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**FEDERAL DEPOSIT INSURANCE CORPORATION**

**Washington, DC 20429**

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**SCHEDULE 14A**

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

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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 under §240.14a-12

**BANCORPSOUTH BANK**

(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):

- 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:

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

**NOTICE REGARDING A CHANGE IN THE LOCATION OF THE  
2020 ANNUAL MEETING OF SHAREHOLDERS OF BANCORPSOUTH BANK**

**To Be Held April 22, 2020**

**To the Shareholders of  
BancorpSouth Bank:**

NOTICE IS HEREBY GIVEN that the location of the 2020 Annual Meeting of Shareholders (the “Annual Meeting”) of BancorpSouth Bank (“BancorpSouth”) has been changed and the Annual Meeting will now be conducted virtually over the Internet using an audio-only format (the “Notice”) instead of holding an in-person meeting at BancorpSouth’s corporate headquarters.

BancorpSouth is changing the location of the Annual Meeting to preserve and support the health and well-being of its employees, shareholders and communities in respect of the coronavirus (COVID-19) pandemic.

This Notice supplements and relates to the Notice of Internet Availability of Proxy Materials that you received on or after March 11, 2020 and the Proxy Statement and Proxy Card (the “Proxy Materials”) of BancorpSouth that were made available to you on March 11, 2020 in connection with the solicitation of proxies by the Board of Directors of BancorpSouth for use at the Annual Meeting.

This Notice is being filed with the Federal Deposit Insurance Corporation and has been made available under the “Public Filings” tab on the Investor Relations page of BancorpSouth’s website at <http://bancorpsouth.investorroom.com/FDIC-filings> and at [www.envisionreports.com/BXS](http://www.envisionreports.com/BXS).

**HOW TO ATTEND THE VIRTUAL ANNUAL MEETING:**

**Meeting Date:** April 22, 2020

**Meeting Time:** 9:00 a.m. Central Time

**Meeting Access:** [www.meetingcenter.io/250579037](http://www.meetingcenter.io/250579037). You may attend and participate in the Annual Meeting by visiting or clicking the web address in this paragraph and entering the 15-digit control number found on the Notice of Internet Availability of Proxy Materials that you previously received. You

will also be required to enter a password for the meeting. The password for the virtual Annual Meeting is BXS2020.

As described in the Proxy Materials, shareholders of record as of the close of business on February 28, 2020 may participate in and vote at the Annual Meeting. Beneficial owners who hold their shares through an intermediary broker, bank or other holder of record must register in advance to attend the Annual Meeting. To register, beneficial owners must submit proof of proxy power (legal proxy) reflecting all BancorpSouth holdings by forwarding a broker email or attaching an image of the legal proxy, along with such beneficial owner's name and email address, to Computershare by email to [legalproxy@computershare.com](mailto:legalproxy@computershare.com). Requests for registration must be labeled as "Legal Proxy" and be received no later than 5:00 p.m. (Central Time) on April 19, 2020. Shareholders requesting registration for legal proxies will receive an email from Computershare confirming such registration.

You are encouraged to log in to the Annual Meeting website 15 minutes before the start of the Annual Meeting. The virtual Annual Meeting has been designed to provide you the same rights that you would otherwise have at an in-person meeting. Accordingly, you will be able to vote online until the polls have closed at the Annual Meeting and will be able to submit questions in writing before or during the Annual Meeting by following the directions posted on the Annual Meeting website at [www.meetingcenter.io/250579037](http://www.meetingcenter.io/250579037).

Please note that the Proxy Card included with the Proxy Materials will not be updated to reflect the change in location and may continue to be used to vote shares in connection with the Annual Meeting.

April 9, 2020

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read "J.D. Rollins III", written over a faint circular stamp.

James D. Rollins III  
*Chairman of the Board and  
Chief Executive Officer*

**BancorpSouth's Proxy Materials and Annual Report on Form 10-K for the year ended December 31, 2019 are available by Internet at [www.envisionreports.com/BXS](http://www.envisionreports.com/BXS).**



## News Release

For Immediate Release

**Contact:**

Antrenise Robinson  
BancorpSouth Corporate Communications  
662-680-2038

### **BancorpSouth Announces Change in Location of its 2020 Annual Meeting of Shareholders**

**TUPELO, Miss.** -- April 9, 2020 – BancorpSouth Bank (NYSE: BXS) (“BancorpSouth”) today announced a change in the location of its 2020 Annual Meeting of Shareholders (the “Annual Meeting”). The Annual Meeting will now be conducted virtually over the Internet using an audio-only format instead of holding an in-person meeting at BancorpSouth’s corporate headquarters. A notice regarding a change in the location of the Annual Meeting was filed with the Federal Deposit Insurance Corporation on April 9, 2020 and is currently available to shareholders on the Investor Relations page of BancorpSouth’s website at <http://bancorpsouth.investorroom.com/FDIC-filings> and at [www.envisionreports.com/BXS](http://www.envisionreports.com/BXS).

#### **About BancorpSouth Bank**

BancorpSouth Bank (NYSE: BXS) is headquartered in Tupelo, Mississippi, with approximately \$21 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.