

BANCORPSOUTH INC
Form S-8
October 06, 2008

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As filed with the Securities and Exchange Commission on October 6, 2008
Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
BANCORPSOUTH, INC.
(Exact name of registrant as specified in its charter)**

Mississippi
(State or Other Jurisdiction of
Incorporation or Organization)

64-0659571
(IRS Employer
Identification No.)

**One Mississippi Plaza
201 South Spring Street
Tupelo, Mississippi 38804**
(Address of Principal Executive Offices)

BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors
(Full Title of the Plan)

**Aubrey B. Patterson
Chairman and Chief Executive Officer
BancorpSouth, Inc.
One Mississippi Plaza
201 South Spring Street
Tupelo, Mississippi 38804**
(Name and Address of Agent For Service)

(662) 680-2000
(Telephone Number, Including Area Code, of Agent For Service)

Copy to:

E. Marlee Mitchell, Esq.
Waller Lansden Dortch & Davis, LLP
511 Union Street, Suite 2700
Nashville, Tennessee 37219-1760
(615) 244-6380

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Proposed maximum

| Title of securities to be registered | Amount to be registered | offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|--------------------------------|---------------------------------|--|-----------------------------------|
| Common stock, par value \$2.50 per share (1), (2) | 580,000 (3) | \$27.42 (4) | \$15,903,600 | \$625 |

(1) Includes associated preferred stock purchase rights which, prior to the occurrence of certain events, will not be exercisable or evidenced separately from the common stock.

(2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that became issuable under the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors, as amended (the Plan) by reason of any stock dividend, stock split, recapitalization or other similar transaction affected without

the receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.

- (3) Shares registered for issuance pursuant to the Plan. The Plan authorizes the issuance of a maximum of 964,000 shares of common stock, 384,000 of which were registered pursuant to a Registration Statement on Form S-8 (Registration No. 033-60699) for which the registration fee was previously paid in full.
- (4) Estimated pursuant to Rule 457(c) and Rule 457(h) solely for purposes of calculating the amount of the registration fee, based upon the average of the high and low prices reported on September 30, 2008, as reported on the New York Stock Exchange.

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PART II

Item 8. Exhibits

SIGNATURES

INDEX TO EXHIBITS

Ex-5.1 Opinion of Riley, Caldwell, Cork & Alvis, P.A.

Ex-23.1 Consent of KPMG LLP

Table of Contents**EXPLANATORY NOTE**

BancorpSouth, Inc. (the Company) is filing this Registration Statement on Form S-8 to register an additional 580,000 shares of the Company's common stock, \$2.50 par value (Common Stock), issuable pursuant to the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors, as amended (the Stock Option Plan). The contents of the Company's Registration Statement on Form S-8 (Registration No. 033-60699) registering shares of Common Stock issuable pursuant to the Stock Option Plan and filed with the Securities and Exchange Commission on June 29, 1995 is hereby incorporated by reference pursuant to Instruction E to Form S-8. Also pursuant to Instruction E to Form S-8, the filing fee is being paid only with respect to 580,000 shares of Common Stock not previously registered.

PART II**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT****Item 8. Exhibits.****Exhibit****Number****Description of Exhibit**

- | | |
|------|---|
| 4.1 | Articles of Incorporation, as amended and restated (1) |
| 4.2 | Bylaws, as amended and restated (2) |
| 4.3 | Amendment No. 1 to Amended and Restated Bylaws (3) |
| 4.4 | Amendment No. 2 to Amended and Restated Bylaws (4) |
| 4.5 | Amendment No. 3 to Amended and Restated Bylaws (4) |
| 4.6 | Specimen Common Stock Certificate (5) |
| 4.7 | Rights Agreement, dated as of April 24, 1991, including as Exhibit A the forms of Rights Certificate and of Election to Purchase and as Exhibit B the summary of Rights to Purchase Common Shares (6) |
| 4.8 | First Amendment to Rights Agreement, dated as of March 28, 2001 (7) |
| 5.1 | Opinion of Riley, Caldwell, Cork & Alvis, P.A. |
| 23.1 | Consent of KPMG LLP |
| 24.1 | Power of Attorney (included on page II-2) |
| 99.1 | BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors (8) |
| 99.2 | Amendment to the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors (9) |
| 99.3 | Amendment to the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors (10) |

(1)

Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2007 (file number 1-12991) and incorporated by reference thereto.

(2) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 1998 (file number 1-12991) and incorporated by reference thereto.

(3) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (file number 1-12991) and incorporated by reference thereto.

(4) Filed as exhibits to the Company's Current Report on Form 8-K, filed on

January 26,
2007 (file
number
1-12991), and
incorporated by
reference
thereto.

(5) Filed as an
exhibit to the
Company's
Annual Report
on Form 10-K
for the year
ended
December 31,
1993 (file
number
0-10826) and
incorporated by
reference
thereto.

(6) Filed as an
exhibit to the
Company's
Registration
Statement on
Form 8-A, filed
on April 24,
1991, and
incorporated by
reference
thereto.

(7) Filed as an
exhibit to the
Company's
Registration
Statement on
Form 8-A/A,
filed on
March 28, 2001
(file number
1-12991), and
incorporated by
reference
thereto.

(8) Filed as an
exhibit to the

Company's
Quarterly
Report on Form
10-Q for the
three months
ended
March 31, 1998
(file number
1-12991) and
incorporated by
reference
thereto.

(9) Filed as an
exhibit to the
Company's
Quarterly
Report on Form
10-Q for the
three months
ended June 30,
2005 (file
number
1-12991) and
incorporated by
reference
thereto.

(10) Filed as an
exhibit to the
Company's
Current Report
on Form 8-K,
filed on
April 29, 2008
(file number
1-12991), and
incorporated by
reference
thereto.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tupelo, State of Mississippi, on October 6, 2008.

BANCORPSOUTH, INC.

By: /s/ Aubrey B. Patterson
Aubrey B. Patterson
Chairman of the Board and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Aubrey B. Patterson and L. Nash Allen, Jr., and each of them, his true and lawful attorney-in-fact, as agent and with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacity, to sign any or all amendments to this Registration Statement and any registration statement related to the same offering as this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents in full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as they might or be in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Name | Title | Date |
|-------------------------|--|-----------------|
| /s/ Aubrey B. Patterson | Chairman of the Board, President, Chief Executive Officer and Director | October 6, 2008 |
| Aubrey B. Patterson | (principal executive officer) | |
| /s/ L. Nash Allen, Jr. | Treasurer and Chief Financial Officer | October 6, 2008 |
| L. Nash Allen, Jr. | (principal financial and accounting officer) | |
| | Director | |
| James E. Campbell III | | |
| | Director | |
| Hassell H. Franklin | | |
| /s/ W. G. Holliman, Jr. | Director | October 6, 2008 |
| W.G. Holliman, Jr. | | |

President, Chief Operating Officer and
Director

James V. Kelley

/s/ Larry G. Kirk

Director

October 6, 2008

Larry G. Kirk

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| Name | Title | Date |
|------------------------|--------------|-----------------|
| /s/ Turner O. Lashlee | Director | October 6, 2008 |
| Turner O. Lashlee | | |
| | Director | |
| Guy W. Mitchell, III | | |
| /s/ R. Madison Murphy | Director | October 6, 2008 |
| R. Madison Murphy | | |
| /s/ Robert C. Nolan | Director | October 6, 2008 |
| Robert C. Nolan | | |
| /s/ W. Cal Partee, Jr. | Director | October 6, 2008 |
| W. Cal Partee, Jr. | | |
| /s/ Alan W. Perry | Director | October 6, 2008 |
| Alan W. Perry | | |

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(6) Filed as an exhibit to the Company's Registration Statement on Form 8-A, filed on April 24, 1991, and incorporated by reference thereto.

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