

BANCORPSOUTH INC
Form 8-K
January 20, 2012

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): January 20, 2012 (January 20, 2012)

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.)

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One Mississippi Plaza

201 South Spring Street

Tupelo, Mississippi

(Address of principal executive offices)

Registrant's telephone number, including area code (662) 680-2000

38804

(Zip Code)

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 7 Regulation FD

Item 7.01. Regulation FD Disclosure

On January 20, 2012, BancorpSouth, Inc. issued a press release announcing that the underwriters for the recently announced public offering have exercised in full their over-allotment option to purchase additional shares of common stock. A copy of the Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated hereby by reference in its entirety.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|--------------------------------------|
| 99.1 | Press Release dated January 20, 2012 |

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: January 20, 2012

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 99.1 | Press release issued on January 20, 2012 |