

RENASANT CORP
Form S-4
December 24, 2015
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As filed with the Securities and Exchange Commission on December 24, 2015

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Mississippi
(State or other jurisdiction of
incorporation or organization)

6022
(Primary Standard Industrial
Classification Code Number)

64-0676974
(I.R.S. Employer
Identification No.)

209 Troy Street

Tupelo, Mississippi 38804-4827

(662) 680-1001

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

E. Robinson McGraw

Renasant Corporation

209 Troy Street

Tupelo, Mississippi 38804-4827

(662) 680-1001

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Atlanta, Georgia 30309

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Approximate date of commencement of proposed sale of the securities to the public:

As soon as practicable after the effective date of this Registration Statement and the satisfaction or waiver of all other conditions to the proposed merger described in the enclosed proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 143-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price ⁽¹⁾⁽²⁾	Amount of registration fee ⁽¹⁾⁽²⁾
Common stock, par value \$5.00 per share	(1)(2)	(1)(2)	\$41,410,000	\$4,170

- (1) This Registration Statement relates to the common stock of Renasant Corporation (Renasant) issuable to holders of common stock of KeyWorth Bank (KeyWorth) in the proposed merger of KeyWorth with and into Renasant Bank, a wholly-owned subsidiary of Renasant (the Merger). Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(f)(2) and (3) of the Securities Act of 1933, as amended (the Securities Act), by multiplying \$12.30, the book value per share of KeyWorth common stock as of September 30, 2015, the last practicable date prior to filing this Registration Statement, by 3,700,000 shares, the maximum number of shares of KeyWorth common stock that may be exchanged for shares being registered, less \$4,100,000, the estimated amount of cash to be paid by Renasant to holders of options to purchase shares of KeyWorth common stock in the Merger. Pursuant to Rule 416, this Registration Statement also covers an indeterminate number of shares that may become issuable as a result of stock splits, stock dividends, or similar transactions.
- (2) Pursuant to Rule 457(o), the registration fee has been calculated on the basis of the maximum offering price, and the number of shares being registered has been omitted. The fee has been determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$100.70 per \$1,000,000 of the proposed maximum aggregate offering price.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.

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Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell nor shall there be any sale of these securities in any jurisdiction in which such offer or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION DATED DECEMBER 24, 2015

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Shareholder:

On October 20, 2015, Renasant Corporation (Renasant) and KeyWorth Bank (KeyWorth) announced the execution of an agreement and plan of merger pursuant to which KeyWorth will merge with and into Renasant Bank, a wholly-owned subsidiary of Renasant. The combined company, which will retain the Renasant Bank name, will have approximately \$8.2 billion in assets and operate 175 branches across Mississippi, Tennessee, Alabama, Georgia and Florida. We are sending you this proxy statement/prospectus to invite you to attend a special meeting of shareholders being held by KeyWorth to allow you to vote on the merger agreement.

If the merger is completed, holders of KeyWorth common stock, par value \$5.00 per share, will receive 0.4494 of a share of Renasant common stock, par value \$5.00 per share, in exchange for each share of KeyWorth common stock held immediately prior to the merger, subject to the payment of cash in lieu of fractional shares. The number of shares of Renasant common stock that KeyWorth shareholders will receive in the merger for each share of KeyWorth common stock is fixed. However, the market value of the consideration KeyWorth shareholders will receive in the merger will change depending on changes in the market price of Renasant common stock and will not be known at the time KeyWorth shareholders vote on the merger. Based on the 20-day average closing price of Renasant's common stock on the NASDAQ Global Select Market, or Nasdaq, as of October 19, 2015, the 0.4494 exchange ratio represented approximately \$15.00 in value for each share of KeyWorth common stock. Based on Renasant's closing price on , 2015 of \$ per share, the 0.4494 exchange ratio represented approximately \$ in value for each share of KeyWorth common stock. Based on the 0.4494 exchange ratio and the number of shares of KeyWorth common stock outstanding as of , 2015, the maximum number of shares of Renasant common stock issuable in the merger is approximately . **We urge you to obtain a current market quotation for Renasant (trading symbol RNST) on Nasdaq.**

The merger is intended to be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and holders of KeyWorth common stock are not expected to recognize any gain or loss for United States federal income tax purposes on the exchange of shares of KeyWorth common stock for shares of Renasant common stock in the merger, except with respect to any cash received in lieu of a fractional share of Renasant common stock.

At the special meeting of KeyWorth shareholders to be held on , 2016 at , holders of KeyWorth common stock will be asked to vote to approve the agreement and plan of merger and the transactions contemplated by the agreement and plan of merger, including the merger. Approval of the agreement and plan of merger and the transactions

contemplated by the agreement and plan of merger requires the affirmative vote of the holders of at least two-thirds of the outstanding shares of KeyWorth common stock.

The KeyWorth board of directors unanimously recommends that KeyWorth shareholders vote FOR the approval of the agreement and plan of merger and the transactions contemplated by the agreement and plan of merger.

This proxy statement/prospectus describes the special meeting, the merger, the documents related to the merger and other related matters. Please carefully read this entire document, including Risk Factors beginning on page 16 for a discussion of the risks relating to the proposed merger and owning Renasant common stock after the merger. You also can obtain information about Renasant from documents that Renasant has filed with the Securities and Exchange Commission.

/s/ James F. Pope
James F. Pope
Chief Executive Officer
KeyWorth Bank

Neither the Securities and Exchange Commission nor any state securities commission or bank regulatory agency has approved or disapproved of the Renasant common stock to be issued under this document or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offense.

The shares of Renasant common stock to be issued in the merger are not savings or deposit accounts or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

This proxy statement/prospectus is dated , 2015, and it is first being mailed to KeyWorth shareholders, along with the enclosed form of proxy card, on or about , 2015.

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NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To be held on , 2016

On , 2016, KeyWorth Bank (KeyWorth) will hold a **Special Meeting of Shareholders** at at , local time, to consider and vote upon the following matters:

a proposal to approve the Agreement and Plan of Merger, dated as of October 20, 2015, by and among Renasant Corporation (Renasant), Renasant Bank and KeyWorth Bank (KeyWorth), as it may be amended from time to time (referred to as the merger agreement), as more fully described in the attached proxy statement/prospectus, which we refer to as the merger proposal;

a proposal to approve the adjournment of the special meeting, if necessary or appropriate, in the event that there are not sufficient votes at the time of the special meeting to approve the merger proposal, which we refer to as the adjournment proposal; and

any other business properly brought before the special meeting or any adjournment or postponement thereof. The KeyWorth board of directors has fixed the close of business on , 2015, as the record date for the special meeting. Only KeyWorth shareholders of record at that time are entitled to notice of and to vote at the special meeting, or any adjournment or postponement of the special meeting. Approval of the merger proposal requires the affirmative vote of holders of at least two-thirds of the outstanding shares of KeyWorth common stock. The adjournment proposal will be approved if a majority of the shares represented, in person or by proxy, at the special meeting and entitled to vote are voted in favor of the proposal, assuming a quorum is present.

The KeyWorth board of directors has adopted and approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby are advisable and in the best interests of KeyWorth and its shareholders and unanimously recommends that KeyWorth shareholders vote FOR the merger proposal and FOR the adjournment proposal.

Whether or not you plan to attend the special meeting, please submit your proxy with voting instructions. Please vote as soon as possible by accessing the internet site listed on the KeyWorth proxy card, by calling the toll-free number listed on the KeyWorth proxy card, or by submitting your proxy card by mail. To submit your proxy by mail, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope. This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of record of KeyWorth common stock who is present at the special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the special meeting in the manner described in the accompanying proxy statement/prospectus.

The attached proxy statement/prospectus describes the terms and conditions of the merger agreement and includes the complete text of the merger agreement as Annex A. We urge you to read the enclosed materials carefully for a complete description of the merger agreement and the merger. The accompanying proxy statement/prospectus forms a part of this notice.

As required under the Financial Institutions Code of Georgia and the provisions of the Georgia Business Corporation Code referenced thereby, KeyWorth hereby notifies all shareholders entitled to vote on the merger agreement that you are or may be entitled to dissenters' rights under Georgia law. A copy of the Georgia statutes governing dissenters' rights is included with the accompanying proxy statement/prospectus as Annex C. See also The Merger Dissenters' Rights beginning on page in the accompanying proxy statement/prospectus.

By Order of the Board of Directors

/s/ James F. Pope

Chief Executive Officer

YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING IN PERSON, PLEASE VOTE YOUR SHARES PROMPTLY.

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ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about Renasant from documents that Renasant has filed with the Securities and Exchange Commission that has not been included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain documents incorporated by reference into this proxy statement/prospectus by requesting them in writing or by telephone or email from Renasant at the following address:

Renasant Corporation

209 Troy Street

Tupelo, Mississippi 38804-4827

Attn: Kevin D. Chapman

Chief Financial Officer

Phone: (662) 680-1450

Email: KChapman@renasant.com

You will not be charged for any of these documents that you request. **IF YOU WOULD LIKE TO REQUEST DOCUMENTS, PLEASE DO SO PRIOR TO , 2016 IN ORDER TO RECEIVE THEM BEFORE THE SPECIAL MEETING.**

You should rely only on the information contained or incorporated by reference into this document. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this document. This document is dated , 2015, and you should assume that the information in this document is accurate only as of such date or such other date as is specified. You should assume that the information incorporated by reference into this document is only accurate as of the date of such document or such other date as is specified. Neither the mailing of this document to KeyWorth shareholders nor the issuance by Renasant of shares of Renasant common stock in connection with the merger will create any implication to the contrary.

Information on the websites of Renasant or KeyWorth, or any subsidiary of Renasant, is not part of this document. You should not rely on that information in deciding how to vote.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Except where the context otherwise indicates, information contained in this document regarding KeyWorth has been provided by KeyWorth and information contained in this document regarding Renasant has been provided by Renasant.

See [Where You Can Find More Information](#) on page of this proxy statement/prospectus for more information about the documents referred to in this proxy statement/prospectus.

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QUESTIONS AND ANSWERS

The following are answers to certain questions that you may have regarding the special meeting and the merger. We urge you to read carefully the remainder of this proxy statement/prospectus (including the risk factors beginning on page) because the information in this section may not provide all of the information that might be important to you in determining how to vote. Additional important information is also contained in the annexes to, and the documents incorporated by reference into, this document.

Q: What are KeyWorth shareholders being asked to vote on?

A: KeyWorth shareholders are being asked to vote to approve (1) an agreement and plan of merger by and among Renasant, Renasant Bank and KeyWorth, which we refer to as the merger proposal, and (2) the adjournment of the special meeting of KeyWorth shareholders, if necessary or appropriate, to solicit additional proxies in favor of the approval of the merger proposal, which we refer to as the adjournment proposal.

In the merger, KeyWorth will merge with and into Renasant Bank, with Renasant Bank as the surviving banking association.

Q: What do KeyWorth shareholders need to do now?

A: After you have carefully read this document and have decided how you wish to vote your shares of KeyWorth common stock, indicate on your proxy card how you want your shares to be voted with respect to the merger proposal and the adjournment proposal. When complete, please sign, date and mail your proxy card in the enclosed postage-paid return envelope as soon as possible. Alternatively, you may vote by telephone or through the internet. Submitting your proxy by internet, telephone or mail or directing your bank or broker to vote your shares will ensure that your shares are represented and voted at the special meeting. Your proxy card must be received prior to the special meeting on , 2016 in order to be counted. If you would like to attend the special meeting, see Can I attend the special meeting and vote my shares in person?

Q: Why is my vote as a KeyWorth shareholder important?

A: If you do not vote by proxy, telephone or internet or vote in person at the special meeting, it will be more difficult for KeyWorth to obtain the necessary quorum to hold its special meeting. In addition, approval of the merger proposal requires the affirmative vote of the holders of at least two-thirds of the outstanding shares of KeyWorth common stock, while approval of the adjournment proposal requires the affirmative vote of a majority of the shares represented, in person or by proxy, at the special meeting and entitled to vote, assuming a quorum is present.

The KeyWorth board of directors unanimously recommends that you vote to approve the merger proposal and the adjournment proposal.

Q: If my shares are held in street name by a broker, bank or other holder of record, will my shares automatically be voted for me?

A: No. Banks, brokers or other holders of record who hold shares of KeyWorth common stock in street name for customers who are the beneficial owners of such shares may not give a proxy to vote those customers' shares in the absence of specific instructions from those customers. You should instruct the street name holder as to how to vote your shares, following the directions provided to you. Shares of KeyWorth common stock present but not voted on any particular matter, or a broker non-vote, will be counted for the purpose of determining whether a quorum is

present.

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Q: What if I abstain from voting or fail to instruct my broker?

A: If you are a KeyWorth shareholder and you abstain from voting or a broker non-vote is submitted because you did not instruct the broker, bank or other holder of record of your shares as to how the shares were to be voted, the abstention or broker non-vote will be counted toward a quorum at the special meeting. However, because approval of the merger proposal requires the affirmative vote of the holders of at least two-thirds of the outstanding shares of KeyWorth common stock, an abstention or failure to vote your shares will have the same effect as a vote against the approval of the merger proposal. An abstention or failure to vote your shares will have no effect on the vote to approve the adjournment proposal.

Q: How will my shares of KeyWorth common stock allocated in the KeyWorth 401(k) plan be voted?

A: As authorized by the KeyWorth 401(k) plan, the administrative committee of the 401(k) plan will direct how the shares of KeyWorth common stock allocated to your account as of the record date will be voted in its discretion.

Q: Can I attend the special meeting and vote my shares in person?

A: Yes. All KeyWorth shareholders, including shareholders of record and shareholders who hold their shares through banks, brokers or any other holder of record, are invited to attend the special meeting. Shareholders of record as of the record date can vote in person at the special meeting. If you choose to vote in person at the special meeting and if you are a shareholder of record, you should bring the enclosed proxy card and proof of identity. If you hold your shares in street name, you must obtain and bring a broker representation letter in your name from your bank, broker or other holder of record and proof of identity. Everyone who attends the special meeting must abide by the rules for the conduct of the meeting, which will be printed on the meeting agenda. At the appropriate time during the special meeting, the shareholders present will be asked whether anyone wishes to vote in person. You should raise your hand at this time to receive a ballot to record your vote. Even if you plan to attend the special meeting, KeyWorth encourages you to vote by telephone, internet or mail so your vote will be counted if you later decide not to attend the special meeting.

Q: Is the merger expected to be taxable to KeyWorth shareholders?

A: Generally, no. The merger is intended to be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code, and holders of KeyWorth common stock are not expected to recognize any gain or loss for United States federal income tax purposes on the exchange of shares of KeyWorth common stock for shares of Renasant common stock in the merger, except with respect to any cash received in lieu of a fractional share of Renasant common stock. You should read [Material United States Federal Income Tax Consequences of the Merger](#) beginning on page [16](#) for a more complete discussion of the United States federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your tax advisor to determine the specific tax consequences of the merger to you.

Q: If I am a KeyWorth shareholder, can I change or revoke my vote?

A: Yes. You may revoke any proxy at any time before it is voted in any of the following ways: (1) by personally appearing and choosing to vote at the special meeting, if you are the shareholder of record or you obtain and bring a broker representation letter in your name from your bank, broker or the holder of record and, in all cases, you bring proof of identity; (2) by written notification to KeyWorth which is received prior to the exercise of the proxy; or (3) by a subsequent proxy executed by the person executing the prior proxy and presented at the special meeting.

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KeyWorth shareholders may send their written revocation letter to KeyWorth Bank, 11655 Medlock Bridge Road, Johns Creek, Georgia 30097, Attention: James F. Pope. If you have voted your shares through the internet, you may revoke your prior internet vote by recording a different vote using internet voting or by signing and returning a proxy card dated as of a date that is later than your last internet vote. If you have voted your

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shares through a telephone call, you may revoke your prior telephone vote by calling the toll-free number listed on the KeyWorth proxy card and recording a different vote or by signing and returning a proxy card dated as of a date that is later than your last telephone vote.

Any shareholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence of a shareholder at the special meeting will not constitute revocation of a previously given proxy.

Q: Will KeyWorth shareholders have dissenters' rights?

A: Yes. If you are a holder of shares of KeyWorth common stock and if you follow the procedures prescribed by Georgia law, you may dissent from the merger agreement and have the fair value of your KeyWorth common stock paid to you in cash. If you follow these procedures, you will not receive Renasant common stock. Instead, the fair value of your KeyWorth common stock, determined in the manner prescribed by Georgia law, will be paid to you in cash. That amount could be more or less than the merger consideration or the market value of Renasant common stock as of the closing date of the merger. For a more complete description of these dissenters' rights, see *The Merger Dissenters' Rights* beginning on page and Annex C to this proxy statement/prospectus, which contains a copy of the Georgia statutes governing dissenters' rights.

Q: If I am a KeyWorth shareholder with shares represented by stock certificates, should I send in my KeyWorth stock certificates now?

A: No. You should not send in your KeyWorth stock certificates at this time. After completion of the merger, Renasant will cause instructions to be sent to you for exchanging KeyWorth stock certificates for shares of Renasant common stock and cash to be paid in lieu of a fractional share of Renasant common stock. The shares of Renasant common stock that KeyWorth shareholders will receive in the merger will be issued in book-entry form. Please do not send in your stock certificates with your proxy card.

Q: Whom can I contact if I cannot locate my KeyWorth stock certificate(s)?

A: If you are unable to locate your original KeyWorth stock certificate(s), you should contact Laura T. Dempsey at (770) 418-2767.

Q: When do you expect to complete the merger?

A: We currently expect to complete the merger during the first quarter of 2016. However, we cannot assure you when or if the merger will occur. We must, among other things, first obtain the approval of KeyWorth shareholders at the special meeting and the required regulatory approvals described below in *The Merger Regulatory and Third Party Approvals* beginning on page .

Q: How do I receive the merger consideration if I hold my KeyWorth common stock in the 401(k) plan maintained by KeyWorth?

A: You will be entitled to receive the merger consideration for KeyWorth common stock that is allocated to your plan accounts at the effective time of the merger. You do not have to take any action; the trustee of the 401(k) plan will exchange KeyWorth common stock for shares of Renasant common stock (or cash in lieu of fractional shares) and allocate the shares to your plan account.

Q: Whom should I call with questions?

A: KeyWorth shareholders should contact James F. Pope, KeyWorth's Chief Executive Officer, by telephone at (770) 418-2772.

Table of Contents**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This proxy statement/prospectus and the documents that are made part of this proxy statement/prospectus by reference to other documents filed with the Securities and Exchange Commission, which we refer to as the SEC, include various forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 about Renasant and KeyWorth that are subject to risks and uncertainties. Congress passed the Private Securities Litigation Reform Act of 1995 in an effort to encourage companies to provide information about their anticipated future financial performance. This act provides a safe harbor for such disclosure, which protects a company from unwarranted litigation if actual results are different from management expectations. This document reflects the current views and estimates of future economic circumstances, industry conditions, company performance and financial results of the management of Renasant and KeyWorth. These forward-looking statements are subject to a number of factors and uncertainties which could cause Renasant's, KeyWorth's or the combined company's actual results and experience to differ from the anticipated results and expectations expressed in such forward-looking statements, and such differences may be material. Forward-looking statements speak only as of the date they are made, and neither Renasant nor KeyWorth assumes any duty to update forward-looking statements. In addition to factors previously disclosed in Renasant's reports filed with the SEC and those identified elsewhere in this proxy statement/prospectus, these forward-looking statements include, but are not limited to, statements about (1) the expected benefits of the transaction between Renasant Bank and KeyWorth, including future financial and operating results, cost savings, enhanced revenues and the expected market position of the combined company that may be realized from the transaction, and (2) Renasant's and KeyWorth's plans, objectives, expectations and intentions and other statements contained in this document that are not historical facts. Other statements identified by words such as expects, anticipates, intends, plans, believes, seeks, estimates, targets, projects or words of similar meaning generally intended to identify forward-looking statements. These statements are based upon the current beliefs and expectations of Renasant's and KeyWorth's management and are inherently subject to significant business, economic and competitive risks and uncertainties, many of which are beyond their respective control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. Actual results may differ from those indicated or implied in the forward-looking statements, and such differences may be material.

The following risks, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

the businesses of Renasant Bank and KeyWorth may not be integrated successfully or the integration may be more difficult, time-consuming or costly than expected;

the expected growth opportunities or costs savings from the transaction may not be fully realized or may take longer to realize than expected;

revenues following the transaction may be lower than expected as a result of losses of customers or other reasons;

deposit attrition, operating costs, customer loss and business disruption following the transaction, including difficulties in maintaining relationships with employees, may be greater than expected;

governmental approvals of the transaction may not be obtained on the proposed terms or expected timeframe;

KeyWorth's shareholders may fail to approve the transaction;

the terms of the proposed transaction may need to be modified to satisfy such approvals or conditions;

reputational risks and the reaction of the companies' customers to the transaction;

diversion of management time on merger-related issues;

changes in asset quality and credit risk;

inflation;

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the cost or availability of capital;

customer acceptance of the combined company's products and services;

customer borrowing, repayment, investment and deposit practices;

the introduction, withdrawal, success and timing of business initiatives;

the impact, extent and timing of technological changes;

severe catastrophic events in the companies' respective geographic area;

a weakening of the economies in which the combined company will conduct operations may adversely affect its operating results;

the U.S. legal and regulatory framework, including those associated with the Dodd Frank Wall Street Reform and Consumer Protection Act, could adversely affect the operating results of the combined company;

the interest rate environment may compress margins and adversely affect net interest income; and

competition from other financial services companies in the companies' markets could adversely affect operations.

Additional factors that could cause Renasant's results to differ materially from those described in the forward-looking statements can be found in Renasant's reports (such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K) filed with the SEC and available at the SEC's website (www.sec.gov). All subsequent written and oral forward-looking statements concerning Renasant, KeyWorth or the proposed merger or other matters and attributable to Renasant, KeyWorth or any person acting on either of their behalf are expressly qualified in their entirety by the cautionary statements above. Renasant and KeyWorth do not undertake any obligation to update any forward-looking statement, whether written or oral, to reflect circumstances or events that occur after the date the forward-looking statements are made.

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SUMMARY

*This summary highlights material information from this proxy statement/prospectus. It may not contain all of the information that is important to you. We urge you to carefully read the entire document and the other documents to which we refer in order to fully understand the merger and the related transactions, including the risk factors set forth on page . See *Where You Can Find More Information* on page . We have included page references parenthetically to direct you to a more complete description of the topics presented in this summary.*

The Merger Agreement

Renasant and KeyWorth are proposing the merger of KeyWorth and Renasant Bank. If the merger is completed, KeyWorth will merge with and into Renasant Bank, with Renasant Bank being the surviving banking association. The merger agreement by and among Renasant, Renasant Bank and KeyWorth governs the merger. The merger agreement is included in this document as Annex A. Please read the merger agreement carefully. All descriptions in this summary and elsewhere in this document of the terms and conditions of the merger are qualified by reference to the merger agreement.

The Parties to the Merger (page)

KeyWorth Bank

KeyWorth Bank, a Georgia banking corporation, is a community-oriented bank operating four banking locations and two lending offices in the Atlanta metropolitan area. The principal executive offices of KeyWorth are located at 11655 Medlock Bridge Road, Johns Creek, Georgia 30097, and its telephone number at that location is (770) 418-2772.

Renasant Corporation

Renasant Corporation is a Mississippi corporation and a registered bank holding company headquartered in Tupelo, Mississippi. Through Renasant Bank, its wholly-owned bank subsidiary, Renasant currently operates more than 170 banking, mortgage, financial services and insurance offices throughout Mississippi, Tennessee, Alabama, Florida and Georgia. Through Renasant Bank, Renasant is also the owner of Renasant Insurance Agency, Inc.

The principal executive offices of Renasant are located at 209 Troy Street, Tupelo, Mississippi 38804-4827, and its telephone number at that location is (662) 680-1001. Additional information about Renasant and its business and subsidiaries is included in documents incorporated by reference into this document. See *Where You Can Find More Information* on page .

In the Merger, KeyWorth Shareholders Will Have a Right to Receive 0.4494 of a Share of Renasant Common Stock per Share of KeyWorth Common Stock (page)

Under the terms of the merger agreement, KeyWorth shareholders will have a right to receive 0.4494 (the exchange ratio) of a share of Renasant common stock for each share of KeyWorth common stock held immediately prior to the merger, which we refer to as the merger consideration. Renasant will not issue any fractional shares of Renasant common stock in the merger. Instead, a KeyWorth shareholder who otherwise would have received a fraction of a share of Renasant common stock will receive an amount in cash. This cash amount will be determined by multiplying the fraction of a share of Renasant common stock to which the holder would otherwise be entitled by the closing sale price of one share of Renasant common stock as reported on Nasdaq as of the end of the last trading day prior to the effective time of the merger, and then rounded to the nearest cent.

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Example: If you hold 100 shares of KeyWorth common stock, you will have a right to receive 44 shares of Renasant common stock and a cash payment instead of the 0.94 of a share of Renasant common stock that you otherwise would have received.

Treatment of KeyWorth Stock Options and Warrants (page)

Upon completion of the merger, any options to purchase KeyWorth common stock granted under KeyWorth's 2007 Stock Incentive Plan (whether vested or unvested) and warrants to purchase shares of KeyWorth common stock (whether exercisable or unexercisable) that are outstanding immediately prior to the effective time will vest in full and be converted into the right to receive a cash payment. The amount of this cash payment will be equal to (1) the total number of shares subject to the stock option or warrant multiplied by (2) the difference between \$15.00 and the exercise price of the option or warrant, less applicable tax withholdings. Stock options and warrants with an exercise price equal to or greater than \$15.00 will be forfeited and cancelled.

Comparative Market Prices and Share Information (pages and)

Renasant common stock is listed on Nasdaq under the symbol RNST. Shares of KeyWorth common stock are not publicly traded. The following table shows the closing sale price of Renasant common stock as reported on Nasdaq on October 19, 2015, the last trading day before Renasant and KeyWorth announced the merger, and on , 2015, the last practicable trading day before the distribution of this document. This table also shows the implied value of the merger consideration proposed for each share of KeyWorth common stock on October 19, 2015 and , 2015, which we calculated by multiplying the 20-day average closing price of Renasant common stock as of those dates, which was \$33.38 and \$, respectively, by the exchange ratio.

	Renasant Common Stock	KeyWorth Common Stock	Implied Value of One Share of KeyWorth Common Stock
October 19, 2015	\$34.35	\$12.30 ⁽¹⁾	\$15.00 ⁽²⁾
, 2015			

⁽¹⁾ Represents the unaudited book value per share of KeyWorth common stock as of September 30, 2015.

⁽²⁾ Represents the per share merger consideration to a KeyWorth shareholder as of October 19, 2015.

The market price of Renasant common stock will fluctuate prior to the merger. KeyWorth shareholders are urged to obtain current market quotations for Renasant shares prior to making any decision with respect to the merger.

The KeyWorth Board of Directors Unanimously Recommends that KeyWorth Shareholders Vote FOR the Approval of the Merger Proposal (page)

The KeyWorth board of directors believes that the merger is in the best interests of KeyWorth and its shareholders and has approved the merger and the merger agreement. The KeyWorth board of directors unanimously recommends that KeyWorth shareholders vote FOR the approval of the merger proposal. In reaching its decision, the KeyWorth board considered a number of factors, which are described in more detail in The Merger KeyWorth's Reasons for the Merger; Recommendation of the KeyWorth Board of Directors on page . The KeyWorth board of directors did not assign relative weights to the factors described in that section or the other factors considered by it. In addition, the KeyWorth

board did not reach any specific conclusion on each factor considered, but conducted an overall analysis of these factors. Individual members of the KeyWorth board of directors may have given different weights to different factors.

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Opinion of KeyWorth's Financial Advisor (page and Annex B)

In connection with the merger, KeyWorth's financial advisor, BSP Securities, LLC, which we refer to as BSP, delivered a written opinion, dated October 20, 2015, to the KeyWorth board of directors as to the fairness, from a financial point of view and as of the date of the opinion, to the holders of KeyWorth common stock of the merger consideration payable in the merger. The full text of the opinion, which describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by BSP in preparing the opinion, is attached to this document as Annex B.

The opinion was for the information of, and was directed to, the KeyWorth board of directors (in its capacity as such) in connection with its consideration of the financial terms of the merger. The opinion did not address the underlying business decision of KeyWorth to engage in the merger or enter into the merger agreement or constitute a recommendation to the KeyWorth board of directors in connection with the merger, and it does not constitute a recommendation to any holder of KeyWorth common stock or any shareholder of any other entity as to how to vote in connection with the merger or any other matter.

Risk Factors Related to the Merger (page)

You should consider all of the information contained in or incorporated by reference into this proxy statement/prospectus in deciding how to vote for the proposals presented in this document. In particular, you should consider the factors under Risk Factors.

KeyWorth Will Hold its Special Meeting on , 2016 (page)

The special meeting will be held on , 2016, at at , local time. At the special meeting, KeyWorth shareholders will be asked to approve the merger proposal and the adjournment proposal and to vote on any other business properly brought before the special meeting or any adjournment or postponement thereof.

Record Date. Only holders of record of KeyWorth common stock at the close of business on , 2015 will be entitled to vote at the special meeting. Each share of KeyWorth common stock is entitled to one vote. As of the record date, there were shares of KeyWorth common stock entitled to vote at the special meeting.

Required Vote. Approval of the merger proposal requires the affirmative vote of holders of at least two-thirds of the outstanding shares of KeyWorth common stock entitled to vote on such matter. Approval of the adjournment proposal requires the affirmative vote of a majority of the shares represented, in person or by proxy, at the special meeting and entitled to vote, assuming that a quorum is present. With respect to the vote to approve the merger proposal, your failure to vote or abstention or a broker non-vote will have the same effect as a vote against the merger agreement. With respect to the adjournment proposal, your failure to vote, an abstention or a broker non-vote will have no effect on the approval of the adjournment proposal. With respect to the shares allocated in the KeyWorth 401(k) plan as of the record date, the administrative committee of the 401(k) plan will have the authority to direct how those shares will be voted in its discretion.

All of the directors of KeyWorth have entered into agreements with Renasant pursuant to which they have agreed, in their capacity as KeyWorth shareholders, to vote all of their shares in favor of the approval of the merger proposal. As of the record date, these directors of KeyWorth and their affiliates had the right to vote shares of KeyWorth common stock, or approximately % of the outstanding KeyWorth shares entitled to vote at the special meeting. We expect these individuals to vote their KeyWorth common stock in favor of the approval of the merger proposal in accordance with those agreements. As of the record date, all directors and executive officers of KeyWorth, including their affiliates,

had the right to vote shares of KeyWorth common stock, or approximately % of the outstanding KeyWorth shares entitled to vote at the special meeting, and held options or warrants to purchase shares of KeyWorth common stock.

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As of the record date, neither Renasant nor any of its affiliates held any shares of KeyWorth common stock (other than shares held in trust accounts, managed accounts, mutual funds and the like or otherwise in a fiduciary or agency capacity or as a result of debts previously contracted), and Renasant's directors and executive officers and their affiliates also did not hold any shares of KeyWorth common stock.

Renasant Bank's Board of Directors Following Completion of the Merger (page)

Upon completion of the merger, the board of directors of Renasant Bank immediately prior to the effective time of the merger will be the surviving bank's board of directors after the merger. Further, there will be no change to Renasant's board of directors as a result of the merger.

KeyWorth's Directors and Executive Officers May Receive Additional Benefits from the Merger (page)

When considering the information contained in this proxy statement/prospectus, including the recommendation of KeyWorth's board of directors to vote to adopt and approve the merger agreement, KeyWorth shareholders should be aware that KeyWorth's executive officers and members of KeyWorth's board of directors may have interests in the merger that are different from, or in addition to, those of KeyWorth shareholders generally. KeyWorth's board of directors was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger (to the extent these interests were in existence at the time of the evaluation and negotiation of the merger agreement and the merger), and in recommending that the merger agreement be adopted and approved by KeyWorth's shareholders. For information concerning these interests, please see the discussion under the caption "The Merger - Interests of Certain KeyWorth Directors and Executive Officers in the Merger" on page .

Dissenters' Rights (page)

Under Title 7, Chapter 1, of the Official Code of Georgia Annotated, as amended, which we refer to as the "Financial Institutions Code of Georgia," and the provisions of the Georgia Business Corporation Code referenced thereby, holders of KeyWorth common stock may dissent from the merger and have the fair value of their KeyWorth common stock paid in cash. To do this, a KeyWorth shareholder must follow certain procedures, including filing certain notices with KeyWorth and refraining from voting the shareholder's shares of KeyWorth common stock in favor of the merger agreement. If a KeyWorth shareholder properly dissents from the merger agreement, that shareholder's shares of KeyWorth common stock will not be exchanged for shares of Renasant common stock in the merger, but rather, that shareholder's only right will be to receive the fair value of the shareholder's shares in cash. Persons having beneficial interests in KeyWorth common stock held of record in the name of another person, such as a broker, bank or other holder of record, must act promptly to cause the record holder to take the actions required under Georgia law to exercise their dissenter's rights.

For more information, see "The Merger - Dissenters' Rights" beginning on page and Annex C to this proxy statement/prospectus, which sets forth the full text of the Georgia statutes governing dissenters' rights. If you intend to exercise dissenters' rights, please read Annex C carefully and consult with your own legal counsel. Please note that, if you return a signed proxy card but do not provide instructions as to how to vote your shares of KeyWorth common, you will be considered to have voted in favor of the merger proposal. **In that event, you will not be able to assert dissenters' rights.**

The Merger Is Intended to Be Tax-Free to KeyWorth Shareholders as to the Shares of Renasant Common Stock They Receive (page)

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The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code, and it is a condition to our respective obligations to complete the merger that each of Renasant and KeyWorth receive a legal opinion to that effect from their respective tax counsel. Based upon the treatment of the merger as

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a reorganization within the meaning of Section 368(a) of the Code, holders of KeyWorth common stock are not expected to recognize any gain or loss for United States federal income tax purposes on the exchange of shares of KeyWorth common stock for shares of Renasant common stock in the merger, except with respect to any cash received in lieu of a fractional share of Renasant common stock. See Material United States Federal Income Tax Consequences of the Merger on page .

The United States federal income tax consequences described above may not apply to all KeyWorth shareholders. Your tax consequences will depend on your individual situation. Accordingly, KeyWorth strongly urges you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.

Nasdaq Listing (page)

Renasant will cause the shares of its common stock to be issued to KeyWorth shareholders in the merger to be approved for listing on the NASDAQ Global Select Market, or Nasdaq, subject to notice of issuance, prior to the effective time of the merger.

Accounting Treatment of Merger (page)

Renasant will account for the merger under the acquisition method of accounting for business combinations under United States generally accepted accounting principles.

Conditions Exist That Must Be Satisfied or Waived for the Merger to Occur (page)

Currently, Renasant and KeyWorth expect to complete the merger during the first quarter of 2016. As more fully described in this document and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others, receipt of the requisite approval of KeyWorth's shareholders, the receipt of all required regulatory approvals (including approval by the Federal Deposit Insurance Corporation (the FDIC), the Mississippi Department of Banking and Consumer Finance and the Georgia Department of Banking and Finance), and the receipt of legal opinions by each company regarding the United States federal income tax treatment of the merger. In addition, holders of no more than 5% of KeyWorth's outstanding common stock shall have exercised their statutory dissenters' rights.

Renasant and KeyWorth cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

Regulatory Approvals Required for the Merger (page)

KeyWorth and Renasant have agreed to use their reasonable best efforts to obtain all regulatory approvals, including all antitrust clearances, required to complete the transactions contemplated by the merger agreement. The required regulatory approvals include approval from the FDIC, the Mississippi Department of Banking and Consumer Finance, the Georgia Department of Banking and Finance, state securities authorities and various other federal and state regulatory authorities and self-regulatory organizations. Renasant has filed, or will file promptly following the date of this document, applications and notifications to obtain the required regulatory approvals.

Although we do not know of any reason why we cannot obtain all regulatory approvals in a timely manner, we cannot be certain when or if we will obtain them.

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KeyWorth or Renasant May Terminate the Merger Agreement Under Certain Circumstances (page)

KeyWorth and Renasant may mutually agree to terminate the merger agreement before completing the merger, even after KeyWorth shareholder approval, as long as the termination is approved by the KeyWorth and Renasant boards of directors.

The merger agreement may also be terminated by either party in the following circumstances:

if the merger has not been completed on or before June 30, 2016, unless the required regulatory approvals are pending and have not been finally resolved or the failure to complete the merger by that date is due to the breach of the merger agreement by the party seeking to terminate;

KeyWorth's shareholders do not approve the merger agreement at the special meeting, unless the failure to obtain shareholder approval is due to the breach of the merger agreement by KeyWorth;

30 days pass after any application for regulatory or governmental approval is denied or withdrawn at the request or recommendation of the governmental entity, unless within such 30-day period a petition for rehearing or an amended application is filed. A party may terminate 30 or more days after a petition for rehearing or an amended application is denied. No party may terminate when the denial or withdrawal is due to that party's failure to observe or perform its covenants or agreements set forth in the merger agreement;

if there has been a final, non-appealable denial of required regulatory approvals or an injunction prohibiting the transactions contemplated by the merger agreement; or

if there is a breach of or failure to perform under the merger agreement by the other party that prevents it from satisfying any of the closing conditions to the merger and such breach or failure to perform cannot or has not been cured within 30 days after the breaching party receives written notice of such breach.

In addition, KeyWorth may terminate the merger agreement at any time prior to the approval of the merger agreement by KeyWorth's shareholders, for the purpose of entering into a definitive agreement with respect to a superior proposal (as described in more detail later in this document), provided that KeyWorth is not in material breach of any of its obligations under the merger agreement to not solicit other acquisition proposals and to recommend that KeyWorth shareholders approve the merger agreement and the merger. Also, no such purported termination shall be effective until KeyWorth has paid the termination fee and the expense fee described below.

Renasant may terminate the merger agreement,

if prior to receipt of KeyWorth's shareholder approval, KeyWorth, its board or any committee of its board (1) withdraws, or modifies or qualifies in a manner adverse to Renasant, the recommendation that its shareholders approve the merger agreement, (2) after making the recommendation that its shareholders approve the merger agreement, KeyWorth makes a change in such recommendation, (3) KeyWorth's board

authorizes, recommends, or publicly announces its intention to authorize or recommend, an acquisition proposal by a third party, or (4) fails to call and hold its special shareholders meeting;

after receipt of certain business combination proposals, Renasant advises KeyWorth that it has elected not to propose revisions to the merger agreement to match or better such other business combination proposal; and

if holders of more than 5% of the shares of KeyWorth's common stock outstanding at any time prior to the closing date of the merger exercise and maintain dissenters' rights.

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For a further description of the termination provisions contained in the merger agreement see The Merger Agreement Termination of the Merger Agreement beginning on page .

Expense and Termination Fees (page)

In general, each of KeyWorth and Renasant will be responsible for all expenses incurred by it in connection with the negotiation and completion of the transactions contemplated by the merger agreement, subject to specific exceptions discussed in this document. Upon termination of the merger agreement under specified circumstances, KeyWorth may be required to pay Renasant a termination fee equal to \$2.35 million. Also, upon termination of the merger agreement under specified circumstances, KeyWorth or Renasant may be required to pay an expense fee to the other party of up to \$750,000 of expenses incurred by Renasant or KeyWorth in connection with the merger agreement and the merger. See The Merger Agreement Expense and Termination Fees beginning on page for a complete discussion of the circumstances under which termination and expense fees will be required to be paid.

The Rights of KeyWorth Shareholders Will Change as a Result of the Merger (page)

The rights of KeyWorth shareholders are governed by Georgia law, as well as KeyWorth's Articles of Incorporation, as amended (which we refer to as the KeyWorth Articles), and KeyWorth's Bylaws. After completion of the merger, the rights of former KeyWorth shareholders will be governed by Mississippi law and by Renasant's Articles of Incorporation, as amended (which we refer to as the Renasant Articles), and Renasant's Restated Bylaws, as amended (or, the Renasant Bylaws). This document contains descriptions of the material differences in shareholder rights beginning on page .

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Set forth below are highlights from Renasant's consolidated financial data as of and for the nine months ended September 30, 2015 and 2014 and as of and for the fiscal years ended December 31, 2014 through December 31, 2010. The selected consolidated financial data for the years ended December 31, 2014 through December 31, 2010 is derived from the audited consolidated financial statements of Renasant. The selected consolidated financial data as of and for the nine months ended September 30, 2015 and 2014 is derived from the unaudited consolidated financial statements of Renasant. Renasant's management prepared the unaudited consolidated financial statements on the same basis as it prepared Renasant's audited consolidated financial statements. In the opinion of Renasant's management, this unaudited financial information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of these data for those dates. The selected consolidated income data for the nine months ended September 30, 2015 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2015, nor should you assume that the results for any periods indicate results for any future period.

You should read this information in conjunction with Renasant's consolidated financial statements and related notes included in Renasant's Annual Report on Form 10-K for the year ended December 31, 2014 and in Renasant's Quarterly Report on Form 10-Q for the nine months ended September 30, 2015, each of which is incorporated by reference into this proxy statement/prospectus. See "Where You Can Find More Information" on page .

(In thousands, except share data) (Unaudited)⁽¹⁾

	Nine months ended September 30, 2015	Nine months ended September 30, 2014	As of and for the years ended December 31,				
			2014	2013	2012	2011	2010
Summary of Operations							
Interest income	\$ 185,235	\$ 170,812	\$ 226,409	\$ 180,604	\$ 159,313	\$ 170,687	\$ 165,483
Interest expense	16,043	18,200	23,780	23,403	25,975	41,401	60,277
Net interest income	169,192	152,612	202,629	157,201	133,338	129,286	105,206
Provision for loan losses	3,000	5,117	6,167	10,350	18,125	22,350	30,665
Noninterest income	76,938	60,650	80,620	71,971	68,711	64,699	92,692
Noninterest expense	174,675	145,216	191,195	173,076	150,459	136,960	120,540
Income before	68,455	62,929	85,887	45,746	33,465	34,675	46,693

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income taxes								
Income taxes	21,601	18,944	26,305	12,259	6,828	9,043	15,018	
Net income	\$ 46,854	\$ 43,985	\$ 59,582	\$ 33,487	26,637	26,632	31,675	
Dividend payout	37.78%	36.69%	36.17%	55.74%	64.15%	66.67%	49.28%	
Per Common Share Data								
Net income Basic	\$ 1.36	\$ 1.40	\$ 1.89	\$ 1.23	1.06	1.02	1.39	
Net income Diluted	1.35	1.39	1.88	1.22	1.06	1.02	1.38	
Book value	25.65	22.21	22.56	21.21	19.80	19.44	18.75	
Closing price ⁽²⁾	32.85	27.05	28.93	31.46	19.14	15.00	16.91	
Cash dividends declared and paid	0.51	0.51	0.68	0.68	0.68	0.68	0.68	
Financial Condition Data								
Assets	\$ 7,918,732	\$ 5,751,711	\$ 5,805,129	\$ 5,746,270	\$ 4,178,616	\$ 4,202,008	\$ 4,297,327	
Loans, net of unearned income	5,277,960	3,957,439	3,987,874	3,881,018	2,810,253	2,581,084	2,524,590	
Securities	1,139,553	980,328	983,747	913,329	674,077	796,341	834,472	
Deposits	6,234,561	4,763,670	4,838,418	4,841,912	3,461,221	3,412,237	3,468,151	
Borrowings	551,740	227,664	188,825	171,875	164,706	254,709	316,436	
Shareholders equity	1,032,699	700,475	711,651	665,652	498,208	487,202	469,509	

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	Nine months ended September 30, 2015	Nine months ended September 30, 2014	2014	As of and for the years ended December 31,				2010
				2013	2012	2011		
Selected Ratios								
Return on average:								
Total assets	0.72%	0.75%	1.02%	0.71%	0.64%	0.60%	0.80%	
Shareholders' equity	5.67%	6.41%	8.61%	6.01%	5.39%	5.34%	7.16%	
Average shareholders' equity to average assets	12.66%	11.74%	11.89%	11.78%	11.96%	11.27%	11.21%	
Shareholders' equity to assets	13.04%	12.18%	12.26%	11.58%	11.92%	11.59%	10.93%	
Allowance for loan losses to total loans, net of unearned income ⁽³⁾	1.17%	1.41%	1.29%	1.65%	1.72%	1.98%	2.07%	
Allowance for loan losses to nonperforming loans ⁽³⁾	270.83%	169.81%	209.49%	248.90%	146.90%	127.00%	84.32%	
Nonperforming loans to total loans, net of unearned income ⁽³⁾	0.43%	0.83%	0.62%	0.66%	1.17%	1.56%	2.46%	

- (1) Selected consolidated financial data includes the effect of mergers and other acquisition transactions from the date of each merger or other transaction. On July 1, 2015, Renasant Corporation acquired Heritage Financial Group, Inc., a Maryland corporation (Heritage), headquartered in Albany, Georgia. On September 1, 2013, Renasant Corporation acquired First M&F Corporation, a Mississippi corporation (First M&F), headquartered in Kosciusko, Mississippi. On February 4, 2011, Renasant Bank acquired specified assets and assumed specified liabilities of American Trust Bank, a Georgia-chartered bank headquartered in Roswell, Georgia (American Trust), from the FDIC, as receiver for American Trust. On July 23, 2010, Renasant Bank acquired specified assets and assumed specified liabilities of Crescent Bank & Trust Company, a Georgia-chartered bank headquartered in Jasper, Georgia (Crescent), from the FDIC, as receiver for Crescent. Refer to Note M, Mergers and Acquisitions, in the Notes to Consolidated Financial Statements in Item 1, Financial Statements, and to Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, in Renasant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015, filed with the SEC on November 9, 2015 and incorporated by reference herein, for additional information about the Heritage transaction. Refer to Item 1, Business, and Note B, Mergers and Acquisitions, in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data, in Renasant's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 2, 2015 and incorporated by reference herein, for additional information about the transactions involving First M&F, American Trust and Crescent.
- (2) Reflects the closing price on Nasdaq on the last trading day of Renasant's third fiscal quarter or its fiscal year, as applicable.
- (3) Excludes assets acquired in the previously-disclosed transactions related to Heritage, First M&F, American Trust and Crescent.

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The following table sets forth for Renasant common stock and KeyWorth common stock certain historical, pro forma and pro forma-equivalent per share financial information as of and for the year ended December 31, 2014 and as of and for the nine months ended September 30, 2015 (which is unaudited). The unaudited pro forma and pro forma-equivalent per share information gives effect to the merger as well as Renasant's acquisition of Heritage (which was completed effective July 1, 2015) as if the acquisitions had been effective as of the dates presented, in the case of the book value data, and as if they had become effective on January 1, 2014, in the case of the net income and dividends declared data. The unaudited pro forma data in the table assumes that the merger is accounted for using the acquisition method of accounting, with Renasant as the acquiror, and represents a current estimate based on available information of the combined company's results of operations. The pro forma financial adjustments record the assets and liabilities of KeyWorth at their estimated fair values and are subject to adjustment as additional information becomes available and as additional analyses are performed; in addition, Renasant is still finalizing its determination of the fair values of the assets and liabilities of Heritage. The information in the following table is based on, and should be read together with, the historical financial information that Renasant has presented in its prior filings with the SEC that are incorporated herein by reference and the selected historical financial data of Renasant in this proxy statement/prospectus. See "Selected Historical Financial Data of Renasant" beginning on page 4 and "Where You Can Find More Information" on page 5.

We anticipate that the merger will provide the combined company with financial benefits that include reduced operating expenses and revenue enhancement opportunities. The unaudited pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the impact of possible business model changes as a result of current market conditions which may impact revenues, expense efficiencies, asset dispositions, share repurchases and other factors. It also does not necessarily reflect what the historical results of the combined company would have been had the companies been combined during these periods nor is it indicative of the results of operations in future periods or the future financial position of the combined company. The Comparative Per Share Data table for the nine months ended September 30, 2015 and for the year ended December 31, 2014 combines the historical income per share data of Renasant and subsidiaries and KeyWorth giving effect to the transactions as if the merger and Renasant's acquisition of Heritage, using the acquisition method of accounting, had become effective on January 1, 2014. The pro forma adjustments are based upon available information and certain assumptions that Renasant's management believes are reasonable. Upon completion of the merger, the operating results of KeyWorth will be reflected in the consolidated financial statements of Renasant on a prospective basis.

	September 30, 2015			December 31, 2014		
	<i>(9 months)</i>			<i>(12 months)</i>		
	Income*	Book Value Common**	Cash Dividends Common	Income*	Book Value Common**	Cash Dividends Common
Renasant Historical	\$ 1.35	\$ 25.65	\$ 0.51	\$ 1.88	\$ 22.56	\$ 0.68
KeyWorth Historical	0.53	12.30	0.08	0.61	11.70	0.08
Pro Forma Combined	1.25	26.01	0.51	1.86	25.84	0.68
Per Equivalent KeyWorth Share***	0.56	11.69	0.23	0.83	11.61	0.31

- * Income per share is calculated on diluted shares.
- ** Book Value per share is calculated on the number of shares outstanding as of the end of the period.
- *** Per Equivalent KeyWorth Share is pro forma combined multiplied by the exchange ratio of 0.4494.

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*In addition to the general investment risks and other information included in or incorporated by reference into this proxy statement/prospectus, including the matters addressed under the heading **Special Note Regarding Forward-Looking Statements** on page and the matters discussed under the caption **Risk Factors** in Renasant's Annual Report on Form 10-K for the year ended December 31, 2014 filed by Renasant (as updated by subsequently filed Forms 10-Q and other reports filed with the SEC), KeyWorth shareholders should carefully consider the matters described below in determining whether to approve the merger agreement. If any of the following risks or other risks that have not been identified, or that Renasant and KeyWorth currently believe are immaterial or unlikely, actually occur, the business, financial condition and results of operations of the combined company could be harmed. Many factors, including those described below, could cause actual results to differ materially from those discussed in forward-looking statements.*

Risks Related to the Merger

Because the market price of Renasant common stock will fluctuate, KeyWorth shareholders cannot be sure of the market value of the merger consideration they will receive.

Upon completion of the merger, each share of KeyWorth common stock will be converted into the right to receive the merger consideration consisting of 0.4494 of a share of Renasant common stock and cash in lieu of the issuance of any fractional share of Renasant common stock. The market value of the merger consideration may vary from the closing price of Renasant common stock on the date we announced the merger, on the date that this document was mailed to KeyWorth shareholders, on the date of the special meeting of the KeyWorth shareholders and on the date we complete the merger and thereafter. Any change in the market price of Renasant common stock prior to completion of the merger will affect the market value of the merger consideration that KeyWorth shareholders will receive upon completion of the merger. Accordingly, at the time of the special meeting, KeyWorth shareholders will not know or be able to calculate the market value of the merger consideration they would receive upon completion of the merger. Neither company is permitted to terminate the merger agreement or resolicit the vote of KeyWorth shareholders solely because of changes in the market price of Renasant's stock. There will be no adjustment to the merger consideration for changes in the market price of shares of Renasant common stock. Stock price changes result from a variety of factors, including general market and economic conditions, changes in our respective businesses, operations and prospects, and regulatory considerations. Many of these factors are beyond our control. You should obtain a current market quotation for Renasant common stock before you vote.

The price of Renasant's common stock might decrease after the merger.

The value of the shares of Renasant's common stock you will receive in the merger in exchange for your shares of KeyWorth common stock will increase or decrease as the market price for Renasant's common stock changes. During the twelve-month period ended on , 2015 (the most recent practicable date before the printing of the proxy statement/prospectus), the price of Renasant's common stock varied from a low of \$ to a high of \$, and ended that period at \$. The market value of Renasant's common stock fluctuates based upon general market and economic conditions, Renasant's business and prospects and other factors.

KeyWorth shareholders will have a reduced ownership and voting interest after the merger and will exercise less influence over management.

KeyWorth shareholders currently have the right to vote in the election of the KeyWorth board of directors and on other matters affecting KeyWorth. When the merger occurs, each KeyWorth shareholder that receives shares of

Renasant common stock will become a Renasant shareholder with a percentage ownership of the combined organization that is smaller than such shareholder's current percentage ownership of KeyWorth.

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Because of this, KeyWorth shareholders will have less influence on the management and policies of Renasant than they now have on the management and policies of KeyWorth.

KeyWorth will be subject to business uncertainties and contractual restrictions while the merger is pending.

KeyWorth's employees and customers may be uncertain about the effect on KeyWorth of the merger, and this uncertainty may adversely affect KeyWorth's ability to attract, retain and motivate key personnel until the merger is completed. In addition, customers, vendors and other third parties could seek to alter their existing business relationships with KeyWorth on account of the merger. Because of uncertainty about their future employment with Renasant following the merger, retention of certain employees by KeyWorth may be challenging while the merger is pending. If key employees depart for any reason, KeyWorth's business, both while the merger is pending and after its completion, could be negatively impacted. In addition, KeyWorth has agreed to certain contractual restrictions on the operation of its business prior to closing. See [The Merger Agreement Covenants and Agreements](#) on page [10](#) for a discussion of the restrictive covenants applicable to KeyWorth.

The merger agreement limits KeyWorth's ability to pursue an alternative acquisition proposal and requires KeyWorth to pay a termination fee of \$2.35 million plus an expense fee of up to \$750,000 of Renasant's expenses under limited circumstances relating to alternative acquisition proposals.

The merger agreement prohibits KeyWorth from, among other things, soliciting, initiating or facilitating certain alternative acquisition proposals with any third party unless KeyWorth's directors conclude in good faith (after consultation with its financial advisor (as to financial matters) and outside legal counsel) that (1) their failure to take such action would be inconsistent with their fiduciary duties under applicable law and (2) such alternative transaction is or is reasonably likely to result in a transaction more favorable to KeyWorth's shareholders from a financial point of view than the merger with Renasant and is reasonably likely to be consummated. See [The Merger Agreement No Solicitation of Other Offers](#) on page [10](#). The merger agreement also provides for the payment by KeyWorth of a termination fee in the amount of \$2.35 million plus an expense fee of up to \$750,000 of Renasant's expenses in the event that either party terminates the merger agreement for certain reasons. These provisions might discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of KeyWorth from considering or proposing such an acquisition, even if this third party was willing to pay consideration with a higher per share value than the consideration payable in the merger with Renasant. Similarly, such a competing acquiror might propose a price lower than it might otherwise have been willing to offer because of the potential added expense of the termination fee that may become payable to Renasant in certain circumstances under the merger agreement. See [The Merger Agreement Termination Fee](#) on page [10](#).

KeyWorth has not obtained an updated fairness opinion from BSP Securities, LLC reflecting changes in circumstances that may have occurred since the signing of the merger agreement.

KeyWorth has not obtained an updated opinion as of the date of this proxy statement/prospectus from BSP Securities, LLC, which is KeyWorth's financial advisor, regarding the fairness, from a financial point of view, of the consideration to be paid in connection with the merger. Changes in the operations and prospects of Renasant or KeyWorth, general market and economic conditions and other factors which may be beyond the control of Renasant and KeyWorth, and on which the fairness opinion was based, may have altered the value of Renasant or KeyWorth or the price of Renasant stock as of the date of this document, or may alter such values and price by the time the merger is completed. The opinion does not speak as of any date other than the date of that opinion. For a description of the opinion that KeyWorth received from its financial advisor, please refer to [The Merger Opinion of KeyWorth's Financial Advisor](#) beginning on page [10](#). For a description of the other factors considered by KeyWorth's board of directors in determining to approve the merger, please refer to [The Merger KeyWorth's Reasons for the Merger](#);

Recommendation of the KeyWorth Board of Directors beginning on page .

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Certain of KeyWorth's directors and executive officers have interests in the merger that may differ from the interests of KeyWorth's shareholders including, if the merger is completed, the receipt of financial and other benefits.

KeyWorth's executive officers and directors have interests in the merger that are in addition to, and may be different from, the interests of KeyWorth shareholders generally. These interests include, among others, the following:

payments attributable to the cash out of vested and unvested options previously granted under the 2007 Stock Incentive Plan, as provided under the merger agreement;

certain cash payments that will be made upon closing pursuant to the termination of employment agreements and supplemental executive retirement agreements previously entered into by some KeyWorth executive officers;

the right to continued indemnification and directors' and officers' liability insurance coverage by KeyWorth after the completion of the merger; and

with respect to Messrs. Pope and Stevens, employment with Renasant Bank after the closing under certain terms and conditions set forth in employment agreements that will become effective upon the closing.

See *The Merger Interests of Certain KeyWorth Directors and Executive Officers in the Merger* beginning on page 46 for a discussion of these interests.

The merger is subject to the receipt of consents and approvals from government entities that may impose conditions that could delay the completion of the merger or have an adverse effect on the combined company following the merger.

Before the merger may be completed, various approvals or consents must be obtained from the FDIC and various domestic bank, securities and other regulatory authorities. These government entities may request additional information regarding Renasant's and KeyWorth's regulatory applications and notices and they may impose conditions on the completion of the merger or require changes to the terms of the merger. Although Renasant and KeyWorth do not currently expect that any material conditions or changes would be imposed, there can be no assurances that they will not be. Such conditions or changes could have the effect of delaying completion of the merger or imposing additional costs on, or limiting the revenues of, the combined company following the merger, any of which might have an adverse effect on the combined company following the merger. See *The Merger Regulatory and Third Party Approvals* beginning on page 46 for a discussion of these approvals.

The merger is subject to certain closing conditions that, if not satisfied or waived, will result in the merger not being completed.

The merger is subject to customary conditions to closing, including the receipt of required regulatory approvals and the approval of KeyWorth's shareholders. If any condition to the merger is not satisfied or waived (to the extent waiver is legally permitted at all), the merger will not be completed. In addition, Renasant and KeyWorth may terminate the merger agreement under certain circumstances even if the merger is approved by KeyWorth's shareholders, including

but not limited to if the merger has not been completed on or before June 30, 2016. KeyWorth would realize any of the expected benefits of having completed the merger. If the merger is not completed, additional risks could materialize, which could materially and adversely affect the business, financial condition and results of operations of KeyWorth. For more information on closing conditions to the merger agreement, see the section entitled "Merger Agreement - Conditions to Completion of the Merger" on page .

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Renasant and KeyWorth may waive one or more of the conditions to the merger without re-soliciting KeyWorth shareholder approval for the merger agreement.

Each of the conditions to the obligations of Renasant and KeyWorth to complete the merger may be waived, in whole or in part, to the extent permitted by applicable law, by agreement of Renasant and KeyWorth, if the condition is a condition to both parties' obligation to complete the merger, or by the party for which such condition is a condition of its obligation to complete the merger. The boards of directors of Renasant and KeyWorth will evaluate the materiality of any such waiver to determine whether amendment of this proxy statement/prospectus and the re-solicitation of the approval of the merger by KeyWorth shareholders is necessary. Renasant and KeyWorth, however, generally do not expect any such waiver to be significant enough to require re-solicitation of KeyWorth's shareholders. In the event that any such waiver is not determined to be significant enough to require re-solicitation of KeyWorth's shareholders, the companies will have the discretion to complete the merger without seeking further shareholder approval.

If the merger is not completed, KeyWorth will have incurred substantial expenses without realizing the expected benefits of the merger.

KeyWorth has incurred substantial expenses in connection with the negotiation and completion of the transactions contemplated by the merger agreement, as well as a portion of the costs and expenses of filing, printing and mailing this proxy statement/prospectus and all filing and other fees paid to the SEC in connection with the merger. If the merger is not completed, KeyWorth would have to recognize these expenses without realizing the expected benefits of the merger.

The merger may have adverse tax consequences.

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code, and each of Renasant and KeyWorth will receive a legal opinion to that effect from their respective tax counsel. These tax opinions represent the legal judgment of counsel rendering the opinion and are not binding on the IRS or the courts. If the merger fails to qualify as a reorganization within the meaning of Section 368(a) of the Code, the merger will be a fully taxable transaction to the holders of KeyWorth common stock. In such case, each holder of KeyWorth common stock will recognize gain or loss measured by the difference between the total consideration received in the merger and such holder's tax basis in the shares of KeyWorth common stock surrendered in the merger. See Material United States Federal Income Tax Consequences of the Merger beginning on page .

Risks Related to the Combined Company after the Merger

Renasant may not be able to successfully integrate KeyWorth or realize the anticipated benefits of the merger.

Renasant Bank's merger with KeyWorth involves the combination of two banks that previously have operated independently. A successful combination of the operations of the two entities will depend substantially on Renasant's ability to consolidate operations, systems and procedures and to eliminate redundancies and costs. Renasant may not be able to combine the operations of KeyWorth with Renasant Bank's operations without encountering difficulties, such as:

the loss of key employees and customers;

the disruption of operations and business;

inability to maintain and increase competitive presence;

deposit attrition, customer loss and revenue loss;

possible inconsistencies in standards, control procedures and policies;

unexpected problems with costs, operations, personnel, technology and credit; and/or

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problems with the assimilation of new operations, sites or personnel, which could divert resources from regular banking operations.

Additionally, general market and economic conditions of governmental actions affecting the financial industry generally may inhibit Renasant's successful integration of KeyWorth.

Further, Renasant entered into the merger agreement with the expectation that the merger will result in various benefits including, among other things, benefits relating to enhanced revenues, a strengthened market position for the combined company in the metro Atlanta, Georgia, market, cross-selling opportunities, technology, cost savings and operating efficiencies. Achieving the anticipated benefits of the merger is subject to a number of uncertainties, including whether Renasant integrates KeyWorth in an efficient and effective manner, and general competitive factors in the marketplace. Renasant also believes that its ability to successfully integrate KeyWorth with Renasant Bank's operations will depend to a large degree upon its ability to retain KeyWorth's existing management personnel. Although Renasant expects to enter into employment agreements with certain key employees of KeyWorth, there can be no assurances that these key employees will not subsequently depart. See "The Merger - Interests of Certain KeyWorth Directors and Executive Officers in the Merger" beginning on page .

Renasant's failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy and could materially impact its business, financial condition and operating results. In addition, the attention and effort devoted to the integration of KeyWorth with Renasant Bank's existing operations may divert management's attention from other important issues and could seriously harm its business. Finally, any cost savings that are realized may be offset by losses in revenues or other charges to earnings.

The market price of Renasant common stock after the merger may be affected by factors different from those currently affecting Renasant common stock.

The businesses of Renasant and KeyWorth differ in some respects and, accordingly, the results of operations of the combined company and the market price of Renasant's common stock after the merger may be affected by factors different from those currently affecting the independent results of operations of Renasant and KeyWorth. For a discussion of the business of Renasant and of certain factors to consider in connection with the business, see the documents incorporated by reference into this proxy statement/prospectus and referred to under "Where You Can Find More Information" beginning on page .

The shares of Renasant common stock to be received by KeyWorth shareholders as a result of the merger will have different rights from the shares of KeyWorth common stock.

Upon completion of the merger, KeyWorth shareholders will become Renasant shareholders and their rights as shareholders will be governed by the Renasant Articles, the Renasant Bylaws and Mississippi law. The rights associated with KeyWorth common stock are different from the rights associated with Renasant common stock. Please see "Comparison of Rights of Shareholders of KeyWorth and Renasant" beginning on page for a discussion of the different rights associated with Renasant common stock.

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KEYWORTH SPECIAL MEETING

This section contains information about the special meeting of KeyWorth shareholders that has been called to consider and vote on the merger proposal and the adjournment proposal. Together with this proxy statement/prospectus, KeyWorth is also sending its shareholders a notice of the special meeting and a form of proxy that the KeyWorth board of directors is soliciting.

On or about , 2015, KeyWorth commenced mailing this document and the enclosed form of proxy card to its shareholders entitled to vote at the special meeting.

Date, Time and Place of Meeting

The special meeting will be held on , 2016, at at , local time.

Matters to Be Considered

The purpose of the special meeting is to vote on:

the merger proposal;

the adjournment proposal; and

any other business properly brought before the special meeting or any adjournment or postponement thereof.

Record Date and Quorum

The close of business on , 2015 has been fixed as the record date for determining the KeyWorth shareholders entitled to receive notice of and to vote at the special meeting. At that time, shares of KeyWorth common stock were outstanding, held by approximately holders of record.

In order to conduct voting at the special meeting, there must be a quorum, which is the number of shares that must be present at the meeting, either in person or by proxy. The presence at the meeting, in person or by proxy, of at least a majority of KeyWorth common stock entitled to vote at the special meeting will constitute a quorum. Abstentions and broker non-votes will be counted for the purpose of determining whether a quorum is present.

Proxies

The form of proxy accompanying this proxy statement/prospectus contains instructions for voting KeyWorth common stock by mail, through the internet or by telephone. If you hold KeyWorth common stock in your name as a shareholder of record and are voting by mail, you should complete, sign, date and return the proxy card accompanying this document in the enclosed postage-paid return envelope to ensure that your vote is counted at the special meeting, or at any adjournment or postponement of the special meeting, regardless of whether you plan to attend the special meeting. You may also vote your KeyWorth common stock through the internet or by calling the toll-free number listed on the KeyWorth proxy card. Instructions and applicable deadlines for voting through the internet or by telephone are set forth in the enclosed proxy card.

If you hold your KeyWorth common stock in street name through a bank or broker, you must direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker. Shares of KeyWorth common stock that are allocated to your account in the KeyWorth 401(k) plan will be voted in accordance with instructions provided by the plan's administrative committee in its discretion.

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All shares represented by valid proxies that KeyWorth receives through this solicitation, and that are not revoked, will be voted in accordance with the instructions on the proxy card or as instructed via internet or telephone. If you make no specification on your proxy card how you want your KeyWorth common stock voted before signing and returning it, your proxy will be voted FOR approval of the merger proposal and FOR the approval of the adjournment proposal.