

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the 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

March 27, 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")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.01 par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex"). Notice of such application requesting comments was published in the Federal Register on March 2, 2006.³ No comments were received. As discussed below, the Commission is granting the application.

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").

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ See Securities Exchange Act Release No. 53365 (February 24, 2006), 71 FR 10728.

The Issuer expects trading on OTCBB to be available on the first business day following the cessation of trading of the Security on Amex.

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,⁴ and shall not affect its obligation to be registered under Section 12(g) of the Act.⁵

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on March 28, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁶

Nancy M. Morris
Secretary

⁴ 15 U.S.C. 781(b).

⁵ 15 U.S.C. 781(g).

⁶ 17 CFR 200.30-3(a)(1).