
**FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, DC 20429**

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 11, 2021 (March 10, 2021)

BANCORPSOUTH BANK
(Exact Name of Registrant as Specified in Charter)

Mississippi
(State or Other Jurisdiction of
Incorporation)

11813
(FDIC Certificate No.)

64-0117230
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$2.50 par value per share	BXS	New York Stock Exchange
Series A Preferred Stock, \$0.01 par value per share	BXS-PrA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01. Regulation FD Disclosure.

The Board of Directors of BancorpSouth Bank (the “Company”) adopted an amendment to the Company’s Amended and Restated Long-Term Equity Incentive Plan (the “Plan”), effective as of March 10, 2021, to explicitly limit the recycling of shares of the Company’s common stock available for awards under the Plan. Shares are only available for reuse under the Plan for new awards to the extent that they become available: upon expiration or termination of options that have not been exercised; upon forfeiture of restricted stock; and, with respect to performance shares and restricted stock units, to the extent unearned or forfeited.

The foregoing description of the amendment to the Plan is qualified in its entirety by the text of the amendment to the Plan, which is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Amendment to the BancorpSouth Amended and Restated Long-Term Equity Incentive Plan

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 BANK

By: /s/ Cathy S. Freeman
Cathy S. Freeman
Senior Executive Vice President and
Chief Administrative Officer

Date: March 11, 2021

**AMENDMENT TO THE BANCORPSOUTH
AMENDED AND RESTATED LONG-TERM EQUITY INCENTIVE PLAN**

THIS AMENDMENT to the BancorpSouth Amended and Restated Long-Term Equity Incentive Plan (the “Plan”) by BancorpSouth Bank (the “Company”) is made by the Board of Directors of the Company on March 10, 2021.

RECITALS:

WHEREAS, the Company assumed the Plan from its predecessor, BancorpSouth, Inc., effective October 31, 2017 and amended and restated the Plan effective January 1, 2021 in order to provide equity-based incentive awards to officers, employees and consultants of the Company and its affiliates;

WHEREAS, the Company desires to limit the reuse of shares of common stock available under the Plan that are returned to the Company to prohibit recycling of such shares, other than with respect to forfeited shares; and

WHEREAS, the Board of Directors of the Company has determined, on advice of counsel, that this amendment can be made pursuant to Section 10.6 of the Plan without approval of the Company’s shareholders;

NOW, THEREFORE, Section 5.3 of the Plan is restated as follows:

5.3 Limited Reuse of Stock. Shares of Stock under an Award will only be available for reissuance under a new Award in the following circumstances: (i) the expiration or termination of an Option with respect to the shares not acquired by exercise; (ii) the forfeiture of any portion of a Restricted Stock Award with respect to the shares that are forfeited; and (iii) those shares of Stock covered by a Performance Award or Restricted Stock Unit Award that are not earned or are forfeited under the terms of the Award. Shares of Stock that are tendered or withheld as payment of the exercise price of an Option or to satisfy tax withholding obligations under an Award, or returned to the Company for any reason other than as described in clauses (i) through (iii), or repurchased under a Stock repurchase program of the Company using Option exercise proceeds shall not be treated as available for reissuance hereunder.