

BANCORPSOUTH INC  
Form 425  
April 22, 2014

**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 22, 2014 (April 21, 2014)**

**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**

**38804**

**201 South Spring Street**

**Tupelo, Mississippi**

**(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))

**Section 2 Financial Information**

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

On April 21, 2014 BancorpSouth, Inc. (the Company ) issued a press release announcing its financial results for the first quarter ended March 31, 2014. 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.**

The Company will conduct a conference call at 10:00 a.m. (Central Time) on April 22, 2014 to discuss its financial results for the first quarter ended March 31, 2014. A copy of the presentation to be used for the conference call is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

**Section 8 Other Events**

**Item 8.01. Other Events.**

To the extent required, the information set forth in Item 2.02 and Exhibit 99.1 is incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

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

(d) *Exhibits.*

Exhibit 99.1 Press release issued on April 21, 2014 by BancorpSouth, Inc.

Exhibit 99.2 Presentation for conference call to be conducted by BancorpSouth, Inc. on April 22, 2014

**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 22, 2014

**EXHIBIT INDEX**

Exhibit Number	Description
99.1	Press Release issued on April 21, 2014 by BancorpSouth, Inc.
99.2	Presentation for conference call to be conducted by BancorpSouth, Inc. on April 22, 2014