

TRUSTMARK CORP  
Form 8-K  
November 30, 2011

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

November 30, 2011

Date of Report (Date of earliest event reported)

TRUSTMARK CORPORATION  
(Exact name of registrant as specified in its charter)

Mississippi (State or other jurisdiction of incorporation)	000-03683 (Commission File Number)	64-0471500 (IRS Employer Identification No.)
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248 East Capitol Street, Jackson, Mississippi (Address of principal executive offices)	39201 (Zip Code)
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Registrant's telephone number, including area code: (601) 208-5111

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))

#### Item 8.01 Other Events

Jackson, Mississippi and Panama City, Florida – November 30, 2011 – Trustmark Corporation (NASDAQ:TRMK) (“Trustmark”) and Bay Bank & Trust Co. (“Bay Bank”) today announced the signing of a definitive agreement in which Bay Bank will merge into Trustmark National Bank. This transaction provides an excellent opportunity for Trustmark to expand and enhance its franchise within the attractive Panama City – Bay County market. Bay Bank, with seven offices serving the Panama City, Panama City Beach, and Lynn Haven, Florida markets, reported loans of \$121.6 million and deposits of \$220.6 million at September 30, 2011.

Gerard R. Host, President and CEO of Trustmark stated, “We are pleased to enhance our existing Florida panhandle franchise with the addition of Bay Bank, a 76-year-old financial institution with long-standing customer relationships. Bay Bank has a strong core deposit base, which is reflective of its commitment to customer service. Together, Bay Bank and Trustmark will have the second largest deposit market share in Bay County. We look forward to welcoming the associates and customers of Bay Bank to the Trustmark family.”

E. Clay Lewis, Vice Chairman of Bay Bank stated, “We look forward to becoming a part of the Trustmark organization and providing our customers increased convenience as well as the addition of broader financial products and services, including wealth management and insurance.”

Under terms of the definitive agreement, the transaction is valued at \$22 million, with \$10 million of the consideration to be paid in cash and \$12 million to be paid in common stock of Trustmark. The consideration represents approximately 85% of Bay Bank’s tangible book value as of September 30, 2011. The transaction, which is expected to be completed during the first quarter of 2012, is subject to approval by Bay Bank’s shareholders and regulatory authorities as well as certain other closing conditions. The transaction is expected to be neutral to Trustmark’s 2012 earnings and tangible book value and accretive in 2013 and beyond.

Trustmark was advised by the investment banking firm of Sandler O’Neill + Partners, L.P., as well as the law firm of Brunini, Grantham, Grower & Hewes, PLLC. Bay Bank was advised by the law firm of Haskell Slaughter Young & Rediker, LLC.

#### ADDITIONAL INFORMATION

Trustmark is a financial services company providing banking and financial solutions through over 150 offices in Florida, Mississippi, Tennessee and Texas.

Bay Bank & Trust Co. is a full-service commercial bank with seven offices serving the Bay County, Florida market with assets of \$247 million.

Trustmark will file a Registration Statement on Form S-4 that will include a proxy statement of Bay Bank and a prospectus of Trustmark and other relevant documents concerning the proposed merger with the Securities and Exchange Commission. Shareholders are urged to read the proxy statement/prospectus regarding the proposed transaction when it becomes available because it will contain important information. You will be able to obtain a copy of the proxy statement/prospectus, as well as other filings containing information about Trustmark and Bay Bank, without charge, at the Securities and Exchange Commission’s website (<http://www.sec.gov>). Copies of the proxy statement/prospectus and the filings with the Securities and Exchange Commission that will be incorporated by reference in the proxy statement/prospectus can also be obtained, without charge, by directing a request to F. Joseph Rein, Jr., Trustmark Corporation, 248 East Capitol Street, Suite 310, Jackson, Mississippi 39201, telephone 601-208-6898 or E. Clay Lewis, III, Bay Bank & Trust Co., 509 Harrison Avenue, Panama City, Florida 32401, telephone 850-769-3333.



Melanie A. Morgan  
Senior Vice President  
601-208-2979

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SIGNATURE

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.

TRUSTMARK CORPORATION

BY: /s/ Louis E. Greer  
Louis E. Greer  
Treasurer and Principal Financial  
Officer

DATE: November 30, 2011

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