

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application of SouthFirst Bancshares, Inc. to Withdraw its Common Stock, \$.01 par value, from Listing and Registration on the American Stock Exchange LLC  
File No. 1-13640

February 24, 2006

On February 21, 2006, SouthFirst Bancshares, Inc., a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its common stock, \$01 par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex").

On January 18, 2006, the Board of Directors ("Board") of the Issuer approved resolutions to withdraw the Security from listing and registration on Amex. The Issuer stated that the following reasons factored into the Board's decision to withdraw the Security from Amex: (a) the Issuer has a limited number of stockholders of record; (b) the costs associated with maintaining the Issuer's status as an Amex listed company are outweighed by the benefits to the Issuer and its stockholders; (c) the limited volume of trading of the Security has resulted in the Security not providing a practical source of capital for the Issuer or liquidity for its stockholders; and (d) few analysts currently cover the Issuer and the Security on Amex. The Issuer stated that it has obtained a market maker for trading the Security in the OTC Bulletin Board ("OTCBB"). The Issuer expects trading on OTCBB to be available on the first business day following the cessation of trading of the Security on Amex.

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<sup>1</sup> 15 U.S.C. 78l(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in effect in Delaware, the State in which it is incorporated, and providing written notice of withdrawal to Amex.

The application relates solely to the withdrawal of the Security from listing on Amex and from registration under Section 12(b) of the Act,<sup>3</sup> and shall not affect its obligation to be registered under Section 12(g) of the Act.<sup>4</sup>

Any interested person may, on or before March 22, 2006, comment on the facts bearing upon whether the application has been made in accordance with the rules of Amex, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/delist.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include the File Number 1-13640 or;

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number 1-13640. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying

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<sup>3</sup> 15 U.S.C. 781(b).

information from submissions. You should submit only information that you wish to make available publicly.

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>5</sup>

Nancy M. Morris  
Secretary

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<sup>4</sup> 15 U.S.C. 781(g).

<sup>5</sup> 17 CFR 200.30-3(a)(1).