

BANCORPSOUTH INC  
Form 8-K  
December 11, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): December 11, 2014 (December 11, 2014)**

**BANCORPSOUTH, INC.**

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

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

**of incorporation)**

**One Mississippi Plaza**

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

**File Number)**

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

**Identification No.)**

**38804**

**201 South Spring Street**

**Tupelo, Mississippi**

**(Address of principal executive offices)**

**(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 December 11, 2014, BancorpSouth, Inc. (the **Company** ) issued a press release. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K (this **Report** ).

## Section 8 Other Events

### Item 8.01. Other Events.

The Company announced today that its Board of Directors has authorized a stock repurchase program (the **Program** ) through November 30, 2016 to purchase up to an aggregate of 6% or 5,764,000 shares of the Company's outstanding common stock, par value \$2.50 per share. The Program will be conducted pursuant to a written plan and is intended to comply with Rule 10b-18 promulgated under the Securities Exchange Act of 1934, as amended ( **Rule 10b-18** ).

## Section 9 Financial Statements and Exhibits

### Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.* The following exhibit is being furnished herewith to this Report.

Exhibit 99.1 Press release issued on December 11, 2014 by BancorpSouth, Inc.

### Forward Looking Statements

Certain statements contained in this Report may not be based upon historical facts and are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements may be identified by their reference to a future period or periods or by the use of forward-looking terminology such as anticipate, believe, could, estimate, expect, foresee, intend, may, might, plan, will, or would or future or conditional verb tenses and variations or negative such terms. These forward-looking statements include, without limitation, those statements relating to the compliance of the Program with Rule 10b-18.

The Company cautions readers not to place undue reliance on the forward-looking statements contained in this Report, in that actual results could differ materially from those indicated in such forward-looking statements as a result of a variety of factors. Forward-looking statements speak only as of the date that they were made, and, except as required by law, the Company does not undertake any obligation to update or revise forward-looking statements to reflect events or circumstances that occur after the date of this Report.

**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  
Senior Executive Vice President and  
Chief Administrative Officer

Date: December 11, 2014

**EXHIBIT INDEX**

Exhibit

Number	Description
99.1	Press release issued on December 11, 2014 by BancorpSouth, Inc.