne will merge with and into Union (the “merger proposal”), (2) to approve an amendment to Union’s articles of incorporation to increase the number of authorized shares of common stock from 36,000,000 to 100,000,000 shares, in order to have a sufficient number of authorized shares of Union common stock to issue to former StellarOne shareholders upon completion of the merger with StellarOne (the “articles amendment proposal”), and (3) to adjourn the special meeting, if necessary or appropriate, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the merger proposal and the articles amendment proposal (the “adjournment proposal”). At the special meeting, the merger proposal and the articles amendment proposal were each approved by the affirmative vote of a majority of the outstanding shares of Union common stock entitled to vote at the special meeting.

As of October 9, 2013, the record date for the special meeting, there were 24,916,424 shares of Union common stock issued and outstanding and eligible to be voted at the special meeting. At the special meeting, there were present in person or by proxy 18,957,432 shares of Union’s common stock, which constituted a quorum to conduct business at the meeting.

The items voted upon at the special meeting and the final voting results for each proposal were as follows:

1. The Union merger proposal.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
18,836,456	87,974	24,521	8,481
75.6%	0.4%	0.1%	0.0%

2. The articles amendment proposal.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
18,649,130	260,177	48,125	---
74.8%	1.0%	0.2%	---

3. The adjournment proposal.

The adjournment proposal was withdrawn, as it was not necessary due to the approval by Union’s shareholders of the merger proposal and the articles amendment proposal.

**Item 8.01. Other Events.**

On December 5, 2013, Union and StellarOne issued a joint press release announcing (i) for Union, the results of the special meeting described in Item 5.07 of this Form 8-K, and (ii) for StellarOne, the results of the special meeting of shareholders of StellarOne held on December 5, 2013 at which, among other things, the merger agreement was approved. The press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

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

(d) Exhibits

The following exhibit is filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued jointly by Union First Market Bankshares Corporation and StellarOne Corporation on December 5, 2013.

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**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.

**UNION FIRST MARKET  
BANKSHARES CORPORATION**

By: /s/ Robert M. Gorman  
Robert M. Gorman  
Executive Vice President  
and Chief Financial Officer

Date: December 6, 2013

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**EXHIBIT INDEX**

**Exhibit No.**  
99.1

**Description**  
Press release issued jointly by Union First Market Bankshares Corporation and StellarOne Corporation on December 5, 2013.

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### Shareholders Approve Union First Market Bankshares Acquisition of StellarOne

Richmond, Va., December 5, 2013 – At separate special meetings today, shareholders of both Union First Market Bankshares Corporation (“Union”) and StellarOne Corporation (“StellarOne”) approved the merger agreement pursuant to which Union will acquire StellarOne, to create the largest community banking institution headquartered in the Commonwealth of Virginia.

“We are pleased with the overwhelming support and confidence of our shareholders as we work to establish the next great Virginia bank,” said G. William Beale, president and chief executive officer of Union. “I want to thank the teammates who are working on the transition teams in addition to their everyday jobs. Their hard work and dedication is keeping the process on track as they focus on ensuring a smooth integration in 2014. I also want to thank Ed Barham for his leadership as well as the rest of the StellarOne team for staying focused on the serving the customer during this time.”

“In June, I noted that the compatible culture of our two organizations made this partnership a natural fit and the work done over the past 6 months has proven that correct,” said O. R. Barham, Jr., president and chief executive officer of StellarOne. “I want to thank the StellarOne associates for remaining focused on serving the customer as the integration work got underway. Working together, we will build the next great Virginia bank and better serve current and future customers in markets across the Commonwealth.”

All regulatory approvals have been received and the acquisition is expected to close on January 1, 2014. Based on financials reported on September 30, 2013, the combined companies would have total assets of \$7.1 billion, deposits of \$5.7 billion and loans of \$5.3 billion. Under the terms of the merger agreement, common shareholders of StellarOne will receive 0.9739 shares of Union common stock for each share of StellarOne common stock.

Union shareholders also approved the proposal to increase the number of authorized shares of Union common stock from 36,000,000 to 100,000,000.

#### About Union First Market Bankshares

Headquartered in Richmond, Virginia, Union First Market Bankshares Corporation (NASDAQ: UBSH) is the holding company for Union First Market Bank, which has \$4.0 billion in assets, 90 branches and more than 150 ATMs throughout Virginia. Non-bank affiliates of the holding company include: Union Investment Services, Inc., which provides full brokerage services; Union Mortgage Group, Inc., which provides a full line of mortgage products, and Union Insurance Group, LLC, which offers various lines of insurance products. Union First Market Bank also owns a non-controlling interest in Johnson Mortgage Company, L.L.C.

Additional information on Union is available at <http://investors.bankatunion.com>.

**About StellarOne**

StellarOne Corporation (NASDAQ: STEL) is a traditional community bank with assets of \$3.1 billion offering a full range of business and consumer banking services, including trust and wealth management services. Through the activities of its sole subsidiary, StellarOne Bank, StellarOne operates more than 50 full-service financial centers, two loan production offices, and more than 60 ATMs serving the New River Valley, Roanoke Valley, Shenandoah Valley, Richmond, Tidewater, and Central and North Central Virginia.

**Forward-Looking Statements**

Statements made in this release, other than those concerning historical financial information, may be considered forward-looking statements, which speak only as of the date of this release and are based on current expectations and involve a number of assumptions. These include statements as to the anticipated benefits of the merger, including future financial and operating results, cost savings and enhanced revenues that may be realized from the merger as well as other statements of expectations regarding the merger and any other statements regarding future results or expectations. Each of Union and StellarOne intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and is including this statement for purposes of these safe harbor provisions. The companies' respective abilities to predict results, or the actual effect of future plans or strategies, is inherently uncertain. Factors which could have a material effect on the operations and future prospects of each of Union and StellarOne and the resulting company, include but are not limited to: (1) the businesses of Union and/or StellarOne may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; (2) expected revenue synergies and cost savings from the merger may not be fully realized or realized within the expected time frame; (3) revenues following the merger may be lower than expected; (4) customer and employee relationships and business operations may be disrupted by the merger; (5) the ability to complete the merger on the expected timeframe may be more difficult, time-consuming or costly than expected; (6) changes in interest rates, general economic conditions, legislative/regulatory changes, monetary and fiscal policies of the U.S. government, including policies of the U.S. Treasury and the Board of Governors of the Federal Reserve; the quality and composition of the loan and securities portfolios; demand for loan products; deposit flows; competition; demand for financial services in the companies' respective market areas; their implementation of new technologies; their ability to develop and maintain secure and reliable electronic systems; and accounting principles, policies, and guidelines, and (7) other risk factors detailed from time to time in filings made by Union or StellarOne with the SEC. Union and StellarOne undertake no obligation to update or clarify these forward-looking statements, whether as a result of new information, future events or otherwise.

**Contact:** Bill Cimino, VP and Director of Corporate Communications, Union 804-448-0937

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