

RENASANT CORP  
Form POS AM  
July 27, 2007

As filed with the Securities and Exchange Commission on July 27, 2007

Registration No. 333-141449

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-4

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

## RENASANT CORPORATION

(Exact name of registrant as specified in its charter)

**MISSISSIPPI**  
(State or other jurisdiction of  
incorporation or organization)

**6022**  
(Primary Standard Industrial  
Classification Code Number)

**64-0676974**  
(I.R.S. Employer  
Identification No.)

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209 Troy Street

Tupelo, Mississippi 38804

(662) 680-1001

(Address, including zip code, and telephone number,

including area code, of Registrant's principal executive offices)

E. Robinson McGraw  
Renasant Corporation  
209 Troy Street

*Copies to:*  
Mark A. Fullmer, Esq.  
Phelps Dunbar, LLP

*Copies to:*  
Katherine M. Koops, Esq.  
Powell Goldstein LLP

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**Tupelo, Mississippi 38804  
(662) 680-1001**

(Name, address, including zip code, and  
telephone number, including area code, of agent  
for service)

**365 Canal Street, Suite 2000  
New Orleans, Louisiana 70130  
(504) 584-9324**

**One Atlantic Center 14 Floor  
1201 West Peachtree Street, N.W.  
Atlanta, Georgia 30309  
(404) 572-6600**

**Approximate Date of Commencement of Proposed Sale of the Securities to the Public:** The merger of Capital Bancorp, Inc. with and into Renasant Corporation was consummated on July 1, 2007. Renasant Corporation is hereby amending this registration statement to deregister the 802,762 shares of Renasant common stock, par value \$5.00 per share, under this registration statement remaining after the issuance of its shares to stockholders of Capital Bancorp, Inc. in connection with the merger.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

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This Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 (Registration No. 333-141449), as amended, shall become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

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**EXPLANATORY NOTE**

Pursuant to a Form S-4 Registration Statement (Registration No. 333-141449), as amended, Renasant Corporation, a Mississippi corporation (the Registrant), registered 3,600,000 shares of its common stock, par value \$5.00 per share, issuable to stockholders of Capital Bancorp, Inc. pursuant to an Agreement and Plan of Merger dated as of February 5, 2007 by and among the Registrant, Renasant Bank, Capital Bancorp, Inc. and Capital Bank & Trust Company, as amended, under which Capital Bancorp, Inc. merged with and into the Registrant, with the Registrant surviving the merger. The merger was consummated on July 1, 2007. The Registrant hereby removes from registration the 802,762 shares of its common stock that remain unissued after the completion of the merger.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tupelo, State of Mississippi, on July 27, 2007.

RENASANT CORPORATION

by: /s/ E. Robinson McGraw  
E. Robinson McGraw

Chairman, President and Chief Executive

Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated on July 27, 2007.

<b>Signature</b>	<b>Title</b>
/s/ E. Robinson McGraw	Chairman of the Board, President and
E. Robinson McGraw	Chief Executive Officer and Director
	(Principal Executive Officer)
/s/ Stuart R. Johnson	Executive Vice President
Stuart R. Johnson	and Chief Financial Officer
	(Principal Financial and Accounting Officer)
*	Director
William M. Beasley	
*	Director
George H. Booth, II	
*	Director
Frank B. Brooks	
*	Director
John M. Creekmore	
*	Executive Vice President
Francis J. Cianciola	and Director

	*	Director
Marshall H. Dickerson		
	*	Director
John T. Foy		
	*	Director
Richard L. Heyer, Jr.		
	*	Director
Neal A. Holland, Jr.		
	*	Director
Harold B. Jeffreys		
	*	Director
Jack C. Johnson		
	*	Director
J. Niles McNeel		
	*	Director
Theodore S. Moll		
	*	Director
John W. Smith		
	*	Director
H. Joe Trulove		
	*	Vice Chairman of the Board
J. Larry Young		and Director

\* By: /s/ E. Robinson McGraw  
E. Robinson McGraw

Attorney-in-Fact