
**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): January 27, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Retirement of Mr. James E. Campbell III

On January 27, 2021, the Board of Directors (the “Board”) of BancorpSouth Bank (the “Company”) was informed by Mr. James E. Campbell III of his intention to retire as a director after 29 years of service to the Company, effective as of the 2021 annual meeting of the Company’s shareholders (the “Campbell Retirement”).

Mr. Campbell’s decision not to stand for re-election is not the result of any disagreement with the Company, the Board or management over any matter relating to the operations, policies, or practices of the Company or a removal for cause.

Item 7.01. Regulation FD Disclosure.

Retirement of Mr. Guy W. Mitchell III

Pursuant to the Company’s retirement policy, directors are generally expected to retire upon reaching the age of 75 at the conclusion of his or her then-current term. Consequently, after 20 years of service to the Company and upon expiration of his current term at the 2021 annual meeting of the Company’s shareholders, Mr. Guy W. Mitchell III will retire from the Company’s Board (the “Mitchell Retirement”).

The Board will not appoint successors to Mr. Campbell or Mr. Mitchell at this time and, therefore, after the 2021 annual meeting of the Company’s shareholders, the size of the Board will be decreased from 13 to 11 directors.

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: January 27, 2021