

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

RENASANT CORPORATION

(Exact name of registrant as specified in its charter)

Mississippi
(State or other jurisdiction of
incorporation or organization)

64-0676974
(I.R.S. Employer
Identification No.)

209 Troy Street
Tupelo, Mississippi, 38804
(662) 680-1001
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

RENASANT CORPORATION
2011 LONG-TERM INCENTIVE COMPENSATION PLAN
(Full title of the Plan)

E. Robinson McGraw
President and Chief Executive Officer
Renasant Corporation
209 Troy Street
Tupelo, Mississippi 38804
(662) 680-1001
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:
Jane E. Armstrong, Esq.
Phelps Dunbar LLP
365 Canal St., Suite 2000
New Orleans, Louisiana 70130
(504) 584-9244

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.

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company)Smaller reporting company **CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price ⁽²⁾	Amount of registration fee
Common Stock \$5.00 par value	137,600 shares	\$34.46	\$4,741,696	\$478

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- (1) In the event of a stock split, stock dividend or similar transaction involving common stock of the registrant, in order to prevent dilution, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the 1933 Act.
 - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the 1933 Act and computed on the basis of the average of the high and low sales prices per share of Renasant Corporation common stock, \$5.00 par value per share, reported on the NASDAQ Global Select Market on October 22, 2015.

The Registration Statement shall become effective
upon filing in accordance with Rule 464 under the 1933 Act.

EXPLANATORY NOTE

On April 19, 2011, the shareholders of Renasant Corporation (the "Registrant") approved the adoption of the Renasant Corporation 2011 Long-Term Incentive Compensation Plan (the "LTIP"), which replaced the Registrant's 2001 Long-Term Incentive Compensation Plan (the "Prior Plan"). The LTIP reserved for issuance thereunder an aggregate of 737,600 shares of common stock, \$5.00 par value per share, which consisted of 600,000 new shares reserved for issuance and 137,600 shares previously reserved but not issued under the Prior Plan. On May 7, 2012, the Registrant registered on Form S-8 (Reg. No. 333-179973) an aggregate of 600,000 shares of Common Stock under the LTIP (the "Prior Registration Statement").

This Registration Statement is being filed pursuant to Rule 462(b) solely to register 137,600 additional shares of Common Stock issuable under the LTIP. Pursuant to General Instruction E of Form S-8, the Registrant hereby incorporates by reference herein the contents of the Prior Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Document Description
5	Opinion of Phelps Dunbar LLP.
23.1	Consent of Horne LLP.
23.2	Consent of Phelps Dunbar LLP (included in Exhibit 5 hereto).
24	Power of Attorney (included on the Signature Page attached hereto).

SIGNATURES

The Registrant. 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 this 26th day of October, 2015.

RENASANT CORPORATION

By: /s/ E. Robinson McGraw
E. Robinson McGraw, Chairman,
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears immediately below constitutes and appoints E. Robinson McGraw and Kevin D. Chapman (each with full power to act independently of each other) as his or her true and lawful attorneys-in-fact and agent, with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same with all exhibits thereto, and all other documents in connection therewith and all instruments necessary, appropriate or advisable to enable Renasant Corporation to comply with the Securities Act of 1933, as amended, and other federal and state securities laws, in connection with the Renasant Corporation 2011 Long-Term Incentive Compensation Plan, and to file any such documents or instruments with the Securities and Exchange Commission, and to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ E. Robinson McGraw</u> E. Robinson McGraw	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	October 20, 2015
<u>/s/ Kevin D. Chapman</u> Kevin D. Chapman	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	October 20, 2015

/s/ William M. Beasley

William M. Beasley

Director

October 20, 2015

/s/ George H. Booth, II

George H. Booth, II

Director

October 20, 2015

/s/ Frank B. Brooks

Frank B. Brooks

Director

October 20, 2015

/s/ Hollis C. Cheek

Hollis C. Cheek

Director

October 20, 2015

/s/ John M. Creekmore

John M. Creekmore

Director

October 20, 2015

/s/ Albert J. Dale, III

Albert J. Dale, III

Director

October 20, 2015

/s/ Jill V. Deer

Jill V. Deer

Director

October 20, 2015

/s/ Marshall H. Dickerson

Marshall H. Dickerson

Director

October 20, 2015

/s/ John T. Foy

John T. Foy

Director

October 20, 2015

/s/ Rick Hart

R. Rick Hart

Executive Vice President
and Director

October 20, 2015

/s/ Richard L. Heyer, Jr.

Richard L. Heyer, Jr.

Director

October 20, 2015

/s/ Neal A. Holland, Jr.

Neal A. Holland, Jr.

Director

October 20, 2015

/s/ J. Niles McNeel

J. Niles McNeel

Director

October 20, 2015

/s/ Hugh S. Potts, Jr.

Hugh S. Potts, Jr.

Director

October 20, 2015

/s/ Fred F. Sharpe

Fred F. Sharpe

Director

October 20, 2015

/s/ Michael D. Shmerling

Michael D. Shmerling

Director

October 20, 2015

October 23, 2015

Renasant Corporation
209 Troy Street
Tupelo, Mississippi 38804

Re: Renasant Corporation
Registration Statement on Form S-8
Renasant Corporation 2011 Long-Term Incentive Compensation Plan

Ladies and Gentlemen:

We have acted as counsel to Renasant Corporation (the "Company") in connection with the preparation of the above-referenced Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission"). The Registration Statement registers an aggregate of 137,600 shares of the Company's \$5.00 par value common stock (the "Common Stock") to be issued under the Renasant Corporation 2011 Long-Term Incentive Compensation Plan (the "Plan").

In so acting, we have examined and relied upon the original, or a photostatic or certified copy, of such records of the Company, certificates of officers of the Company and of public officials, and such other documents as we have deemed relevant and necessary as the basis for the opinion set forth below. In such examination, we have assumed the genuineness of all signatures appearing on all documents, the legal capacity of all persons signing such documents, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, the accuracy and completeness of all corporate records made available to us by the Company, and the truth and accuracy of all facts set forth in all certificates provided to or examined by us.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that shares of Common Stock to be issued under the Plan have been duly authorized, and, when issued and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The foregoing opinions are limited to the laws of the State of Mississippi and the federal laws of the United States of America. We express no opinion as to matters governed by the laws of any other state. Furthermore, no opinion is expressed herein as to the effect of any future acts of the parties or changes in existing law. We undertake no responsibility to advise you of any changes after the date hereof in the law or the facts presently in effect that would alter the scope or substance of the opinions herein expressed.

This letter expresses our legal opinion as to the foregoing matters based on our professional judgment at this time; it is not, however, to be construed as a guaranty, nor is it a warranty that a court considering such matters would not rule in a manner contrary to the opinion set forth above.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ PHELPS DUNBAR LLP



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Renasant Corporation and any related prospectus of our report dated March 2, 2015, relating to our audit of the consolidated financial statements and internal control over financial reporting of Renasant Corporation included in the Annual Report on Form 10-K for the year ended December 31, 2014.

Horne LLP

Memphis, Tennessee
October 26, 2015