

BANCORPSOUTH INC  
Form 8-K  
January 28, 2011

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): January 28, 2011 (January 27, 2011)**

**BANCORPSOUTH, INC.**  
(Exact name of registrant as specified in its charter)

**Mississippi**

**1-12991**

**64-0659571**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**One Mississippi Plaza  
201 South Spring Street  
Tupelo, Mississippi**

**38804**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(662) 680-2000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

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

**Item 2.02. Results of Operations and Financial Condition.**

On January 27, 2011 BancorpSouth, Inc. (the Company ) issued a press release announcing its financial results for the fourth quarter and year ended December 31, 2010. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

**Section 7 Regulation FD**

**Item 7.01. Regulation FD Disclosure.**

On January 27, 2011, the Company issued a press release announcing its quarterly dividend. A copy of the press release is furnished as Exhibit 99.2 and is incorporated herein by reference in its entirety.

The Company will conduct a conference call at 10:00 a.m. (Central Time) to discuss its financial results for the fourth quarter and year ended December 31, 2010. A copy of the presentation to be used for the conference call is furnished as Exhibit 99.3 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit 99.1 Press release issued on January 27, 2011 by BancorpSouth, Inc.

Exhibit 99.2 Press released issued on January 27, 2011 by BancorpSouth, Inc.

Exhibit 99.3 Presentation for conference call to be conducted by BancorpSouth, Inc. on January 28, 2011

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**SIGNATURES**

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

**BANCORPSOUTH, INC.**

By: /s/ William L. Prater  
William L. Prater  
Treasurer and Chief Financial Officer

Date: January 27, 2011

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**EXHIBIT INDEX**

Exhibit Number	Description
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99.2	Press released issued on January 27, 2011 by BancorpSouth, Inc.
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