

BANCORPSOUTH INC
Form 8-K
January 17, 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): January 17, 2012 (January 17, 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))

Item 7.01. Regulation FD Disclosure.

On January 17, 2012, BancorpSouth, Inc. (the Company) issued a press release announcing an underwritten public offering of its common stock, to be offered pursuant to a registration statement filed with the Securities and Exchange Commission. A copy of the press release is furnished as Exhibit 99.1 and incorporated herein by reference in its entirety.

Item 8.01. Other Events.

The Company will make an investor presentation in connection with an underwritten public offering of its common stock. A copy of the presentation is filed as Exhibit 99.2 hereto and is incorporated herein by reference in its entirety.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit Number | Description |
|----------------|--|
| 99.1 | Press release issued on January 17, 2012 |
| 99.2 | Investor presentation |

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 17, 2012

EXHIBIT INDEX

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