

BANCORPSOUTH INC  
Form 8-K  
April 29, 2011

**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): April 29, 2011 (April 27, 2011)**

**BANCORPSOUTH, INC.**  
(Exact name of registrant as specified in its charter)

**Mississippi**

**1-12991**

**64-0659571**

(State or other  
jurisdiction of  
incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

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

**38804**

(Address of principal executive offices)

(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))
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**Section 5 Corporate Governance and Management****Item 5.07. Submission of Matters to a Vote of Security Holders.**

The annual meeting of Shareholders (the Annual Meeting ) of BancorpSouth, Inc. (the Company ) was held on April 27, 2011. Matters submitted at the Annual Meeting and the voting results thereof were as follows:

*Proposal 1: Election of Directors.* The shareholders of the Company elected each of the Class II director nominees nominated by the Company s Board of Directors to serve until the 2014 annual meeting of shareholders or until his earlier retirement by the following vote:

| <b>Director</b>     | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|---------------------|------------|-----------------|-----------------------------|
| W.G. Holliman, Jr.  | 50,153,691 | 10,388,840      | 11,964,644                  |
| Warren A. Hood, Jr. | 59,487,227 | 1,055,304       | 11,964,644                  |
| James V. Kelley     | 50,112,966 | 10,429,565      | 11,964,644                  |
| Turner O. Lashlee   | 49,945,252 | 10,597,279      | 11,964,644                  |
| Alan W. Perry       | 47,664,648 | 12,877,883      | 11,964,644                  |

*Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm.* The Company s shareholders ratified the appointment of KPMG LLP as the Company s independent registered public accounting firm for the year ending December 31, 2011 by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 71,112,274 | 1,182,010      | 212,891        |

*Proposal 3: Advisory Vote on Executive Compensation.* The Company s shareholders approved, on an advisory basis, the compensation of the Company s Named Executive Officers, as defined in the Company s definitive proxy statement filed with the Securities and Exchange Commission on March 25, 2011, by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 57,077,310 | 2,933,234      | 531,983        | 11,964,648                  |

*Proposal 4: Advisory Vote on Frequency of Advisory Vote on Executive Compensation.* The Company s shareholders approved, on an advisory basis, three years as the frequency with which the Company should conduct an advisory vote on the compensation of the Company s Named Executive Officers by the following vote:

| <b>Three Years</b> | <b>Two Years</b> | <b>One Year</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------|------------------|-----------------|----------------|-----------------------------|
| 37,386,841         | 1,302,152        | 21,079,418      | 773,891        | 11,964,872                  |

*Proposal 5: Approval of the BancorpSouth, Inc. Long-Term Equity Incentive Plan.* The Company s shareholders approved the BancorpSouth, Inc. Long-Term Equity Incentive Plan by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 55,259,323 | 4,508,189      | 775,012        | 11,964,650                  |

**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: April 29, 2011