

BANCORPSOUTH INC
Form 425
March 10, 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): March 10, 2014 (March 10, 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

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 8 Other Events

Item 8.01. Other Events.

On March 10, 2014, in connection with the distribution of the Proxy Statement/Prospectus to shareholders of Ouachita Bancshares Corp. (Ouachita), the Chairman of the board of directors of Ouachita provided a letter to the Ouachita shareholders. A copy of that letter is attached to this Current Report on Form 8-K and incorporated in its entirety herein by reference. Pursuant to Rule 425 promulgated by the Securities and Exchange Commission, this Current Report on Form 8-K and Exhibit 99 attached hereto are deemed to be filed and not furnished.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit 99 Letter from Clyde R. White to Ouachita Bancshares Corp. s Shareholders dated March 10, 2014.

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: March 10, 2014

EXHIBIT INDEX

Exhibit Number	Description
99	Letter from Clyde R. White to Ouachita Bancshares Corp. s Shareholders dated March 10, 2014.