

MIDSOUTH BANCORP INC  
Form 8-K  
March 27, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d)  
of the Securities Exchange Act of  
1934

Date of  
Report  
(Date of  
earliest  
event  
reported)

March 21, 2018

MidSouth Bancorp, Inc.  
(Exact name of registrant as  
specified in its charter)

~~Louisiana~~ 72-1020809

(State

or

of the Commission (I.R.S. Employer  
Identification No.)

of

incorporation)

102 Versailles

Boulevard, 70501

Lafayette,

Louisiana

(Address of

principal  
executive (Zip Code)

offices)

Registrant's telephone number,  
including area code 337-237-8343

(Former name or former address, if  
changed since last report.)

Check the appropriate box below  
if the Form 8-K filing is intended  
to simultaneously satisfy the filing  
obligation of the registrant under  
any of the following provisions

(See General Instruction A.2.  
below):

- Written communications pursuant  
to Rule 425 under the Securities  
Act (17 CFR 230.425)
- Soliciting material pursuant to  
Rule 14a-12 under the Exchange  
Act (17 CFR 240.14a-12)
- Pre-commencement  
communications pursuant to Rule  
14d-2(b) under the Exchange Act  
(17 CFR 240.14d-2(b))
- Pre-commencement  
communications pursuant to Rule  
13e-4(c) under the Exchange Act  
(17 CFR 240.13e-4(c))

Indicate by check mark whether  
the registrant is an emerging  
growth company as defined in Rule  
405 of the Securities Act of 1933  
(§230.405 of this chapter) or Rule  
12b-2 of the Securities Exchange  
Act of 1934 (§240.12b-2 of this  
chapter).

Emerging  
growth  
company  
..

If an emerging growth company,  
indicate by check mark if the  
registrant has elected not to use the  
extended transition period for  
complying with any new or  
revised financial accounting  
standards provided pursuant to  
Section 13 (a) of the Exchange  
Act. "

33541111v2

---

**Item 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On March 21, 2018, the Compensation Committee of the Board of Directors of MidSouth Bancorp, Inc. approved the 2018 Annual Incentive Compensation Plan (“AICP”), under which each of the Company’s Named Executive Officers (“NEOs”) participates along with certain other employees. Under the AICP, an annual bonus pool is established and will be funded based on the achievement of goals established by the Compensation Committee. Awards under the AICP are based on the extent to which the established goals are met based on a “target” level established by the Compensation Committee and no payments will be made under awards unless the “threshold” levels established by the Compensation Committee are achieved. Payments under the AICP are based on a percentage of the participant’s base salary including 5% for achievement of goals at the “threshold” level, 30% for achievement of goals at the “target” level for NEOs and 45% for achievement of goals at the “maximum” level for NEOs. For 2018, the Compensation Committee has determined that 50% of each NEO’s potential award under the AICP will be based on the achievement of overall Bank goals, which include Earnings Per Share, Classified/Capital, Net Charge-offs + Loss on Sale of Loans, Efficiency Ratio, Loan Growth and Deposit Growth. The remaining 50% of each NEO's potential award under the AICP will be based on individual performance objectives established for each NEO.

**Item 8.01. OTHER EVENTS.**

On March 21, 2018, MidSouth Bank, N.A. (“MidSouth Bank”) was informed in writing by the Office of the Comptroller of the Currency (the “OCC”) that the OCC has approved the appointment of Chris Mosteller as Chief Banking Officer of MidSouth Bank. Mr. Mosteller joined MidSouth Bank in 2016 as North Texas Regional President after spending more than a decade with Wells Fargo, most recently as Business Banking Manager. He has 15 years of banking experience.

33541111v2

---

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MIDSOUTH  
BANCORP,  
INC.  
Registrant

By: /s/ James R. McLemore  
James R. McLemore  
President and Chief Executive Officer

Date: March 27, 2018

33541111v2