

BANCORPSOUTH INC  
Form 8-K  
January 17, 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 17, 2012 (January 17, 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)

**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))

**Item 7.01. Regulation FD Disclosure.**

On January 17, 2012, BancorpSouth, Inc. (the Company ) issued a press release announcing an underwritten public offering of its common stock, to be offered pursuant to a registration statement filed with the Securities and Exchange Commission. A copy of the press release is furnished as Exhibit 99.1 and incorporated herein by reference in its entirety.

**Item 8.01. Other Events.**

The Company will make an investor presentation in connection with an underwritten public offering of its common stock. A copy of the presentation is filed as Exhibit 99.2 hereto and is incorporated herein by reference in its entirety.

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

(d) *Exhibits.*

Exhibit Number	Description
99.1	Press release issued on January 17, 2012
99.2	Investor presentation

**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 17, 2012

**EXHIBIT INDEX**

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