

BANCORPSOUTH INC  
Form S-8  
October 06, 2008

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**As filed with the Securities and Exchange Commission on October 6, 2008**  
Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
BANCORPSOUTH, INC.  
(Exact name of registrant as specified in its charter)**

**Mississippi**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**64-0659571**  
(IRS Employer  
Identification No.)

**One Mississippi Plaza  
201 South Spring Street  
Tupelo, Mississippi 38804**  
(Address of Principal Executive Offices)

**BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors**  
(Full Title of the Plan)

**Aubrey B. Patterson  
Chairman and Chief Executive Officer  
BancorpSouth, Inc.  
One Mississippi Plaza  
201 South Spring Street  
Tupelo, Mississippi 38804**  
(Name and Address of Agent For Service)

**(662) 680-2000**  
(Telephone Number, Including Area Code, of Agent For Service)

Copy to:

E. Marlee Mitchell, Esq.  
Waller Lansden Dortch & Davis, LLP  
511 Union Street, Suite 2700  
Nashville, Tennessee 37219-1760  
(615) 244-6380

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

**Proposed maximum**

<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common stock, par value \$2.50 per share (1), (2)	580,000 (3)	\$27.42 (4)	\$15,903,600	\$625

(1) Includes associated preferred stock purchase rights which, prior to the occurrence of certain events, will not be exercisable or evidenced separately from the common stock.

(2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that became issuable under the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors, as amended (the Plan) by reason of any stock dividend, stock split, recapitalization or other similar transaction affected without

the receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.

- (3) Shares registered for issuance pursuant to the Plan. The Plan authorizes the issuance of a maximum of 964,000 shares of common stock, 384,000 of which were registered pursuant to a Registration Statement on Form S-8 (Registration No. 033-60699) for which the registration fee was previously paid in full.
- (4) Estimated pursuant to Rule 457(c) and Rule 457(h) solely for purposes of calculating the amount of the registration fee, based upon the average of the high and low prices reported on September 30, 2008, as reported on the New York Stock Exchange.



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**PART II**

Item 8. Exhibits

**SIGNATURES**

**INDEX TO EXHIBITS**

Ex-5.1 Opinion of Riley, Caldwell, Cork & Alvis, P.A.

Ex-23.1 Consent of KPMG LLP

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**Table of Contents****EXPLANATORY NOTE**

BancorpSouth, Inc. (the Company) is filing this Registration Statement on Form S-8 to register an additional 580,000 shares of the Company's common stock, \$2.50 par value (Common Stock), issuable pursuant to the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors, as amended (the Stock Option Plan). The contents of the Company's Registration Statement on Form S-8 (Registration No. 033-60699) registering shares of Common Stock issuable pursuant to the Stock Option Plan and filed with the Securities and Exchange Commission on June 29, 1995 is hereby incorporated by reference pursuant to Instruction E to Form S-8. Also pursuant to Instruction E to Form S-8, the filing fee is being paid only with respect to 580,000 shares of Common Stock not previously registered.

**PART II****INFORMATION REQUIRED IN THE REGISTRATION STATEMENT****Item 8. Exhibits.****Exhibit****Number****Description of Exhibit**

- |      |   |
|------|---|
| 4.1  | Articles of Incorporation, as amended and restated (1)  |
| 4.2  | Bylaws, as amended and restated (2)   |
| 4.3  | Amendment No. 1 to Amended and Restated Bylaws (3)  |
| 4.4  | Amendment No. 2 to Amended and Restated Bylaws (4)  |
| 4.5  | Amendment No. 3 to Amended and Restated Bylaws (4)  |
| 4.6  | Specimen Common Stock Certificate (5)   |
| 4.7  | Rights Agreement, dated as of April 24, 1991, including as Exhibit A the forms of Rights Certificate and of Election to Purchase and as Exhibit B the summary of Rights to Purchase Common Shares (6) |
| 4.8  | First Amendment to Rights Agreement, dated as of March 28, 2001 (7)   |
| 5.1  | Opinion of Riley, Caldwell, Cork & Alvis, P.A.  |
| 23.1 | Consent of KPMG LLP   |
| 24.1 | Power of Attorney (included on page II-2)   |
| 99.1 | BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors (8)  |
| 99.2 | Amendment to the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors (9)   |
| 99.3 | Amendment to the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors (10)  |

(1)

Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2007 (file number 1-12991) and incorporated by reference thereto.

(2) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 1998 (file number 1-12991) and incorporated by reference thereto.

(3) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (file number 1-12991) and incorporated by reference thereto.

(4) Filed as exhibits to the Company's Current Report on Form 8-K, filed on

January 26,  
2007 (file  
number  
1-12991), and  
incorporated by  
reference  
thereto.

(5) Filed as an  
exhibit to the  
Company's  
Annual Report  
on Form 10-K  
for the year  
ended  
December 31,  
1993 (file  
number  
0-10826) and  
incorporated by  
reference  
thereto.

(6) Filed as an  
exhibit to the  
Company's  
Registration  
Statement on  
Form 8-A, filed  
on April 24,  
1991, and  
incorporated by  
reference  
thereto.

(7) Filed as an  
exhibit to the  
Company's  
Registration  
Statement on  
Form 8-A/A,  
filed on  
March 28, 2001  
(file number  
1-12991), and  
incorporated by  
reference  
thereto.

(8) Filed as an  
exhibit to the

Company's  
Quarterly  
Report on Form  
10-Q for the  
three months  
ended  
March 31, 1998  
(file number  
1-12991) and  
incorporated by  
reference  
thereto.

(9) Filed as an  
exhibit to the  
Company's  
Quarterly  
Report on Form  
10-Q for the  
three months  
ended June 30,  
2005 (file  
number  
1-12991) and  
incorporated by  
reference  
thereto.

(10) Filed as an  
exhibit to the  
Company's  
Current Report  
on Form 8-K,  
filed on  
April 29, 2008  
(file number  
1-12991), and  
incorporated by  
reference  
thereto.

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**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tupelo, State of Mississippi, on October 6, 2008.

BANCORPSOUTH, INC.

By: /s/ Aubrey B. Patterson  
Aubrey B. Patterson  
Chairman of the Board and  
Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Aubrey B. Patterson and L. Nash Allen, Jr., and each of them, his true and lawful attorney-in-fact, as agent and with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacity, to sign any or all amendments to this Registration Statement and any registration statement related to the same offering as this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents in full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as they might or be in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Aubrey B. Patterson	Chairman of the Board, President, Chief Executive Officer and Director	October 6, 2008
Aubrey B. Patterson	(principal executive officer)	
/s/ L. Nash Allen, Jr.	Treasurer and Chief Financial Officer	October 6, 2008
L. Nash Allen, Jr.	(principal financial and accounting officer)	
	Director	
James E. Campbell III		
	Director	
Hassell H. Franklin		
/s/ W. G. Holliman, Jr.	Director	October 6, 2008
W.G. Holliman, Jr.		

President, Chief Operating Officer and  
Director

James V. Kelley

/s/ Larry G. Kirk

Director

October 6, 2008

Larry G. Kirk

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<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Turner O. Lashlee	Director	October 6, 2008
Turner O. Lashlee		
	Director	
Guy W. Mitchell, III		
/s/ R. Madison Murphy	Director	October 6, 2008
R. Madison Murphy		
/s/ Robert C. Nolan	Director	October 6, 2008
Robert C. Nolan		
/s/ W. Cal Partee, Jr.	Director	October 6, 2008
W. Cal Partee, Jr.		
/s/ Alan W. Perry	Director	October 6, 2008
Alan W. Perry		

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(6) Filed as an exhibit to the Company's Registration Statement on Form 8-A, filed on April 24, 1991, and incorporated by reference thereto.

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