

BANCORPSOUTH INC  
Form 8-K  
April 23, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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 23, 2015 (April 22, 2015)**

**BANCORPSOUTH, INC.**

**(Exact name of registrant as specified in its charter)**

**Mississippi**  
**(State or other jurisdiction**

**of incorporation)**

**1-12991**  
**(Commission**

**File Number)**

**64-0659571**  
**(IRS Employer**

**Identification No.)**

**One Mississippi Plaza**

**201 South Spring Street**

**Tupelo, Mississippi**  
**(Address of principal executive offices)**

**38804**  
**(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 22, 2015. The Company's shareholders approved the proposal presented at the Annual Meeting, which is described in more detail in the Company's Definitive Proxy Statement on Schedule 14A as filed with the Securities and Exchange Commission on March 20, 2015. Holders of 75,266,624 shares of the Company's common stock were present in person or represented by proxy at the Annual Meeting.

The following are the voting results on the proposal presented to the Company's shareholders at the Annual Meeting:

*Proposal 1: Election of Directors.* The shareholders of the Company elected each of the three director nominees nominated by the Company's Board of Directors to serve as Class I directors until the 2018 annual meeting of shareholders or until his or her earlier retirement by the following vote:

<b>Director</b>	<b>Votes For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
James E. Campbell III	73,043,572	2,216,146	
Deborah M. Cannon	74,634,304	631,913	
Keith J. Jackson	74,674,444	587,809	

The shareholders of the Company elected each of the three director nominees nominated by the Company's Board of Directors to serve as Class III directors until the 2016 annual meeting of shareholders or until his earlier retirement by the following vote:

<b>Director</b>	<b>Votes For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Hassell H. Franklin	71,568,533	3,697,684	
W. G. Holliman, Jr.	69,019,448	6,240,270	
Robert C. Nolan	72,944,268	2,321,949	

**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  
Senior Executive Vice President and  
Chief Administrative Officer

Date: April 23, 2015