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

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**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): October 28, 2020

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

<u>Mississippi</u> (State or Other Jurisdiction of Incorporation)	<u>11813</u> (FDIC Certificate No.)	<u>64-0117230</u> (IRS Employer Identification No.)
<u>One Mississippi Plaza 201 South Spring Street Tupelo, Mississippi</u> (Address of Principal Executive Offices)		<u>38804</u> (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.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 29, 2020, BancorpSouth Bank (the “**Company**”) issued a news release announcing the election of Charlotte N. Corley to the Board of Directors of the Company (the “**Board**”). Ms. Corley was elected to the Board at its meeting on October 28, 2020 and will serve as a Class I director until the 2021 annual meeting of shareholders. The Company expects to nominate Ms. Corley for a full term at the 2021 annual meeting.

Ms. Corley is the former Commissioner of the Mississippi Department of Banking and Consumer Finance (“**DBCF**”). Ms. Corley served as the Commissioner of the DBCF from November 2014 until January 2020. Ms. Corley joined the DBCF in 1985 as a bank examiner and worked her way up through the ranks to become Banking Division Director in 2000 and Deputy Commissioner in 2013. A native Mississippian, Ms. Corley earned her Bachelor of Business Administration in banking and finance from Mississippi State University. She is a graduate of the School of Banking of the South at Louisiana State University, as well as the American Bankers Association’s National Graduate Trust School at Northwestern University. Ms. Corley is the former Chair of the Conference of State Bank Supervisors (“**CSBS**”), the nation’s leading advocate for the state banking system and the only national organization dedicated to advancing the state banking system. Ms. Corley was a longstanding member of the Interagency Supervisory Processes Committee, helping coordinate the processes of federal and state banking regulatory agencies. Ms. Corley is a past member of CSBS’s state supervisory processes and technology committees and is the former chair of its education foundation. Ms. Corley has also served as a member of the Federal Financial Institutions Examination Council’s Task Force on examiner education.

Also on October 28, 2020, the Board appointed Ms. Corley to serve on the Board’s Risk Management Committee and Trust and Financial Services Committee.

There are no family relationships between Ms. Corley and any current director or executive officer of the Company, and Ms. Corley was not appointed to any position with the Company pursuant to any arrangement or understanding with any other person. In addition, there are no transactions involving Ms. Corley and the Company that require disclosure under Item 404(a) of Regulation S-K.

As a non-employee director, Ms. Corley will receive compensation that is consistent with the compensation received by the other members of the Board and the applicable Board committees. A description of the compensation payable to members of the Board and its committees is set forth under the heading “Director Compensation” in the Company’s Proxy Statement filed with the Federal Deposit Insurance Corporation on March 11, 2020 and is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

The disclosure contained in Item 5.02 of this Current Report on Form 8-K is incorporated herein by reference.

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

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	News Release

## 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: October 29, 2020



**News Release**

For Immediate Release

**Contact:**

Antrenise Robinson  
BancorpSouth Corporate Communications  
662-680-2038

**Charlotte N. Corley Appointed to BancorpSouth Board of Directors**

**TUPELO, Miss.** -- October 29, 2020 – BancorpSouth Bank’s (NYSE: BXS) Board of Directors appointed Charlotte N. Corley of Starkville, Mississippi as a director of the company effective October 28, 2020. Corley is the former commissioner of the Mississippi Department of Banking and Consumer Finance (DBCF).



Charlotte Corley of Starkville, Mississippi, has been appointed to the BancorpSouth Board of Directors.

“We’re thrilled to add Charlotte Corley to the BancorpSouth Board of Directors,” said BancorpSouth Chairman and CEO Dan Rollins. “She is well respected across the banking industry, and we’re fortunate to be able to leverage her vast experience and knowledge to enhance our efforts in serving our customers and communities.”

Corley retired from the DBCF in January 2020 after 34 years of distinguished service. She began her career in the banking industry at Great Southern National Bank prior to joining the DBCF as a bank examiner in 1985. She rose swiftly through the ranks of the DBCF and became the banking division director in 2000, then deputy commissioner in 2013 and finally commissioner

in 2014. During her tenure as commissioner, assets of state-chartered banks in Mississippi increased by nearly 50 percent from \$60 billion in 2014 to almost \$90 billion in 2019.

“I’m excited about joining BancorpSouth’s board,” Corley said. “I look forward to working closely with the company’s management and board members to contribute to BancorpSouth’s continued future growth and success.”

Corley earned a bachelor of business administration degree in banking and finance from Mississippi State University in Starkville, Mississippi. She is a graduate of the Graduate School of Banking at Louisiana State University and the American Bankers Association’s National Graduate Trust School at Northwestern University.

Corley has been instrumental in shaping the banking industry through her work with the Conference of State Bank Supervisors (CSBS) where she served as chairman from 2018 to 2019. She is a former member of CSBS’s State Supervisory Processes and Technology Committees and the former chair of its Education Foundation. Corley also served as a member of the Federal Financial Institutions Examination Council’s Task Force on Examiner Education and was a longstanding member of the Interagency Supervisory Processes Committee.

### **About BancorpSouth Bank**

BancorpSouth Bank (NYSE: BXS) is headquartered in Tupelo, Mississippi, with approximately \$24 billion in assets. BancorpSouth operates approximately 310 full-service branch locations as well as additional mortgage, insurance, and loan production offices in Alabama, Arkansas, Florida, Louisiana, Mississippi, Missouri, Tennessee and Texas, including an insurance location in Illinois. BancorpSouth is committed to a culture of respect, diversity, and inclusion in both its workplace and communities. To learn more, visit our Community Commitment page at [www.bancorpsouth.com](http://www.bancorpsouth.com); “Like” us on Facebook; follow us on Twitter@MyBXS; or connect with us through LinkedIn.

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