

Ameris Bancorp  
Form 424B3  
February 04, 2016

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Registration No. 333-208355**

## **PROXY STATEMENT/PROSPECTUS**

Dear Shareholder of Jacksonville Bancorp, Inc.:

These materials are a proxy statement of Jacksonville Bancorp, Inc. ( JAXB ) and a prospectus of Ameris Bancorp ( ABCB ). They are being furnished to you in connection with the notice of special meeting of JAXB shareholders to be held on March 11, 2016. At the special meeting of JAXB shareholders, you will be asked to vote on the following matters:

- (i) a proposal to approve the merger agreement between ABCB and JAXB, and the transactions contemplated in the merger agreement including, among other things, the merger of JAXB with and into ABCB with ABCB surviving the merger (the merger proposal );
- (ii) a proposal to approve the amendment of JAXB 's articles of incorporation as described in this proxy statement/prospectus (the charter amendment );
- (iii) a proposal to approve, on a non-binding advisory basis, the compensation that certain executive officers of JAXB may receive under existing agreements or arrangements with JAXB in connection with the merger (the merger-related compensation proposal ); and
- (iv) a proposal to approve the adjournment or postponement of the special meeting, if necessary or appropriate, to solicit additional proxies to approve the merger proposal or the charter amendment (the adjournment proposal ).

As of February 1, 2016, the record date for the special meeting, there were 3,512,773 shares of JAXB voting common stock, and 2,287,821 shares of JAXB nonvoting common stock (which we refer to together as the JAXB common stock ), outstanding and entitled to vote at the special meeting.

Approval of the merger proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of JAXB voting common stock and a majority of the outstanding shares of JAXB nonvoting common stock, each voting as a separate class. Approval of the charter amendment requires that: (i) the votes cast for the proposal by the holders of JAXB voting common stock exceed the votes cast against such proposal by the holders of JAXB voting common stock; and (ii) the votes cast for the proposal by the holders of JAXB nonvoting common stock exceed the votes cast against such proposal by the holders of JAXB nonvoting common stock. Approval of the merger-related compensation proposal requires that the number of votes cast at the special meeting in favor of the proposal by the holders of JAXB voting common stock exceeds the number of votes cast against the proposal by the holders of the JAXB voting common stock. The adjournment proposal will be approved if the votes cast for that proposal by the holders of JAXB voting common stock and the holders of JAXB nonvoting common stock, voting together as a single group, exceed the votes cast against such proposal by the holders of JAXB voting common stock and the holders of the JAXB nonvoting common stock. In addition, approval of the merger proposal is cross-conditioned upon approval of the charter amendment. In other words, if JAXB shareholders do not approve the merger proposal, the charter amendment will fail; likewise, if JAXB shareholders do not approve the charter amendment, the merger proposal will also fail.

Subject to the election and adjustment procedures described in this proxy statement/prospectus, if the merger proposal and the charter amendment are approved, and the merger is completed, then holders of JAXB common stock will be entitled to receive, in exchange for each share of JAXB common stock, per share merger consideration equal to either:

(i) 0.5861 shares of ABCB common stock, or (ii) \$16.50 in cash, without interest; *provided*, that the total merger consideration shall be prorated as necessary to ensure that 25% of the total outstanding shares of JAXB common stock will be exchanged for cash and 75% of the total outstanding shares of JAXB common stock will be exchanged for shares of ABCB common stock. The completion of the merger is subject to a price floor. If the average closing price of one share of ABCB common stock during a specified determination period has declined by more than 15% from its price on September 28, 2015 of \$28.11 per share, and ABCB common stock underperforms the KBW Nasdaq Regional Banking Index (KRX) by more than 15% during such period, then JAXB may terminate the merger agreement unless ABCB offsets such reduction in the value of ABCB common stock by increasing the number of shares of ABCB common stock to be issued or paying cash consideration to shareholders of JAXB entitled to receive shares of ABCB common stock in the merger. As of February 1, 2016, the most recent practicable date prior to the filing of this proxy statement/prospectus, and assuming no exercise or settlement of JAXB equity awards prior to the merger and no adjustment to the merger consideration paid by ABCB, the value of the aggregate merger consideration is approximately \$96.85 million and 2,549,796 shares of ABCB common stock would be issued to JAXB shareholders upon completion of the merger.

The ABCB common stock trades on the NASDAQ Global Select Market under the ticker symbol ABCB . The JAXB voting common stock trades on the NASDAQ Capital Market under the ticker symbol JAXB . On February 1, 2016, the closing price of the ABCB common stock and the JAXB voting common stock was \$28.60 per share and \$16.61 per share, respectively. The JAXB nonvoting common stock is not listed or traded on any established securities exchange or quotation system.

The accompanying materials contain information regarding the merger proposal and the charter amendment as well as the other matters to be acted upon. **We encourage you to read the entire document carefully, including Risk Factors section beginning on page 31, for a discussion of the risks related to the proposed merger and charter amendment.**

Sincerely,

**Donald F. Glisson, Jr.**  
**Chairman of the Board**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE MERGER OR OTHER TRANSACTIONS DESCRIBED IN THIS PROXY STATEMENT/PROSPECTUS OR THE SECURITIES TO BE ISSUED PURSUANT TO THE MERGER UNDER THIS PROXY STATEMENT/PROSPECTUS NOR HAVE THEY DETERMINED IF THIS PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**The securities to be issued in connection with the merger are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

This proxy statement/prospectus is dated February 4, 2016 and is first being mailed to JAXB shareholders on or about February 8, 2016.

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# NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Dear Shareholder of Jacksonville Bancorp, Inc.:

You are cordially invited to attend a special meeting of shareholders of Jacksonville Bancorp, Inc., a Florida corporation ( JAXB ). The special meeting will be held on March 11, 2016, at 9:00 a.m. local time, at JAXB 's principal executive offices, 100 North Laura Street, Suite 1000, Jacksonville, Florida 32202, to consider and vote upon the following matters:

1. A proposal for holders of JAXB common stock, \$0.01 par value per share (the JAXB voting common stock ), and JAXB nonvoting common stock, \$0.01 par value per share (the JAXB nonvoting common stock ), to approve the Agreement and Plan of Merger, dated as of September 30, 2015, as it may be amended from time to time, by and between Ameris Bancorp, a Georgia corporation ( ABCB ), and JAXB (the merger agreement ), and the transactions contemplated in the merger agreement including, among other things, the merger of JAXB with and into ABCB with ABCB surviving the merger (the merger ). A copy of the merger agreement is attached to this proxy statement/prospectus as **Annex A**. We sometimes call this proposal the merger proposal .

2. A proposal for holders of JAXB voting common stock and JAXB nonvoting common stock to approve an amendment to JAXB 's articles of incorporation to eliminate the right, as it relates to the merger, of holders of JAXB nonvoting common stock to elect to receive nonvoting securities of ABCB (the charter amendment ). A copy of the charter amendment is attached to this proxy statement/prospectus as **Annex B**.

3. A proposal for holders of JAXB voting common stock to approve, on a non-binding advisory basis, the compensation that certain executive officers of JAXB may receive under existing agreements or arrangements with JAXB in connection with the merger (the merger-related compensation proposal ).

4. A proposal for holders of JAXB voting common stock and JAXB nonvoting common stock (voting together as a group) to approve the adjournment or postponement of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the merger proposal or the charter amendment (the adjournment proposal ).

In this proxy statement/prospectus, we refer to the JAXB voting common stock and the JAXB nonvoting common stock together as the JAXB common stock.

The record date for the special meeting is February 1, 2016 (the record date ). Only shareholders of record as of the close of business on the record date are entitled to notice of, and to vote at, the special meeting. All shareholders of record as of that date are cordially invited to attend the special meeting in person. Approval of the merger proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of JAXB voting common stock and a majority of the outstanding shares of JAXB nonvoting common stock, each voting as a separate class. The charter amendment will be approved if: (i) the votes cast for the proposal by the holders of JAXB voting common stock exceed the votes cast against such proposal by the holders of JAXB voting common stock; and (ii) the votes cast for the proposal by the holders of JAXB nonvoting common stock exceed the votes cast against such proposal by the holders of JAXB nonvoting common stock. Approval of the merger-related compensation proposal requires that the number of votes cast at the special meeting in favor of the proposal by the holders of JAXB voting common stock exceeds the number of votes cast against the proposal by the holders of JAXB voting common stock. The adjournment proposal will be approved if the votes cast for the proposal by the holders of JAXB voting common stock and the holders JAXB nonvoting common stock, voting together as a single group, exceed the votes cast against such proposal by the holders of JAXB voting common stock and the holders of the JAXB nonvoting common stock. In addition, approval of the merger proposal is cross-conditioned upon approval of the charter amendment. In other words, if JAXB shareholders do not approve the merger proposal, the charter amendment will fail; likewise, if JAXB shareholders do not approve the charter amendment, the merger proposal will also fail.



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**Holders of JAXB common stock are entitled to appraisal rights in connection with the merger and to obtain payment in cash of the appraised fair value of their shares of JAXB common stock under applicable provisions of the Florida Business Corporation Act (the "FBCA"). In order for a holder of JAXB common stock to exercise his, her or its appraisal rights, such holder must carefully follow the procedure set forth in the FBCA. A copy of the applicable statutory provisions of the FBCA is included as Annex E to the accompanying proxy statement/prospectus, and a summary of these provisions can be found under the section entitled "Appraisal Rights of JAXB Shareholders" beginning on page 176 of this proxy statement/prospectus.**

**JAXB's board of directors has unanimously approved each of the merger proposal, the charter amendment, the merger-related compensation proposal and the adjournment proposal, and has determined that the merger agreement and the transactions contemplated thereby, including the merger and the merger consideration, and the charter amendment are in the best interests of JAXB and its shareholders. JAXB's board of directors unanimously recommends that JAXB shareholders vote FOR the merger proposal, FOR the proposal to approve the charter amendment, FOR the non-binding proposal to approve the merger related compensation and FOR the adjournment proposal. In considering the recommendation of JAXB's board of directors, you should be aware that certain directors and executive officers of JAXB will have interests in the merger that may be different from, or in addition to, the interests of JAXB shareholders generally. See the section entitled "Interests of JAXB's Directors and Executive Officers in the Merger" beginning on page 90 of this proxy statement/prospectus.**

**Your vote is very important, regardless of the number of shares of JAXB common stock that you own. We cannot complete the merger unless JAXB's shareholders approve the merger proposal and the charter amendment.**

Even if you plan to attend the special meeting in person, JAXB requests that you vote your shares promptly by telephone, by Internet or by mail prior to the special meeting to ensure that your shares of JAXB common stock will be represented at the special meeting if you are unable to attend. If you vote by mail, please complete, sign, date and return the enclosed proxy card(s) in the accompanying prepaid reply envelope as promptly as possible. If you hold your shares in street name through a bank, brokerage firm or other nominee, you should follow the procedures provided by your bank, brokerage firm or other nominee to vote your shares. If you fail to submit a proxy or to attend the special meeting in person or do not provide your bank, brokerage firm or other nominee with instructions as to how to vote your shares, as applicable, then your shares of JAXB common stock will not be counted for purposes of determining whether a quorum is present at the special meeting and will have the same effect as a vote **AGAINST** the approval of the merger proposal but will have no effect on the outcome of the vote on the charter amendment, the merger-related compensation proposal or the adjournment proposal.

**WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE VOTE YOUR SHARES IMMEDIATELY BY TELEPHONE, BY INTERNET OR BY MAIL. IF YOU VOTE BY MAIL, PLEASE COMPLETE, DATE, SIGN AND RETURN, AS PROMPTLY AS POSSIBLE, THE ENCLOSED PROXY CARD(S) IN THE ACCOMPANYING PREPAID REPLY ENVELOPE. IF YOU ATTEND THE SPECIAL MEETING AND VOTE IN PERSON, YOUR VOTE BY BALLOT WILL REVOKE ANY PROXY PREVIOUSLY SUBMITTED.**

By Order of the Board of Directors,

Kendall L. Spencer  
President & Chief Executive Officer

Jacksonville, Florida  
Dated: February 8, 2016



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**IMPORTANT NOTICE REGARDING THE AVAILABILITY  
OF PROXY MATERIALS  
FOR THE SHAREHOLDER MEETING TO BE HELD ON  
MARCH 11, 2016**

*The Proxy Statement/Prospectus is available at  
[www.jaxbank.com](http://www.jaxbank.com) or with your 16-digit control number at [www.proxyvote.com](http://www.proxyvote.com).*

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE MERGER OR OTHER TRANSACTIONS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS OR THE SECURITIES TO BE ISSUED PURSUANT TO THE MERGER UNDER THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS NOR HAVE THEY DETERMINED IF THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**The securities to be issued in connection with the merger are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

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## WHERE YOU CAN FIND MORE INFORMATION

Both ABCB and JAXB are subject to the information requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act ), which means that they are both required to file certain reports, proxy statements, and other business and financial information with the Securities and Exchange Commission ( SEC ). You may read and copy any materials that either ABCB or JAXB files with the SEC at the Public Reference Room of the SEC at 100 F.

Street N.E., Washington, D.C. 20549. You may also obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains a website at <http://www.sec.gov> where you can access reports, proxy, information and registration statements, and other information regarding registrants that file electronically with the SEC. ABCB s filings are also available free of charge at ABCB s website at <https://www.amerisbank.com/> under the heading Investor Relations and then under the heading SEC Filings , and JAXB s filings are also available free of charge at JAXB s website at <https://www.jaxbank.com/> under the heading Investor Relations and then under the heading SEC Filings . Except as specifically incorporated by reference into this proxy statement/prospectus, information on those websites or filed with the SEC is not part of this proxy statement/prospectus.

ABCB has filed a registration statement on Form S-4 (which we refer to as the registration statement ) of which this proxy statement/prospectus forms a part. As permitted by SEC rules, this proxy statement/prospectus does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits, at the addresses set forth below. Statements contained in this proxy statement/prospectus as to the contents of any contract or other documents referred to in this document are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This proxy statement/prospectus incorporates by reference documents that ABCB has previously filed, and that ABCB may file through the date of the special meeting, with the SEC. They contain important information about ABCB and its financial condition. For further information, see the section entitled Incorporation of Certain ABCB Documents by Reference beginning on page 180 of this proxy statement/prospectus. These documents are available without charge to you upon written or oral request directed to:

Ameris Bancorp  
310 First St., S.E.  
Moultrie, Georgia 31768  
Telephone: (229) 890-1111  
Attn: Corporate Secretary, Ameris Bancorp

Jacksonville Bancorp, Inc.  
100 North Laura Street, Suite 1000  
Jacksonville, Florida 32202  
Telephone: (904) 421-3040  
Attn: Corporate Secretary, Jacksonville Bancorp, Inc.

**In order for you to receive timely delivery of the documents in advance of the special meeting of JAXB shareholders to be held on March 11, 2016, you must request the information no later than five (5) business days prior to the date of the special meeting, by March 4, 2016.**





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ANNEX E	Florida Business Corporations Act, Sections 607.1301 through 607.1333

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# QUESTIONS AND ANSWERS ABOUT THE MERGER PROPOSAL, THE CHARTER AMENDMENT, THE MERGER-RELATED COMPENSATION PROPOSAL AND THE SPECIAL MEETING

The following questions and answers are intended to briefly address some commonly asked questions regarding the merger proposal, the charter amendment, the merger-related compensation proposal and the special meeting. We urge you to read carefully the remainder of this document because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the annexes to, and the documents incorporated by reference into, this proxy statement/prospectus.

## General

**Q: Why am I receiving this proxy statement/prospectus and proxy card(s)?**

ABCB and JAXB have entered into a merger agreement that provides for the merger of JAXB with and into ABCB with ABCB being the surviving entity. The terms of the merger and the merger agreement are described in this proxy statement/prospectus. Immediately following the merger, The Jacksonville Bank, JAXB's banking subsidiary, will merge with and into ABCB's banking subsidiary, Ameris Bank, with Ameris Bank being the surviving entity (which we refer to as the bank merger). In order for us to complete the transactions contemplated by the merger agreement, we need approvals by the banking regulators of ABCB and Ameris Bank, which we have already received, and the approval of the merger proposal and the charter amendment by JAXB shareholders. This proxy statement/prospectus includes important information about the merger proposal, the merger and the merger agreement, a copy of which is attached as *Annex A* to this proxy statement/prospectus, the charter amendment, a copy of which is attached as *Annex B* to this proxy statement/prospectus, the merger-related compensation proposal and the special meeting. JAXB shareholders should read this information carefully and in its entirety. The enclosed voting materials allow shareholders to vote their shares without attending the special meeting in person.

**Q: What am I being asked to vote on at the special meeting?**

A: JAXB is holding the special meeting to ask its shareholders to consider and vote upon four matters: the merger proposal to approve the merger agreement and the transactions contemplated in the merger agreement (i) including, among other things, the merger of JAXB with and into ABCB with ABCB remaining as the surviving entity, (ii) a proposal to approve the charter amendment, the merger-related compensation proposal to approve, on a non-binding advisory basis, compensation that certain (iii) executive officers of JAXB may receive under existing agreements or arrangements with JAXB in connection with the merger, and the adjournment proposal to grant authority to proxy holders to vote in favor of the adjournment or postponement (iv) of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the merger proposal or the charter amendment.

**Q: What is the vote required to approve each proposal at the JAXB special meeting?**

A: The following is the required vote to approve each proposal:  
The approval of the merger proposal requires the affirmative vote of the holders of a majority of the outstanding

shares of JAXB voting common stock and a majority of the outstanding shares of JAXB nonvoting common stock, each voting as a separate class.

The charter amendment will be approved if: (i) the votes cast for the proposal by the holders of JAXB voting common stock exceed the votes cast against such proposal by the holders of JAXB

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voting common stock; and (ii) the votes cast for the proposal by the holders of JAXB nonvoting common stock exceed the votes cast against such proposal by the holders of JAXB nonvoting common stock.

Approval of the merger-related compensation proposal requires that the number of votes cast at the special meeting, in person or by proxy, in favor of the proposal by the holders of JAXB voting common stock exceeds the number of votes cast against the proposal by the holders of JAXB voting common stock.

The adjournment proposal will be approved if the votes cast for the proposal by the holders of JAXB voting common stock and the holders JAXB nonvoting common stock, voting together as a single group, exceed the votes cast against such proposal by the holders of JAXB voting common stock and the holders of the JAXB nonvoting common stock.

In addition, approval of the merger proposal is cross-conditioned upon approval of the charter amendment. In other words, if JAXB shareholders do not approve the merger proposal, the charter amendment will fail; likewise, if JAXB shareholders do not approve the charter amendment, the merger proposal will also fail.

Shareholders holding approximately 39.81% of the outstanding shares of JAXB voting common stock and 78.94% of the outstanding shares of JAXB nonvoting common stock as of the record date have agreed to vote for approval of the merger proposal, the charter amendment and the adjournment proposal, subject to certain exceptions. See the section entitled The Merger Agreement Voting and Support Agreement which begins on page 88 of this proxy statement/prospectus.

**Q. Does my vote matter?**

Yes. Because the affirmative vote required to approve the merger proposal is based upon the total number of outstanding shares of JAXB voting common stock and JAXB nonvoting common stock, if you fail to submit a proxy or vote in person at the special meeting, or you do not provide your bank, brokerage firm or other nominee with instructions, as applicable, then this will have the same effect as a vote **AGAINST** the approval of the merger proposal.

As to the charter amendment proposal, the merger-related compensation proposal or the adjournment proposal, if your shares of JAXB voting common stock or JAXB nonvoting common stock are present at the special meeting but are not voted on a proposal, or if you vote to abstain on a proposal, then there will be no effect on the outcome of the vote on that proposal. If you fail to submit a proxy and fail to attend the special meeting, or if you do not instruct your bank, brokerage firm or other nominee to vote your shares of JAXB voting common stock or JAXB nonvoting common stock in favor of a proposal, then your shares of JAXB voting common stock or JAXB nonvoting common stock, as applicable, will not be voted, but this will not have an effect on the outcome of the vote on the charter amendment proposal, the merger-related compensation proposal or the adjournment proposal, except to the extent it results in there being insufficient shares present at the special meeting to establish a quorum.

See the section entitled Information About the Special Meeting Record Date and Quorum beginning on page 48 of this proxy statement/prospectus.

**Q: How does JAXB's board of directors recommend that I vote at the special meeting?**

A: JAXB's board of directors unanimously recommends that JAXB shareholders vote:  
**FOR** the approval of the merger proposal,  
**FOR** the approval of the charter amendment,  
**FOR** the approval, on a non-binding basis, of the merger-related compensation, and  
**FOR** the approval of the adjournment proposal.

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See the section entitled Proposal 1 The Merger Proposal JAXB s Reasons for the Merger; Recommendation of JAXB s Board of Directors beginning on page 58 of this proxy statement/prospectus.

**Q: Are there any voting agreements in place with JAXB shareholders?**

Yes. In connection with the merger agreement, ABCB and JAXB entered into a Voting and Support Agreement with certain JAXB shareholders (which we refer to as the Voting and Support Agreement ) under which these shareholders have agreed to vote their shares of JAXB common stock in favor of the merger proposal, the charter amendment and the adjournment proposal and against any action or agreement that would be reasonably likely to impair the ability of ABCB or JAXB to complete the merger, or that would otherwise prevent, impede or delay the consummation of the transactions contemplated by the merger agreement and against any alternative acquisition proposal without regard to the terms of such proposal, in each case subject to the terms and conditions of the Voting and Support Agreement. As of the record date, the Voting and Support Agreement covered approximately 1,398,607 shares of JAXB voting common stock and 1,806,000 shares of JAXB nonvoting common stock, or approximately 39.81% of the outstanding shares of JAXB voting common stock and 78.94% of the outstanding shares of JAXB nonvoting common stock, respectively. A copy of the Voting and Support Agreement is attached as *Annex C* to this proxy statement/prospectus.

**Merger Proposal**

**Q: What will I receive if the merger is completed?**

Unless adjusted pursuant to the terms of the merger agreement, each share of JAXB common stock issued and outstanding immediately prior to the completion of the merger (other than shares held in treasury by JAXB and shares held by ABCB or by any wholly-owned subsidiary of ABCB or JAXB (other than (i) shares held in trust accounts, managed accounts and the like, or otherwise held in a fiduciary or agency capacity, that are beneficially owned by third parties and (ii) shares held, directly or indirectly, by ABCB, JAXB or any wholly owned subsidiary of ABCB or JAXB in respect of a debt previously contracted), which we refer to as excluded shares , and shares held by JAXB shareholders who properly demand appraisal rights under Sections 607.1301 to 607.1333 of the FBCA) will be converted into the right to receive either:  
0.5861 shares (which we refer to as the exchange ratio ) of ABCB common stock (which we refer to as the per share stock consideration ), or  
\$16.50 in cash, without interest (which we refer to as the per share cash consideration ).

Notwithstanding the foregoing, the total merger consideration shall be prorated as necessary to ensure that 25% of the total outstanding shares of JAXB common stock will be exchanged for cash and 75% of the total outstanding shares of JAXB common stock will be exchanged for shares of ABCB common stock. Cash will be paid in lieu of fractional shares. We refer to the per share cash consideration, together with the per share stock consideration and any cash in lieu of fractional shares issuable in respect of outstanding JAXB common stock, collectively, as the merger consideration. See What happens if I am eligible to receive a fraction of a share of ABCB common stock as part of the per share merger consideration? below and the section entitled The Merger Agreement Effective Time, Effects of the Merger; Organizational Documents of the Surviving Corporation; Directors and Officers Effects of the Merger on JAXB Common Stock beginning on page 72 of this proxy statement/prospectus.

**Q: May the merger consideration be adjusted?**

A: The completion of the merger is subject to a price floor. If the average closing price of one share of ABCB common stock during a specified determination period has declined by more than 15% from its price on September 28, 2015 of \$28.11 per share, and ABCB common stock underperforms the KBW Nasdaq Regional Banking Index (KRX) by more than 15% during such period, then JAXB may terminate the merger agreement unless ABCB offsets such reduction in the value of ABCB common stock by increasing the number of shares of ABCB common stock to be issued or paying cash consideration to shareholders of JAXB entitled to receive shares of ABCB common stock in



the merger.

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See the section entitled "The Merger Agreement – Termination Rights and Merger Consideration Adjustment; Termination Fee" beginning on page 85 of this proxy statement/prospectus.

Also, if after the date of the merger agreement and at or prior to the effective time of the merger (the "effective time"), the outstanding shares of ABCB common stock or JAXB common stock are changed into a different number of shares or type of securities by reason of any reclassification, split-up, stock split, subdivision, combination or exchange of shares, or if any dividend payable in stock or other securities is declared on shares of ABCB common stock or JAXB common stock with a record date during such period, or if any similar event occurs, then the per share stock consideration and the per share cash consideration will be adjusted to provide the holders thereof the same economic effect as contemplated by the merger agreement.

**Q: What is the value of the per share merger consideration?**

Because the per share stock consideration consists of ABCB common stock payable at a fixed exchange ratio for JAXB common stock (assuming no adjustment to the merger consideration as described above) and the market value of the ABCB common stock changes daily, the value of the per share stock consideration will fluctuate. Accordingly, it is not possible to determine the price of ABCB common stock or the value of the per share stock consideration in advance of when the merger becomes effective or when shares ABCB common stock are delivered to the former shareholders of JAXB entitled to receive the per share stock consideration for their shares of JAXB common stock. As an illustration, assuming the merger had been completed on September 30, 2015, the date the merger agreement was executed, and assuming an exchange ratio of 0.5861, the per share stock consideration would be valued at approximately \$16.85, based on the closing price of ABCB common stock of \$28.75 on that date. However, assuming the merger had been completed on February 1, 2016, the most recent date practicable before these materials were mailed, the per share stock consideration would be valued at approximately \$16.76, based on the closing price of ABCB common stock of \$28.60 on that date. The value of the per share cash consideration is fixed at \$16.50 in cash, without interest.

**Q: What happens if I am eligible to receive a fraction of a share of ABCB common stock as part of the per share merger consideration?**

If the aggregate number of shares of ABCB common stock that you are entitled to receive as part of the per share merger consideration includes a fraction of a share of ABCB common stock, then you will receive cash in lieu of that fractional share. See the section entitled "The Merger Agreement – Effective Time, Effects of the Merger; Organizational Documents of the Surviving Corporation; Directors and Officers – Effects of the Merger on JAXB Common Stock" beginning on page 72 of this proxy statement/prospectus.

**Q: What will holders of outstanding JAXB equity awards receive in the merger?**

Immediately prior to the effective time, any outstanding JAXB equity awards will fully vest and be cancelled and converted into the right to receive cash, as described below.

*Stock Options.* Immediately prior to the effective time, each option to purchase shares of JAXB voting common stock granted under the JAXB equity incentive plan that is outstanding (a "JAXB stock option") will fully vest and be cancelled and converted into the right to receive, as soon as reasonably practicable after the effective time of the merger, an amount in cash, without interest, equal to the product of: (i) the total number of shares of JAXB voting common stock subject to such JAXB stock option multiplied by (ii) the excess, if any, of the (A) per share equity award consideration over (B) the per share exercise price for the applicable JAXB stock option, less applicable withholding taxes. Any JAXB stock option that has a per share exercise price that is greater than or equal to the per share equity award consideration will be cancelled for no consideration.

In this proxy statement/prospectus, we refer to:

the product of (i) the exchange ratio multiplied by (ii) the average ABCB stock price during the determination period, as the per share equity consideration; and



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the average closing sales price of ABCB common stock during the twenty (20) consecutive full trading days (we refer to such twenty (20) consecutive full trading days as the determination period ) preceding the later to occur of (we refer to such later date as the determination date ) (i) the effective date of the last required regulatory approval approving or exempting the merger and (ii) the date of the receipt of the approval of JAXB s shareholders, as the average ABCB stock price during the determination period.

*Restricted Stock Unit Awards.* Immediately prior to the effective time, each outstanding JAXB restricted stock unit award granted under the JAXB equity incentive plan (a JAXB restricted stock unit award ) will fully vest and be cancelled and converted into the right to receive, as soon as reasonably practicable after the effective time, an amount in cash, without interest, equal to the product of: (i) the total number of shares of JAXB voting common stock subject to such JAXB restricted stock unit award (prorated, in the case of any JAXB restricted stock unit award subject to performance-based vesting conditions held by an individual whose employment with JAXB or its subsidiaries has terminated prior to the closing of the merger under circumstances not resulting in forfeiture of the applicable award, based on the number of days such employee was employed by JAXB or its subsidiaries during the applicable performance period) multiplied by (ii) the per share equity award consideration, less applicable withholding taxes.

**Q: What will happen to JAXB as a result of the merger?**

If the merger is completed, then JAXB will be merged with and into ABCB, with ABCB surviving the merger as the surviving corporation. As a result of the merger, JAXB will cease to exist, and The Jacksonville Bank, currently a wholly owned subsidiary of JAXB, will become a wholly owned subsidiary of ABCB. In addition, JAXB voting common stock will be delisted from the NASDAQ Capital Market and deregistered under the Exchange Act.

Immediately following the completion of the merger, The Jacksonville Bank will be merged with and into Ameris Bank, a wholly owned subsidiary of ABCB, with Ameris Bank surviving the bank merger as the surviving bank.

**Q: What equity stake will JAXB shareholders hold in ABCB immediately following the merger?**

Based on the number of issued and outstanding shares of ABCB common stock and JAXB common stock as of February 1, 2016, and assuming no exercise or settlement of JAXB equity awards and no adjustment to the merger consideration, holders of shares of JAXB common stock as of immediately prior to the closing of the merger will hold, in the aggregate, approximately 7.3% of the issued and outstanding shares of ABCB common stock immediately following the closing of the merger.

**Q: When do you expect the merger to be completed?**

Subject to the satisfaction or waiver of the closing conditions described under the section entitled, The Merger Agreement Conditions to Completion of the Merger beginning on page 16 of this proxy statement/prospectus, including the approval of the merger proposal and the charter amendment, by JAXB shareholders at the special meeting, ABCB and JAXB expect that the merger will be completed during the first quarter of 2016. However, it is possible that factors outside the control of both companies could result in the merger being completed at a different time or not at all.

**Q: What are the material United States federal income tax consequences of the merger to JAXB shareholders?**

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code ), and it is a condition to the respective obligations of ABCB and JAXB to complete the merger that each of ABCB and JAXB receives a legal opinion to that effect. Accordingly, a JAXB common shareholder generally will recognize gain, but not loss, in an amount equal to the lesser of (i) the amount of gain realized (i.e., the excess of the sum of the amount of cash and the fair market value of the JAXB common stock received pursuant to the merger over that holder s adjusted tax basis in its shares of JAXB common stock surrendered) and (ii) the amount of cash received pursuant to the merger. Further, a JAXB common shareholder generally will recognize gain or loss with respect to cash received instead of fractional shares of ABCB common stock

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that the JAXB common shareholder would otherwise be entitled to receive. For further information, see the section entitled "Material United States Federal Income Tax Consequences" beginning on page 150.

**The United States federal income tax consequences described above may not apply to all holders of JAXB common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.**

**Q: How can I elect to receive either the per share stock consideration or the per share cash consideration?**

An election statement is being mailed to you at the time this proxy statement/prospectus is being mailed. You may indicate a preference to receive the per share stock consideration (which we refer to as a "stock election") or the per share cash consideration (which we refer to as a "cash election") for each share of JAXB common stock you own as of the effective time by completing and returning the election statement as indicated on the election statement; *provided*, that the total merger consideration shall be prorated as necessary to ensure that 25% of the total outstanding shares of JAXB common stock will be exchanged for cash (which we refer to as the "cash election maximum") and 75% of the total outstanding shares of JAXB common stock will be exchanged for shares of ABCB common stock (which we refer to as the "stock election maximum"). Accordingly, if the aggregate cash elections are greater than the cash election maximum, each cash election will be reduced pro rata based on the amount that the aggregate cash elections exceed the cash election maximum. Alternatively, if the aggregate stock elections are greater than the stock election maximum, each stock election will be reduced pro rata based on the amount that the aggregate stock elections exceed the stock election maximum. If your election statement is not received by the exchange agent by the date of the special meeting (or such other time and date as ABCB and JAXB may mutually agree), ABCB will determine whether you will receive the per share stock consideration or the per share cash consideration in completing the prorations necessary to achieve both the cash election maximum and the stock election maximum. **JAXB's board of directors makes no recommendation as to whether you should choose to receive the per share stock consideration or the per share cash consideration for your shares of JAXB common stock. You should consult with your own financial advisor on that decision.**

**Q: How will I receive the merger consideration to which I am entitled?**

Following the effective time of the merger, if you are a shareholder of record, you will receive a letter of transmittal that will provide instructions on what actions you need to take to receive the merger consideration payable on JAXB shares that you owned prior to the merger. If you hold your shares beneficially through a bank, brokerage firm or other nominee, following the effective time, your bank, brokerage firm or other nominee will receive the ABCB common stock or cash to which you are entitled from the exchange agent. For further information, see the section entitled "The Merger Agreement - Exchange and Payment Procedures" beginning on page 74 of this proxy statement/prospectus.

**Q: Will shares of ABCB common stock acquired in the merger receive a dividend?**

If you receive the per share stock consideration in the merger, then, after the closing of the merger, as a holder of ABCB common stock you will receive the same dividends on shares of ABCB common stock that all other holders of shares of ABCB common stock will receive with any dividend record date that occurs after the merger is completed.

Former JAXB shareholders who hold JAXB stock certificates or book entry shares will not be entitled to be paid dividends with a record date after the closing of the merger otherwise payable on the shares of ABCB common stock into which their shares of JAXB common stock are exchangeable until they surrender their JAXB stock certificates or book entry shares according to the instructions provided to them.

Any such payment of dividends by ABCB would require approval by ABCB's board of directors, and ABCB's board of directors may change ABCB's dividend policy at any time. See the section entitled



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Comparative Per Share Market Price and Dividend Information beginning on page 28 for a comparison of the historical dividend practices of ABCB and JAXB.

**Q: Am I entitled to exercise dissenters or appraisal rights instead of receiving the per share merger consideration for my shares of JAXB common stock?**

A: Yes. JAXB shareholders have the right to assert appraisal rights and to obtain payment in cash of the fair value of their shares of JAXB common stock instead of receiving the per share merger consideration if they strictly comply with the requirements and procedures set forth in Sections 607.1301 through 607.1333 of the FBCA, a copy of which is included as *Annex E* to this proxy statement/prospectus. Failure to strictly comply with the requirements and procedures set forth in those sections of the FBCA will result in the loss, termination or waiver of appraisal rights and of the right to obtain payment of the fair value of the shareholders' JAXB common stock. See the section entitled "Appraisal Rights of JAXB Shareholders" beginning on page 176. This proxy statement/prospectus constitutes notice of appraisal rights pursuant to Section 607.1320 of the FBCA.

**Q: Are there any risks that I should consider in deciding whether to vote for the approval of the merger proposal?**

A: Yes. You should read and carefully consider the risk factors set forth in the section entitled "Risk Factors" beginning on page 31 of this proxy statement/prospectus. You also should read and carefully consider the risk factors of ABCB contained in the documents that are incorporated by reference into this proxy statement/prospectus.

**Q: What are the conditions to completion of the merger?**

A: In addition to the approval of the merger proposal by JAXB shareholders as described above, completion of the merger is subject to the satisfaction of a number of other conditions, including the receipt of all required regulatory approvals and expiration or termination of all statutory waiting periods in respect thereof, approval of the listing on the NASDAQ of the ABCB common stock to be issued in the merger, the accuracy of representations and warranties under the merger agreement (subject to the materiality standards set forth in the merger agreement), each party's readiness to complete the bank merger, ABCB's and JAXB's performance of their respective obligations under the merger agreement in all material respects, the approval and effectiveness of the charter amendment, and each of ABCB's and JAXB's receipt of a tax opinion to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code. In addition, ABCB is not obligated to complete the merger if, among other things, appraisal rights are properly demanded for 10% or more of the issued and outstanding shares of JAXB common stock. For a more complete summary of the conditions that must be satisfied or waived prior to completion of the merger, see the section entitled "The Merger Agreement - Conditions to Completion of the Merger" beginning on page 16 of this proxy statement/prospectus.

**Q: What happens if the merger is not completed?**

A: If the merger is not completed, then JAXB shareholders will not receive the merger consideration for their shares of JAXB common stock. Instead, JAXB will remain an independent public company and the JAXB voting common stock will continue to be listed and traded on the NASDAQ Capital Market. Under specified circumstances, JAXB may be required to pay ABCB a fee with respect to the termination of the merger agreement, as described under the section entitled "The Merger Agreement - Termination Rights and Merger Consideration Adjustment; Termination Fee" beginning on page 85 of this proxy statement/prospectus.

**Charter Amendment and Merger-Related Compensation Proposal**

**Q: Why am I being asked to consider and vote on a proposal to amend the charter?**

A: JAXB's current articles of incorporation provide that, in connection with any merger transaction, the holders of shares of JAXB nonvoting common stock can elect to receive the same consideration received by holders of JAXB voting common stock in the merger transaction or, in lieu of receiving voting securities of the resulting institution, holders of JAXB nonvoting common stock may elect to receive





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nonvoting securities of the resulting institution. ABCB desires that all shares of ABCB capital stock issued in the merger consist of shares of ABCB common stock having voting rights. Accordingly, the charter amendment eliminates the right of holders of JAXB nonvoting common stock to elect to receive nonvoting securities solely with respect to the merger transaction with ABCB.

**Q: What will happen if JAXB shareholders do not approve the charter amendment?**

Approval of the charter amendment is a condition to the closing of the merger. Accordingly, if JAXB shareholders do not approve the charter amendment, then ABCB has the right to terminate the merger agreement and the merger will not be completed. Additionally, because approval of the merger proposal is cross-conditioned upon approval of the charter amendment, if JAXB shareholders do not approve the charter amendment, the merger proposal will also fail.

**Q: Do any of JAXB's directors or executive officers have interests in the merger that may differ from those of JAXB shareholders?**

JAXB's directors and executive officers have interests in the merger that are different from, or in addition to, their interests as JAXB shareholders. The members of JAXB's board of directors were aware of and considered these interests, among other matters, in evaluating the merger agreement and the merger, and in recommending that JAXB shareholders approve the merger proposal. For a description of these interests, refer to the section entitled "Interests of JAXB's Directors and Executive Officers in the Merger" beginning on page 90 of this proxy statement/prospectus.

**Q: Why am I being asked to cast an advisory (non-binding) vote to approve the compensation payable to certain JAXB named executive officers in connection with the merger?**

The SEC, in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, adopted rules that require JAXB to seek an advisory (non-binding) vote with respect to certain payments that may be made to JAXB's named executive officers in connection with the merger.

**Q: What will happen if JAXB shareholders do not approve the merger-related compensation proposal?**

Approval of the compensation payable to the named executive officers of JAXB in connection with the merger is not a prerequisite to completion of the merger. The vote with respect to the compensation payable to named executive officers in the merger is advisory and will not be binding on JAXB (or the combined company that results from the merger) regardless of whether the merger is approved. Accordingly, because the compensation to be paid to the JAXB named executive officers in connection with the merger is contractual, the compensation will be payable if the merger is completed regardless of the outcome of the non-binding, advisory vote.

## The Special Meeting

**Q: Who can vote at the special meeting?**

All holders of record of JAXB voting common stock and JAXB nonvoting common stock as of the close of business on February 1, 2016, the record date for the special meeting, are entitled to receive notice of, and to vote at, the special meeting as described in this proxy statement/prospectus. Each holder of JAXB voting common stock and JAXB nonvoting common stock is entitled to cast one vote on each matter properly brought before the special meeting for each share of JAXB voting common stock and JAXB nonvoting common stock that such holder owned of record as of the record date and on which matter such share is entitled to vote.

**Q: When and where is the special meeting?**

The special meeting will be held on March 11, 2016, at 9:00 a.m. local time, at JAXB's principal executive offices, 100 North Laura Street, Suite 1000, Jacksonville, Florida 32202. For additional information about the special meeting, see the section entitled "Information About the Special Meeting" beginning on page 14 of this proxy statement/prospectus. If you would like to attend and need directions, please call JAXB at (904) 421-3040.

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**Q: What is the difference between holding shares as a shareholder of record and as a beneficial owner?**

A: If your shares of JAXB common stock are registered directly in your name with the transfer agent of JAXB, Broadridge Financial Solutions, Inc., you are considered the shareholder of record with respect to those shares. As the shareholder of record, you have the right to vote as described in this proxy statement/prospectus, or to grant a proxy for your vote directly to JAXB or to a third party to vote at the special meeting.

If your shares are held by a bank, brokerage firm or other nominee, then you are considered the beneficial owner of shares held in street name, and your bank, brokerage firm or other nominee is considered the shareholder of record with respect to those shares. Your bank, brokerage firm or other nominee will send you, as the beneficial owner, a package describing the procedure for voting your shares. You should follow the instructions provided by them to vote your shares. You are invited to attend the special meeting; however, you may not vote these shares in person at the special meeting unless you obtain a legal proxy from your bank, brokerage firm or other nominee that holds your shares, giving you the right to vote the shares at the special meeting.

**Q: If my shares of JAXB common stock are held in street name by my bank, brokerage firm or other nominee, will my bank, brokerage firm or other nominee automatically vote those shares for me?**

A: Your bank, brokerage firm or other nominee will only be permitted to vote your shares of JAXB common stock if you instruct your bank, brokerage firm or other nominee how to vote. You should follow the procedures provided by your bank, brokerage firm or other nominee regarding the voting of your shares of JAXB common stock. In accordance with the rules of the NASDAQ, banks, brokerage firms and other nominees who hold shares of JAXB common stock in street name for their customers have authority to vote on routine proposals when they have not received instructions from beneficial owners. However, banks, brokerage firms and other nominees are precluded from exercising their voting discretion with respect to non-routine matters, such as the approval of the merger proposal, the proposal to approve the charter amendment, the merger-related compensation proposal and the adjournment proposal. As a result, absent specific instructions from the beneficial owner of such shares, banks, brokerage firms and other nominees are not empowered to vote such shares. A so-called broker non-vote results when banks, brokerage firms and other nominees return a valid proxy but do not vote on a particular proposal because they do not have discretionary authority to vote on the matter and have not received specific voting instructions from the beneficial owner of such shares. The effect of not instructing your broker how you wish your shares to be voted will be the same as a vote **AGAINST** the approval of the merger proposal, and will not have an effect on the outcome of the vote with respect to the proposal to approve the charter amendment, the merger-related compensation proposal or the adjournment proposal.

**Q: How many votes do I have?**

A: Each JAXB shareholder is entitled to one vote for each share of JAXB voting common stock and JAXB nonvoting common stock held of record as of the record date for each matter on which such share is entitled to vote. As of the close of business on the record date, there were 3,512,773 outstanding shares of JAXB voting common stock and 2,287,821 outstanding shares of JAXB nonvoting common stock.

**Q: What constitutes a quorum for the special meeting?**

A: The presence, in person or represented by proxy, of holders of a majority of all of the outstanding shares of JAXB voting common stock and a majority of the outstanding shares of JAXB nonvoting common stock entitled to vote at the special meeting constitutes a quorum for the purposes of the special meeting. Abstentions are considered present for purposes of establishing a quorum.

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**Q: What do I need to do now?**

A: Even if you plan to attend the special meeting in person, after carefully reading and considering the information contained in this proxy statement/prospectus, please vote promptly to ensure that your shares are represented at the special meeting. Please also complete and return the election statement according to the instructions provided on such election statement.

**Q: How do I vote?**

A: *Shareholder of Record.* If you were a shareholder of record on the record date for the special meeting, you may vote your shares of JAXB common stock on the matters to be presented at the special meeting in the following ways:

By Telephone using the toll-free number listed on your proxy card(s);

By Internet at the address provided on your proxy card(s);

By Mail by completing, signing, dating and returning the enclosed proxy card(s) in the accompanying prepaid reply envelope; or

In Person you may attend the special meeting and cast your vote there.

*Beneficial Owner.* If you were a beneficial owner on the record date for the special meeting, please refer to the instructions provided by your bank, brokerage firm or other nominee to see which of the above choices are available to you. Please note that if you were a beneficial owner on the record date for the special meeting and wish to vote in person at the special meeting, then you must obtain a legal proxy from your bank, brokerage firm or other nominee.

**Q: How can I change or revoke my vote?**

A: You have the right to revoke a proxy at any time before it is exercised, by voting again at a later date through any of the methods available to you, by attending the special meeting and voting in person, or by giving written notice of revocation to JAXB prior to the time the special meeting begins. Written notice of revocation should be mailed to: Jacksonville Bancorp, Inc., 100 North Laura Street, Suite 1000, Jacksonville, Florida, 32202, Attention: Corporate Secretary.

**Q: If a shareholder gives a proxy, how are the shares of JAXB common stock voted?**

A: Regardless of the method you choose to vote, the individuals named on the enclosed proxy card(s) will vote your shares of JAXB common stock in the way that you indicate. When completing your proxy card(s), you may specify whether your shares of JAXB common stock should be voted **FOR** or **AGAINST** or to **ABSTAIN** from voting on all, some or none of the specific items of business to come before the special meeting.

If you properly sign your proxy card(s) but do not mark the boxes showing how your shares should be voted on a matter, the shares of JAXB common stock represented by your properly signed proxy will be voted **FOR** the proposals described in this proxy statement/prospectus on which such shares are entitled to vote.

**Q: What should I do if I receive more than one set of voting materials?**

A: If you (i) hold shares of JAXB common stock in street name and also directly as a record holder or otherwise (ii) hold shares of JAXB common stock in more than one brokerage account or (iii) hold shares of both JAXB common stock and JAXB nonvoting common stock, then you may receive more than one set of voting materials relating to the special meeting. Please vote your shares represented by each proxy card by telephone, by Internet or by completing, signing, dating and returning each proxy card, or otherwise following the voting instructions provided in this proxy statement/prospectus in order to ensure that all of your shares of JAXB common stock are voted. If you hold your shares in street name through a bank, brokerage firm or other nominee, you should follow the procedures provided by your bank, brokerage firm or other nominee to vote your shares.

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**Q: What happens if I sell my shares of JAXB common stock before the special meeting?**

The record date is earlier than both the date of the special meeting and the effective time. If you transfer your shares of JAXB common stock after the record date but before the special meeting, you will, unless the transferee requests A: a proxy from you, retain your right to vote at the special meeting but will transfer the right to receive the per share merger consideration to the person to whom you transfer your shares. In order to receive the per share merger consideration for each of your shares of JAXB common stock, you must hold your shares at the effective time.

**Q: Who will solicit and pay the cost of soliciting proxies?**

JAXB will pay the proxy solicitation costs related to the special meeting. JAXB's directors, officers and employees may solicit proxies by telephone, by facsimile, by mail, on the Internet or in person. They will not be paid any A: additional amounts for soliciting proxies. JAXB also may reimburse banks, brokerage firms, other nominees or their respective agents for their expenses in forwarding proxy materials to beneficial owners of JAXB common stock.

**Q: Should I send in my stock certificates now?**

**No, please do NOT return your stock certificate(s) with your proxy or election statement.** If the merger proposal and the charter amendment are approved by JAXB shareholders and the merger is completed, and you are a record holder of JAXB common stock as of the effective time, then you will be sent a letter of transmittal as A: promptly as reasonably practicable after the completion of the merger describing how you may exchange each of your shares of JAXB common stock for the per share merger consideration. If your shares of JAXB common stock are held in street name through a bank, brokerage firm or other nominee, then you will receive instructions from your bank, brokerage firm or other nominee as to how to effect the surrender of your street name shares of JAXB common stock in exchange for the per share merger consideration.

**Q: Where can I find the voting results of the special meeting?**

The preliminary voting results will be announced at the special meeting. In addition, within four (4) business days A: following certification of the final voting results, JAXB will file the final voting results with the SEC on a Current Report on Form 8-K.

**Q: Who can help answer any other questions I have?**

If you have additional questions about the merger, need assistance in submitting your proxy or voting your shares A: of JAXB common stock, or need additional copies of this proxy statement/prospectus or the enclosed proxy card(s), please contact JAXB at:

Jacksonville Bancorp, Inc.  
100 North Laura Street, Suite 1000  
Jacksonville, Florida 32202  
Telephone: (904) 421-3040  
Attention: Valerie A. Kendall

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## SUMMARY

*The following summary highlights selected information in this proxy statement/prospectus and may not contain all the information that may be important to you as a JAXB shareholder. Accordingly, we encourage you to read carefully this entire proxy statement/prospectus, its annexes and the documents referred to in this proxy statement/prospectus. Each item in this summary includes a page reference directing you to a more complete description of that topic. You may obtain the information incorporated by reference into this proxy statement/prospectus without charge by following the instructions under the section entitled "Incorporation of Certain ABCB Documents by Reference" beginning on page 180 of this proxy statement/prospectus.*

### **The Parties to the Merger (Page 52)**

**Jacksonville Bancorp, Inc.**

**100 North Laura Street, Suite 1000  
Jacksonville, Florida 32202  
Telephone: (904) 421-3040**

JAXB, a Florida corporation, is a bank holding company whose business is conducted primarily through The Jacksonville Bank, a Florida-state chartered bank and a wholly-owned subsidiary of JAXB. Through The Jacksonville Bank, JAXB provides a variety of commercial and retail banking services through eight offices in the Jacksonville, Florida metropolitan area, as well as online banking through its virtual branch. JAXB's product lines include personal and online banking and sweep accounts that may be invested in Goldman Sachs mutual funds, in addition to traditional banking products. JAXB's loan portfolio includes commercial loans, real estate mortgage loans and consumer and other types of loans, with a particular emphasis on commercial real estate loans. JAXB has specialized in providing services to small business owners, with a particular focus on professional services, wholesalers, distributors and other service industries. Through Fountain Financial, Inc., a subsidiary of The Jacksonville Bank, JAXB serves the investment and insurance needs of bank customers.

JAXB was incorporated on October 24, 1997 as a Florida corporation. At September 30, 2015, JAXB had approximately \$505.3 million in total assets, \$386.9 million in total loans (net of allowance for loan losses), \$433.0 million in total deposits and shareholders' equity of \$42.1 million. Deposits with The Jacksonville Bank are insured, up to applicable limits, by the Federal Deposit Insurance Corporation (the "FDIC").

The JAXB voting common stock is currently listed on the NASDAQ Capital Market under the symbol "JAXB". The JAXB nonvoting common stock is not listed or traded on any established securities exchange or quotation system.

**Ameris Bancorp**

**310 First St., S.E.  
Moultrie, Georgia 31768  
Telephone: (229) 890-1111**

ABCB, a Georgia corporation, is a bank holding company whose business is conducted primarily through Ameris Bank, a Georgia state-chartered bank and a wholly-owned subsidiary of ABCB. As a bank holding company, ABCB performs certain shareholder and investor relations functions and seeks to provide financial support, if necessary, to

Ameris Bank.

ABCB is headquartered in Moultrie, Georgia, and, through Ameris Bank, provides a full range of banking services to its retail and commercial customers through branches primarily concentrated in select markets in Georgia, Alabama, Florida and South Carolina. These branches serve distinct communities in ABCB's business areas with autonomy but do so as one bank, leveraging ABCB's favorable geographic footprint in an effort to acquire more customers.

ABCB was incorporated on December 18, 1980 as a Georgia corporation. ABCB operates 117 domestic banking offices with no foreign activities. At September 30, 2015, ABCB had approximately \$5.2 billion in total assets, \$3.6 billion in total loans (net of allowance for loan losses), \$4.5 billion in total deposits and stockholders' equity of \$502.3 million. Deposits with Ameris Bank are insured, up to applicable limits, by the FDIC.

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The ABCB common stock is listed on the NASDAQ Global Select Market under the symbol ABCB.

## **The Merger and the Merger Agreement**

The terms and conditions of the merger are contained in the merger agreement, a copy of which is attached as *Annex A* to this proxy statement/prospectus. We encourage you to read the merger agreement carefully and in its entirety, as it is the legal document that governs the merger.

Pursuant to the merger agreement, JAXB will merge with and into ABCB with ABCB surviving the merger as the surviving corporation. Immediately thereafter, The Jacksonville Bank, JAXB's banking subsidiary, will merge with and into ABCB's banking subsidiary, Ameris Bank, with Ameris Bank continuing as the surviving entity.

## **Per Share Merger Consideration; Merger Consideration Adjustment (Pages 73 and 85)**

Unless adjusted pursuant to the terms of the merger agreement, each share of JAXB common stock issued and outstanding immediately prior to the completion of the merger (other than excluded shares and shares held by shareholders who properly demand appraisal rights under Sections 607.1301 to 607.1333 of the FBCA) will be converted into the right to receive either:

0.5861 shares of ABCB common stock, or  
\$16.50 in cash, without interest.

Notwithstanding the foregoing, the total merger consideration shall be prorated as necessary to ensure that 25% of the total outstanding shares of JAXB common stock will be exchanged for cash and 75% of the total outstanding shares of JAXB common stock will be exchanged for shares of ABCB common stock. Cash will be paid in lieu of fractional shares.

The completion of the merger is subject to a price floor. If the average closing price of one share of ABCB common stock during a specified determination period has declined by more than 15% from its price on September 28, 2015 of \$28.11 per share, and ABCB common stock underperforms the KBW Nasdaq Regional Banking Index (KRX) by more than 15% during such period, then JAXB may terminate the merger agreement unless ABCB offsets such reduction in the value of ABCB common stock by increasing the number of shares of ABCB common stock to be issued or paying cash consideration to shareholders of JAXB entitled to receive shares of ABCB common stock in the merger.

Also, if after the date of the merger agreement and at or prior to the effective time, the outstanding shares of ABCB common stock or JAXB common stock are changed into a different number of shares or type of securities by reason of any reclassification, split-up, stock split, subdivision, combination or exchange of shares, or if any dividend payable in stock or other securities is declared on shares of ABCB common stock or JAXB common stock with a record date during such period, or if any similar event occurs, then the per share stock consideration and the per share cash consideration will be adjusted to provide the holders thereof the same economic effect as contemplated by the merger agreement.

## Treatment of JAXB Outstanding Equity Awards (Page 90)

### Treatment of JAXB Stock Options

Immediately prior to the effective time, each JAXB stock option that is outstanding will fully vest and be cancelled and converted into the right to receive, as soon as reasonably practicable after the effective time, an amount in cash, without interest, equal to the product of: (i) the total number of shares of JAXB voting common stock subject to such JAXB stock option multiplied by (ii) the excess, if any, of (A) the per share equity award consideration over (B) the per share exercise price for the applicable JAXB stock option, less applicable withholding taxes. Any JAXB stock option that has a per share exercise price that is greater than or equal to the per share equity award consideration will be cancelled for no consideration.

### Treatment of JAXB Restricted Stock Unit Awards

Immediately prior to the effective time, each outstanding JAXB restricted stock unit award will fully vest and be cancelled and converted into the right to receive, as soon as reasonably practicable after the effective time, an amount in cash, without interest, equal to the product of: (i) the total number of shares of JAXB



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voting common stock subject to such JAXB restricted stock unit award (prorated, in the case of any JAXB restricted stock unit award subject to performance-based vesting conditions held by an individual whose employment with JAXB or its subsidiaries has terminated prior to the closing of the merger under circumstances not resulting in forfeiture of the applicable award, based on the number of days such employee was employed by JAXB or its subsidiaries during the applicable performance period) multiplied by (ii) the per share equity award consideration, less applicable withholding taxes.

### **JAXB s Reasons for the Merger; Recommendation of JAXB s Board of Directors (Page 58)**

JAXB s board of directors unanimously recommends that JAXB shareholders vote **FOR** the merger proposal, **FOR** the approval of the charter amendment, **FOR** the proposal to approve (on a non-binding, advisory basis) the merger-related consideration and **FOR** approval of the adjournment proposal.

### **Opinion of JAXB s Financial Advisor (Page 61)**

On September 30, 2015, Hovde Group, LLC, which we refer to as Hovde, JAXB s financial advisor in connection with the merger, rendered a written opinion to JAXB s board of directors to the effect that, as of such date and subject to and based on the qualifications and assumptions set forth in its written opinion, the merger consideration to be paid in connection with the merger is fair, from a financial point of view, to JAXB shareholders.

The full text of Hovde s opinion, dated September 30, 2015, is attached as *Annex D* to this proxy statement/prospectus. You should read the opinion in its entirety for a description of the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by Hovde in rendering its opinion.

Hovde s opinion is addressed to JAXB s board of directors and the opinion is not a recommendation as to how any JAXB shareholder should vote with respect to the merger or any other matter or as to any action that a shareholder should take with respect to the merger.

The opinion addresses only the fairness, from a financial point of view, of the merger consideration to be paid in connection with the merger to JAXB shareholders, and does not address the underlying business decision of JAXB to engage in the merger, or the relative merits of the merger as compared to any strategic alternatives that may be available to JAXB.

### **Information About the Special Meeting (Page 48)**

#### **Time, Place and Purpose of the Special Meeting (Page 48)**

The special meeting will be held on March 11, 2016, at 9:00 a.m. local time, at JAXB s principal executive offices, 100 North Laura Street, Suite 1000, Jacksonville, Florida 32202. At the special meeting, JAXB shareholders will be asked to consider and vote upon: (i) a proposal for holders of JAXB voting common stock and JAXB nonvoting common stock to approve the merger agreement and the transactions contemplated in the merger agreement including, among other things, the merger of JAXB with and into ABCB with ABCB surviving the merger; (ii) a proposal for holders of JAXB voting common stock and JAXB nonvoting common stock to approve the charter amendment; (iii) a proposal for holders of JAXB voting common stock to approve, on a non-binding advisory basis, the compensation

that certain executive officers of JAXB may receive under existing agreements or arrangements with JAXB in connection with the merger; and (iv) a proposal for holders of JAXB voting common stock and JAXB nonvoting common stock to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the merger proposal or the charter amendment.

**Record Date and Quorum (Page 48)**

You are entitled to receive notice of, and to vote at, the special meeting if you were an owner of record of shares of JAXB voting common stock or JAXB nonvoting common stock as of the close of business on February 1, 2016, the record date. On the record date, there were 3,512,773 shares of JAXB voting common stock outstanding and entitled to vote and 2,287,821 shares of JAXB nonvoting common stock outstanding and entitled to vote. You will have one vote on each matter properly brought before the special meeting for each share of JAXB voting common stock and JAXB nonvoting common stock that you owned on the record date and on which matter such share is entitled to vote.

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The presence, in person or represented by proxy, of holders of a majority of all of the outstanding shares of JAXB voting common stock and a majority of all of the outstanding shares of JAXB nonvoting common stock entitled to vote at the special meeting constitutes a quorum for the purposes of the special meeting. Abstentions are considered present for purposes of establishing a quorum.

### **Vote Required (Page 48)**

The approval of the merger proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of JAXB voting common stock and a majority of the outstanding shares of JAXB nonvoting common stock, each voting as a separate class. The charter amendment will be approved if: (i) the votes cast for the proposal by the holders of JAXB voting common stock exceed the votes cast against such proposal by the holders of JAXB voting common stock; and (ii) the votes cast for the proposal by the holders of JAXB nonvoting common stock exceed the votes cast against such proposal by the holders of JAXB nonvoting common stock. Approval of the merger-related compensation proposal requires that the number of votes cast at the special meeting in favor of the proposal by the holders of JAXB voting common stock exceeds the number of votes cast against the proposal by the holders of JAXB voting common stock. The adjournment proposal will be approved if the votes cast for the proposal by the holders of JAXB voting common stock and the holders of JAXB nonvoting common stock, voting together as a single group, exceed the votes cast against such proposal by the holders of JAXB voting common stock and the holders of the JAXB nonvoting common stock. In addition, approval of the merger proposal is cross-conditioned upon approval of the charter amendment. In other words, if JAXB shareholders do not approve the merger proposal, the charter amendment will fail; likewise, if JAXB shareholders do not approve the charter amendment, the merger proposal will also fail. Votes to abstain will not be counted as votes cast in favor of the approval of the merger proposal, the charter amendment, the merger-related compensation or adjournment, but will count for the purpose of determining whether a quorum is present.

**If you fail to submit a proxy or to vote in person at the special meeting, or do not provide your bank, brokerage firm or other nominee with instructions as to how to vote your shares, as applicable, then your shares of JAXB common stock will not be voted on the approval of the merger proposal, which will have the same effect as a vote AGAINST the approval of the merger proposal, and your shares of JAXB common stock will not be voted on the approval of the charter amendment, the merger-related compensation or the adjournment proposal, but will not affect the outcome of the vote on those proposals.**

As of the record date, the directors and executive officers of JAXB and their affiliates beneficially owned and were entitled to vote approximately 1,398,607 shares of JAXB voting common stock representing approximately 39.81% of the shares of JAXB voting common stock outstanding on that date and 1,806,000 shares of JAXB nonvoting common stock representing approximately 78.94% of the shares of JAXB nonvoting common stock outstanding on that date. JAXB and ABCB have entered into a Voting and Support Agreement with certain shareholders of JAXB pursuant to which these shareholders have agreed, solely in their capacity as shareholders of JAXB, to vote their shares of JAXB voting common stock and JAXB nonvoting common stock in favor of the merger proposal, in favor of the charter amendment, and in favor of the adjournment proposal, subject to certain exceptions and among other things. A copy of the Voting and Support Agreement is attached as *Annex C* to this proxy statement/prospectus.

### **Proxies and Revocations (Page 50)**

Any shareholder of record entitled to vote at the special meeting may submit a proxy by telephone, by Internet or by returning the enclosed proxy card(s) in the accompanying prepaid reply envelope, or may vote in person by appearing at the special meeting. If your shares of JAXB common stock are beneficially held in street name through a bank, brokerage firm or other nominee, then you should instruct your bank, brokerage firm or other nominee on how to vote

your shares of JAXB common stock using the instructions provided by your bank, brokerage firm or other nominee.