

BANCORPSOUTH INC  
Form 8-K  
April 29, 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): April 29, 2011 (April 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 5 Corporate Governance and Management****Item 5.07. Submission of Matters to a Vote of Security Holders.**

The annual meeting of Shareholders (the Annual Meeting ) of BancorpSouth, Inc. (the Company ) was held on April 27, 2011. Matters submitted at the Annual Meeting and the voting results thereof were as follows:

*Proposal 1: Election of Directors.* The shareholders of the Company elected each of the Class II director nominees nominated by the Company's Board of Directors to serve until the 2014 annual meeting of shareholders or until his earlier retirement by the following vote:

| <b>Director</b>     | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|---------------------|------------|-----------------|-----------------------------|
| W.G. Holliman, Jr.  | 50,153,691 | 10,388,840      | 11,964,644                  |
| Warren A. Hood, Jr. | 59,487,227 | 1,055,304       | 11,964,644                  |
| James V. Kelley     | 50,112,966 | 10,429,565      | 11,964,644                  |
| Turner O. Lashlee   | 49,945,252 | 10,597,279      | 11,964,644                  |
| Alan W. Perry       | 47,664,648 | 12,877,883      | 11,964,644                  |

*Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm.* The Company's shareholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2011 by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 71,112,274 | 1,182,010      | 212,891        |

*Proposal 3: Advisory Vote on Executive Compensation.* The Company's shareholders approved, on an advisory basis, the compensation of the Company's Named Executive Officers, as defined in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 25, 2011, by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 57,077,310 | 2,933,234      | 531,983        | 11,964,648                  |

*Proposal 4: Advisory Vote on Frequency of Advisory Vote on Executive Compensation.* The Company's shareholders approved, on an advisory basis, three years as the frequency with which the Company should conduct an advisory vote on the compensation of the Company's Named Executive Officers by the following vote:

| <b>Three Years</b> | <b>Two Years</b> | <b>One Year</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------|------------------|-----------------|----------------|-----------------------------|
| 37,386,841         | 1,302,152        | 21,079,418      | 773,891        | 11,964,872                  |

*Proposal 5: Approval of the BancorpSouth, Inc. Long-Term Equity Incentive Plan.* The Company's shareholders approved the BancorpSouth, Inc. Long-Term Equity Incentive Plan by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 55,259,323 | 4,508,189      | 775,012        | 11,964,650                  |

**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/ Cathy S. Freeman  
Cathy S. Freeman  
Executive Vice President and Corporate  
Secretary

Date: April 29, 2011