

TRUSTMARK CORP  
Form 8-K  
October 09, 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

October 5, 2012

Date of Report (Date of earliest event reported)

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

|  |                                       |  |
|--|---------------------------------------|--|
| Mississippi<br>(State or other jurisdiction<br>of incorporation) | 000-03683<br>(Commission File Number) | 64-0471500<br>(IRS Employer<br>Identification No.) |
|--|---------------------------------------|--|

248 East Capitol Street, Jackson, Mississippi  
(Address of principal executive offices)

39201  
(Zip Code)

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 1.01. Entry into a Material Definitive Agreement.

On October 5, 2012, Trustmark Corporation, a Mississippi corporation (“Trustmark”) and BancTrust Financial Group, Inc., an Alabama corporation (“BancTrust”), entered into Amendment No. 1 (the “Amendment”) to the Agreement and Plan of Reorganization (the “Merger Agreement”), dated as of May 28, 2012, by and between Trustmark and BancTrust. Pursuant to the Amendment, the parties agreed to (1) close the merger of BancTrust with and into Trustmark on the later to occur of (a) the fifth business day following satisfaction or waiver (subject to applicable law) of the last to occur of the closing conditions (other than those conditions that by their nature are to be satisfied or waived at the closing), and (b) January 25, 2013, and (2) extend the outside closing date from December 31, 2012 to February 28, 2013. A copy of the Amendment is attached hereto as Exhibit 2.1 and incorporated herein by reference. The description of the Amendment as set forth herein is qualified in its entirety by reference to the full text of the Amendment.

Item 8.01. Other Events.

On October 9, 2012, Trustmark and BancTrust issued a joint press release announcing the Amendment described above.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description of Exhibits   |
|----------------|---|
| 2.1            | Amendment No. 1, dated October 5, 2012, to the Agreement and Plan of Reorganization, dated as of May 28, 2012, by and between Trustmark Corporation and BancTrust Financial Group, Inc. |
| 99.1           | Press Release dated October 9, 2012.  |

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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.

TRUSTMARK CORPORATION

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

DATE: October 9, 2012

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EXHIBIT INDEX

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