

BANCORPSOUTH INC  
Form 425  
January 09, 2014

**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): January 9, 2014 (January 8, 2014)**

**BANCORPSOUTH, INC.**

**(Exact name of registrant as specified in its charter)**

**Mississippi**  
**(State or other jurisdiction**

**of incorporation)**

**1-12991**  
**(Commission**

**File Number)**

**64-0659571**  
**(IRS Employer**

**Identification No.)**

**One Mississippi Plaza**

**201 South Spring Street**

**Tupelo, Mississippi**  
**(Address of principal executive offices)**

**38804**  
**(Zip Code)**

**Registrant's telephone number, including area code (662) 680-2000**

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))

**Section 7 Regulation FD**

**Item 7.01. Regulation FD Disclosure.**

On January 8, 2014, BancorpSouth, Inc. (the Company), the parent company of BancorpSouth Bank, issued a press release announcing that it had entered into a definitive merger agreement with Ouachita Bancshares Corp., pursuant to which Ouachita Bancshares Corp. will merge with and into the Company.

Under the terms of the Agreement, the Company will issue a maximum of 3,675,000 shares of the Company's common stock plus \$22.875 million in cash for all outstanding shares of Ouachita Bancshares Corp. capital stock, subject to certain conditions and potential adjustments as described in the Agreement. The transaction is subject to customary closing conditions, including the receipt of regulatory approvals and approval of the shareholders of Ouachita Bancshares Corp. The transaction is expected to close during the second quarter of 2014.

The Company has posted on the Investor Relations page of its internet website a slide presentation related to its proposed merger with Ouachita Bancshares Corp. A copy of the slide presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The foregoing description is qualified in its entirety by reference to such exhibit. The Company is not undertaking to update this presentation.

As provided in General Instruction B.2 to Form 8-K, the information furnished in Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, and such information shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Section 8 Other Events**

**Item 8.01. Other Events.**

The press release announcing the proposed transaction is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

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

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

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Exhibit 99.1 BancorpSouth, Inc. Presentation dated January 9, 2014.

Exhibit 99.2 Press Release issued on January 8, 2014 by BancorpSouth, Inc.

**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.

**BANCORPSOUTH, INC.**

By: /s/ Cathy S. Freeman  
Cathy S. Freeman  
Executive Vice President and Corporate Secretary

Date: January 9, 2014

**EXHIBIT INDEX**

| Exhibit<br>Number | Description   |
|-------------------|---|
| 99.1              | BancorpSouth, Inc. Presentation dated January 9, 2014.        |
| 99.2              | Press Release issued on January 8, 2014 by BancorpSouth, Inc. |