

BANCORPSOUTH INC  
Form 8-K  
April 26, 2012

**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 26, 2012 (April 25, 2012)

**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.)

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**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 5 Corporate Governance and Management****Item 5.07. Submission of Matters to a Vote of Security Holders.**

The annual meeting (the Annual Meeting) of BancorpSouth, Inc. (the Company) was held on April 25, 2012. Matters submitted at the Annual Meeting and the voting results thereof were as follows:

*Proposal 1: Election of Directors.* The shareholders of the Company elected each of the Class I director nominees nominated by the Company's Board of Directors to serve until the 2015 annual meeting of shareholders or until his earlier retirement by the following vote:

| <b>Director</b>        | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------|------------|-----------------|-------------------------|
| James E. Campbell, III | 70,839,321 | 1,358,410       | 11,147,077              |
| Hassell H. Franklin    | 68,964,841 | 3,232,891       | 11,147,077              |
| Keith J. Jackson       | 70,805,939 | 1,391,793       | 11,147,077              |
| Robert C. Nolan        | 68,990,184 | 3,207,548       | 11,147,077              |
| W. Cal Partee, Jr.     | 70,359,500 | 1,838,232       | 11,147,077              |

The shareholders of the Company elected the Class II director nominee nominated by the Company's Board of Directors to serve until the 2014 annual meeting of shareholders or until his earlier retirement by the following vote:

| <b>Director</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------|------------|-----------------|-------------------------|
| Albert C. Clark | 70,814,818 | 1,382,914       | 11,147,077              |

The shareholders of the Company elected each of the Class III director nominees nominated by the Company's Board of Directors to serve until the 2013 annual meeting of shareholders or until his or her earlier retirement by the following vote:

| <b>Director</b>            | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------------|------------|-----------------|-------------------------|
| Gus J. Blass, III          | 70,780,659 | 1,417,072       | 11,147,077              |
| Grace Clark                | 70,799,694 | 1,398,038       | 11,147,077              |
| George F. Middlebrook, III | 70,801,647 | 1,396,085       | 11,147,077              |

*Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm.* The Company's shareholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012 by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 81,439,387 | 1,696,670      | 208,751        |

**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: April 26, 2012