

BANCORPSOUTH INC  
Form 8-K  
April 28, 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 28, 2014 (April 23, 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**

**201 South Spring Street**

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

**38804**  
(Zip Code)

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

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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 5 Corporate Governance and Management

### Item 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting (the Annual Meeting ) of BancorpSouth, Inc. (the Company ) was held on April 23, 2014. Matters submitted at the Annual Meeting and the voting results thereof were as follows:

*Proposal 1: Election of Directors.* The shareholders of the Company elected each of Messrs. Hood, Perry and Turner as Class II director nominees nominated by the Company s Board of Directors to serve until the 2017 annual meeting or until his earlier retirement by the following vote:

Director	For	Withheld	Broker Non-Votes
Warren A. Hood, Jr.	71,967,902	3,126,116	
Alan W. Perry	69,522,338	5,571,680	
Thomas H. Turner	74,412,792	681,226	

The shareholders of the Company elected Messrs. Holliman and Lashlee as Class I director nominees nominated by the Company s Board of Directors to serve until the 2015 annual meeting of shareholders or until his earlier retirement by the following vote:

Director	For	Withheld	Broker Non-Votes
W. G. Holliman, Jr.	69,455,722	5,638,296	
Turner O. Lashlee	73,979,617	1,114,400	

*Proposal 2: Advisory Vote on Executive Compensation.* The Company s shareholders approved, on an advisory basis, the compensation of the Company s Named Executive Officers, as defined in the Company s definitive proxy statement filed with the Securities and Exchange Commission on March 21, 2014, by the following vote:

For	Against	Abstain	Broker Non-Votes
71,518,514	2,627,570	947,934	

**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 28, 2014