

BANCORPSOUTH INC  
Form DEFA14A  
April 25, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**BANCORPSOUTH, INC.**

**(Name of Registrant as Specified in its Charter)**

**N/A**

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

x No fee required

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**One Mississippi Plaza  
201 South Spring Street  
Tupelo, Mississippi 38804**

April 25, 2016

**SUPPLEMENT TO PROXY STATEMENT FOR  
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 27, 2016**

**Explanatory Note:**

The sole purpose of this supplement to the proxy statement of BancorpSouth, Inc. (the Company) filed with the Securities and Exchange Commission on March 22, 2016 (the Proxy Statement) is to clarify the required vote for the approval of Proposals 2 and 3 in the Proxy Statement. The information set forth under Required Vote in Proposals 2 and 3 in the Proxy Statement states that approval of those proposals requires the affirmative vote of holders of at least a majority of the Company's common stock outstanding as of the record date and that abstentions and broker non-votes will have the same effect as AGAINST votes on those proposals. The vote actually required for the approval of Proposals 2 and 3 is set forth below. Except as specifically discussed in this Explanatory Note and below, all information set forth in the Proxy Statement remains unchanged and should be considered in voting your shares. This supplemental information should be read in conjunction with the Proxy Statement.

Set forth below is the amended and restated section of the Proxy Statement entitled PROPOSAL 2: APPROVAL OF AMENDED AND RESTATED ARTICLES OF INCORPORATION, WHICH WILL (i) CHANGE THE BOARD SIZE RANGE, (ii) PERMIT SHAREHOLDER REMOVAL OF A DIRECTOR WITHOUT CAUSE, (iii) CONFORM THE PROVISION ON LIMITATION OF DIRECTOR LIABILITY TO THE MISSISSIPPI BUSINESS CORPORATION ACT, (iv) DECREASE THE PERCENTAGE OF SHAREHOLDERS REQUIRED TO CALL, AND REDUCE THE QUORUM REQUIREMENT FOR, SPECIAL SHAREHOLDERS MEETINGS, AND (v) INTEGRATE INTO A SINGLE DOCUMENT ALL PREVIOUS SHAREHOLDER-APPROVED AMENDMENTS  
Required Vote :

**Required Vote**

Assuming the presence of a quorum, the affirmative vote of holders of a majority of the shares of common stock represented at the annual meeting in person or by proxy and entitled to vote on the proposal is required to approve the Proposed Articles, which will (i) change the board size range, (ii) permit shareholder removal of a director without cause, (iii) conform the provision on limitation of director liability to the Mississippi Business Corporation Act, and (iv) decrease the percentage of shareholders required to call, and reduce the quorum requirement for, special shareholders meetings. Abstentions will have the same effect as AGAINST votes on this proposal. Broker non-votes will have no effect on the approval of this proposal.

Set forth below is the amended and restated section of the Proxy Statement entitled PROPOSAL 3: APPROVAL OF A NEW ARTICLE IN OUR RESTATED ARTICLES OF INCORPORATION, AS AMENDED, TO DESIGNATE THE STATE OR FEDERAL COURT OF GENERAL JURISDICTION IN LEE COUNTY, MISSISSIPPI, AS THE EXCLUSIVE FORUM FOR CERTAIN LEGAL ACTIONS  
Required Vote :

**Required Vote**

Assuming the presence of a quorum, the affirmative vote of holders of a majority of the shares of common stock represented at the annual meeting in person or by proxy and entitled to vote on the proposal is required to approve the addition of the exclusive forum selection provision to the Current Articles. Abstentions will have the same effect as AGAINST votes on this proposal. Broker non-votes will have no effect on the approval of this proposal.