

BANCORPSOUTH INC  
Form 8-K  
May 04, 2010

**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): May 4, 2010 (April 28, 2010)**

**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 28, 2010. 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 III director nominees nominated by the Company s Board of Directors to serve until the 2013 annual meeting of shareholders or until his earlier retirement. The following is a breakdown of the voting results:

<b>Director</b>	<b>Votes For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Larry G. Kirk	57,295,655	6,633,360	8,585,943
Guy W. Mitchell, III	57,396,179	6,532,836	8,585,943
R. Madison Murphy	59,256,817	4,672,198	8,585,943
Aubrey B. Patterson	58,432,553	5,496,462	8,585,943

*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, 2010 by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
70,535,345	869,677	1,109,936

*Proposal 3: Shareholder Proposal Requesting Necessary Steps Be Taken To Cause The Annual Election of All Directors.* The Company s shareholders did not approve Proposal 3 as indicated by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
26,473,719	35,528,765	1,925,527

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**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: May 4, 2010