

BANCORPSOUTH INC  
Form 8-K  
January 24, 2012

**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 24, 2012 (January 18, 2012)

**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.)

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**One Mississippi Plaza**

**201 South Spring Street**

**Tupelo, Mississippi**

(Address of principal executive offices)

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

**38804**

(Zip Code)

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))

**Item 7.01. Regulation FD Disclosure.**

On January 24, 2012, BancorpSouth, Inc. (the Company) issued a press release announcing the closing of its underwritten public offering of common stock. A copy of the press release is furnished as Exhibit 99.1 and incorporated herein by reference in its entirety.

**Item 8.01. Other Events.**

On January 24, 2012, the Company issued and sold 10,952,381 shares of its common stock, par value \$2.50 per share (the Common Stock), pursuant to its previously announced offering of these securities (the Offering). The sales were made pursuant to an underwriting agreement (the Underwriting Agreement) with Morgan Stanley & Co. LLC and Stifel, Nicolaus & Company, Incorporated, as representatives of the several underwriters named therein. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein and into the Registration Statement (as hereinafter defined).

The shares of Common Stock were registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-3 (Registration No. 333-161213) (the Registration Statement). The Offering is more fully described in a prospectus supplement dated January 18, 2012 to the prospectus dated August 10, 2009 and filed with the Securities and Exchange Commission as part of the Registration Statement.

The legal opinion and consent of Riley Caldwell Cork & Alvis, P.A. as to the validity of the shares of Common Stock are filed as Exhibits 5.1 and 23.1, respectively, to this Current Report on Form 8-K and incorporated by reference herein and into the Registration Statement.

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

(d) *Exhibits.*

- 1.1 Underwriting Agreement, dated January 18, 2012, among the Company, Morgan Stanley & Co. LLC and Stifel, Nicolaus & Company, Incorporated, as representatives of the underwriters named therein.
- 5.1 Opinion of Riley Caldwell Cork & Alvis, P.A.
- 23.1 Consent of Riley Caldwell Cork & Alvis, P.A (included in Exhibit 5.1).
- 99.1 Press release dated January 24, 2012.

**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: January 24, 2012

**EXHIBIT INDEX**

Exhibit Number	Description
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5.1	Opinion of Riley Caldwell Cork & Alvis, P.A.
23.1	Consent of Riley Caldwell Cork & Alvis, P.A (included in Exhibit 5.1).
99.1	Press release dated January 24, 2012.