

RENASANT CORP  
Form 8-K  
April 24, 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

April 22, 2014

Date of Report (Date of Earliest Event Reported)

RENASANT CORPORATION

(Exact Name of Registrant as Specified in its Charter)

|  |  |   |
|--|--|---|
| Mississippi<br>(State or other jurisdiction<br>of incorporation) | 001-13253<br>(Commission<br>File Number) | 64-0676974<br>(I.R.S. Employer<br>Identification No.) |
|--|--|---|

209 Troy Street, Tupelo, Mississippi 38804-4827

(Address of Principal Executive Offices)(Zip Code)  
Registrant's Telephone Number, including area code: (662) 680-1001

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:

- 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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

Renasant Corporation (the “Company”) held its 2014 Annual Meeting of Shareholders on April 22, 2014. Proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition to the Company’s solicitations. At the meeting, shareholders voted on the following:

- The election of one Class 1 director to serve a one-year term.
- The election of one Class 2 director to serve a two-year term.
- The election of six Class 3 directors, each to serve a three-year term.
- The adoption, in a non-binding advisory vote, of a resolution approving the compensation paid to our named executive officers.
- The ratification of the appointment of HORNE LLP as the Company’s independent registered public accountants for 2014.

All of the Company’s nominees for directors as listed in the proxy statement were elected with the following vote:

|   | Votes<br>“For” | Votes<br>Withheld | Non-Votes |
|---|----------------|-------------------|-----------|
| Class 1 Director (term expiring in 2015)  |                |                   |           |
| Hugh S. Potts, Jr.                        | 20,886,179     | 952,168           | 4,801,281 |
| Class 2 Director (term expiring in 2016)  |                |                   |           |
| Hollis C. Cheek                           | 21,524,717     | 313,630           | 4,801,281 |
| Class 3 Directors (term expiring in 2017) |                |                   |           |
| William M. Beasley                        | 19,310,184     | 2,528,163         | 4,801,281 |
| Marshall H. Dickerson                     | 20,867,323     | 971,024           | 4,801,281 |
| R. Rick Hart                              | 20,888,949     | 949,398           | 4,801,281 |
| Richard L. Heyer, Jr.                     | 21,052,763     | 785,584           | 4,801,281 |
| J. Niles McNeel                           | 13,456,815     | 8,381,532         | 4,801,281 |
| Michael D. Shmerling                      | 21,042,193     | 796,154           | 4,801,281 |

The term of office of each of the following directors continued at the 2014 Annual Meeting:

Class 1 Directors (term expiring in 2015)

George H. Booth, II., Frank B. Brooks, Albert J. Dale, III, John T. Foy and Jack C. Johnson.

Class 2 Directors (term expiring in 2016)

John M. Creekmore, Jill V. Deer, Neal A. Holland, Jr., E. Robinson McGraw and Theodore S. Moll.

The results of the non-binding advisory vote on the resolution approving the compensation paid to our named executive officers were as follows:

| Votes<br>“For” | Votes<br>“Against” | Abstentions |
|----------------|--------------------|-------------|
| 17,126,452     | 4,435,036          | 276,859     |

The appointment of HORNE LLP as the Company’s independent registered public accountants for 2014 was ratified with the following vote:

| Votes<br>“For” | Votes<br>“Against” | Abstentions |
|----------------|--------------------|-------------|
| 26,418,092     | 192,763            | 28,773      |



**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.

Date: April 24, 2014

**RENASANT CORPORATION**

By: /s/ E. Robinson McGraw

E. Robinson McGraw

Chairman, President and Chief

Executive Officer