

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

May 2, 2016

Date of report (Date of earliest event reported)

RENASANT CORPORATION

(Exact name of registrant as specified in its charter)

Mississippi

001-13253

64-0676974

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

209 Troy Street, Tupelo, Mississippi 38804-4827

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (662) 680-1001

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:

- ☐ 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 8.01. Other Events.

Representatives of Renasant Corporation (“Renasant”) will be making presentations to investors during various conferences in the second quarter of 2016. A copy of the presentation materials is filed as Exhibit 99.1 to this Form 8-K.

“Safe Harbor” Statement Under the Private Securities Litigation Reform Act of 1995

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Congress passed the Private Securities Litigation Act of 1995 in an effort to encourage companies to provide information about their anticipated future financial performance. This act provides a safe harbor for such disclosure, which protects a company from unwarranted litigation if actual results are different from management expectations. This communication reflects the current views and estimates of future economic circumstances, industry conditions, company performance, and financial results of the management of Renasant. These forward-looking statements are subject to a number of factors and uncertainties which could cause Renasant’s actual results and experience to differ from the anticipated results and expectations expressed in such forward-looking statements, and such differences may be material. Forward-looking statements speak only as of the date they are made, and Renasant does not assume any duty to update forward-looking statements, unless required by applicable law. Such forward-looking statements usually include words such as “expects,” “projects,” “proposes,” “anticipates,” “believes,” “intends,” “estimates,” “strategy,” “plan,” “potential,” “possible” and other similar expressions. These statements are based upon the current beliefs and expectations of Renasant’s management and are inherently subject to significant business, economic and competitive risks and uncertainties, many of which are beyond their respective control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. Actual results may differ from those indicated or implied in the forward-looking statements and such differences may be material.

Important factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include (1) the Company’s ability to efficiently integrate acquisitions into its operations, retain the customers of these businesses and grow the acquired operations; (2) the effect of economic conditions and interest rates on a national, regional or international basis; (3) the timing of the implementation of changes in operations to achieve enhanced earnings or effect cost savings; (4) competitive pressures in the consumer finance, commercial finance, insurance, financial services, asset management, retail banking, mortgage lending and auto lending industries; (5) the financial resources of, and products available to, competitors; (6) changes in laws and regulations, including changes in accounting standards; (7) changes in policy by regulatory agencies; (8) changes in the securities and foreign exchange markets; (9) the Company’s potential growth, including its entrance or expansion into new markets, and the need for sufficient capital to support that growth; (10) changes in the quality or composition of the Company’s loan or investment portfolios, including adverse developments in borrower industries or in the repayment ability of individual borrowers; (11) an insufficient allowance for loan losses as a result of inaccurate assumptions; (12) general economic, market or business conditions; (13) changes in demand for loan products and financial services; (14) concentration of credit exposure; (15) changes or the lack of changes in interest rates, yield curves and interest rate spread relationships; and (16) other circumstances, many of which are beyond management’s control. Management undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Investor conference presentation materials

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.

Date: May 3, 2016

RENASANT CORPORATION

By: /s/ E. Robinson McGraw

E. Robinson McGraw

Chairman and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Investor conference presentation materials

Second Quarter 2016 Investor Presentation



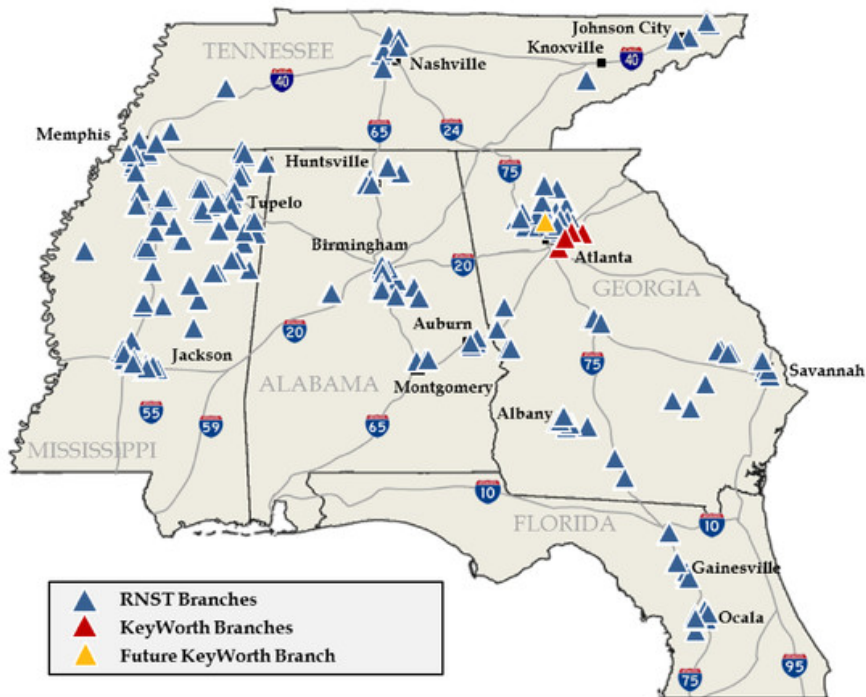
Forward Looking Statement

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Congress passed the Private Securities Litigation Act of 1995 in an effort to encourage corporations to provide information about companies' anticipated future financial performance. This act provides a safe harbor for such disclosure, which protects the companies from unwarranted litigation if actual results are different from management expectations. This presentation may contain, or incorporate by reference, statements which may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward looking statements usually include words such as "expects," "projects," "anticipates," "believes," "intends," "estimates," "strategy," "plan," "potential," "possible" and other similar expressions.

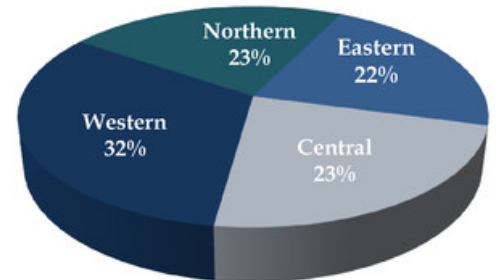
Prospective investors are cautioned that any such forward-looking statements are not guarantees for future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Important factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include significant fluctuations in interest rates, inflation, economic recession, significant changes in the federal and state legal and regulatory environment, significant underperformance in our portfolio of outstanding loans, and competition in our markets. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time.

Current Footprint

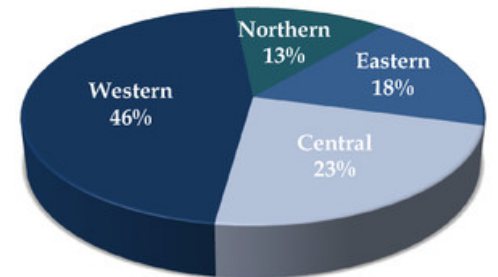
More than 175 banking, lending, financial services and insurance offices



Portfolio Loans



Total Deposits



Four Key Strategic Initiatives

Capitalize on Opportunities

- Focus on highly-accretive acquisition opportunities
 - Leverage existing markets
 - Seek new markets
 - New lines of business
-

Enhance Profitability

- Superior returns
 - Revenue growth / Expense control
 - Net interest margin expansion / mitigate interest rate risk
 - Loan growth
 - Core deposit growth
-

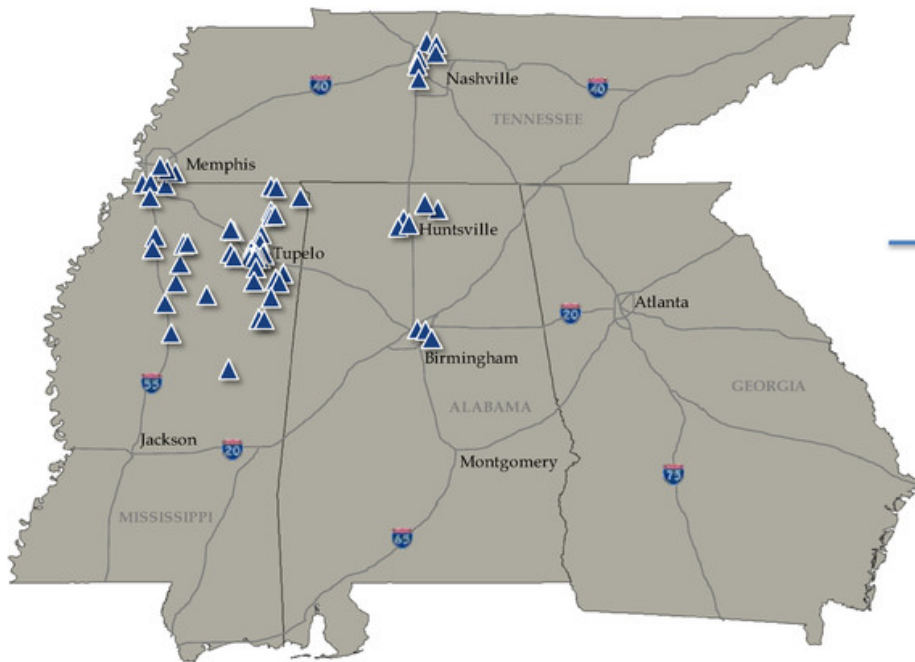
Aggressively Manage Problem Credits

- Identify problem assets and risks early
 - Quarantine troubled assets
-

Build Capital Ratios

- Selective balance sheet growth
 - Maintain dividend
 - Prudently manage capital
-

Renasant Footprint – June 2010

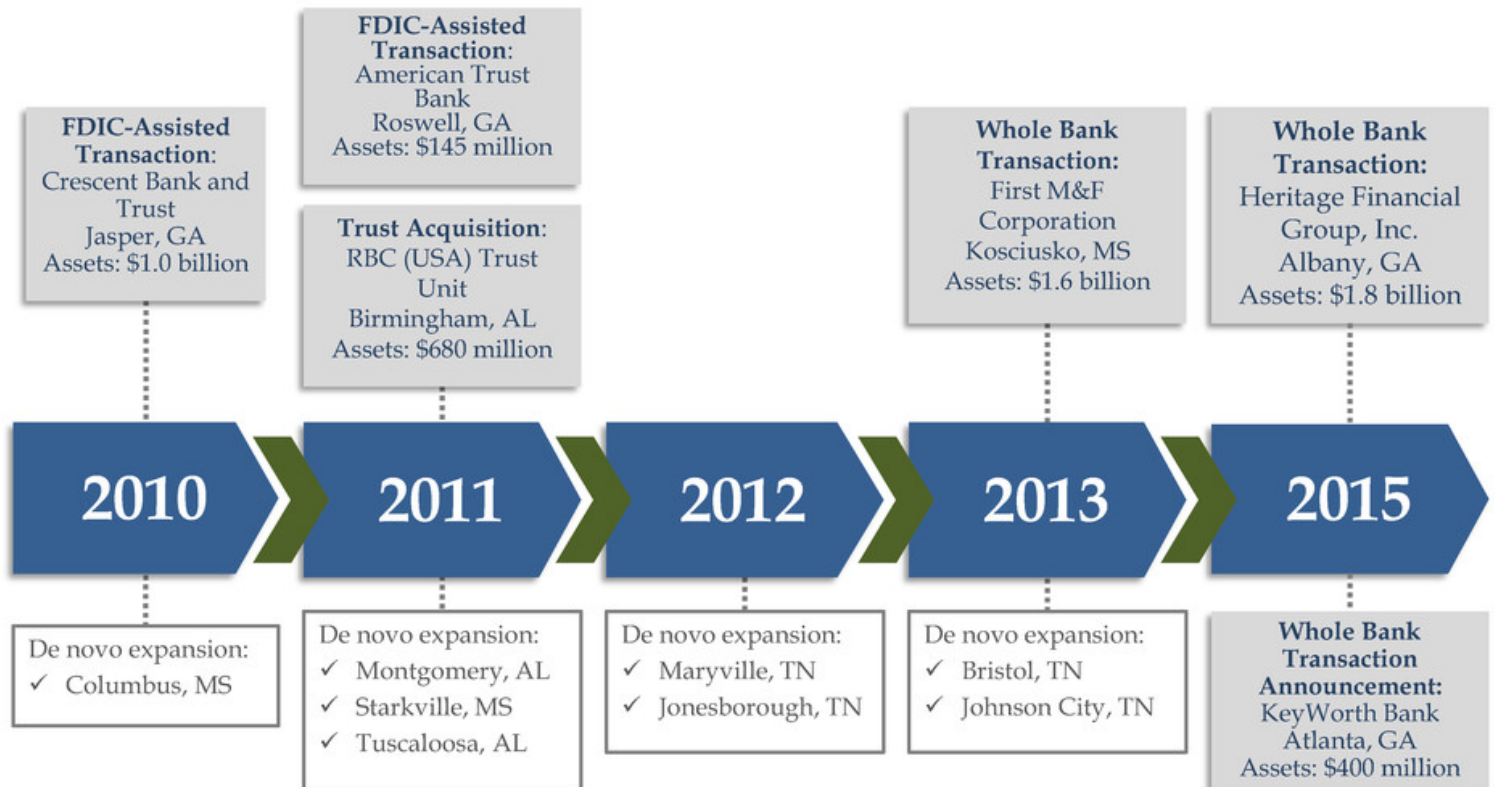


Financial Highlights

Assets	\$3.59 Billion
Gross Loans	\$2.28 Billion
Deposits	\$2.69 Billion

Source: SNL Financial

Market Expansion Experience Since 2010





Recent Merger with KeyWorth Bank – Completed April 1, 2016



Transaction Terms and Multiples

Consideration	100% stock Fixed exchange ratio of 0.4494x ⁽¹⁾
Price Per Share	\$15.00
Aggregate Value	\$58.7 million ⁽²⁾
Transaction Multiples ⁽³⁾	Price / Tangible Book – 137% Price / LTM Earnings – 21.0x Core Deposit Premium – 6.3%
Options & Warrants	Options and Warrants will be settled in cash
Management	KeyWorth's CEO and COO (Jim Pope and Neil Stevens) will maintain senior positions with Renasant within the Atlanta market
Required Approvals	Customary regulatory approval, KeyWorth shareholder approval
Closing	April 1, 2016

(1) Based on RNST's 20 day average closing price as of October 19, 2015 of \$33.38

(2) Aggregate value includes the value of options and warrants, which will be settled in cash

(3) Transaction multiples based on aggregate transaction value, inclusive of value of options and warrants



Transaction Rationale

☑ **Strategically Advantageous**

- Provides additional scale in the Atlanta MSA with approximately \$400 million in assets and a strong core deposit base
- Branch footprint provides an increased presence in the attractive northern suburbs of Atlanta
- Complementary cultures and business model consistent with Renasant
- Ability to leverage KeyWorth's management experience in market
- Ability to expand KeyWorth's current relationships with more comprehensive services

☑ **Financially Attractive**

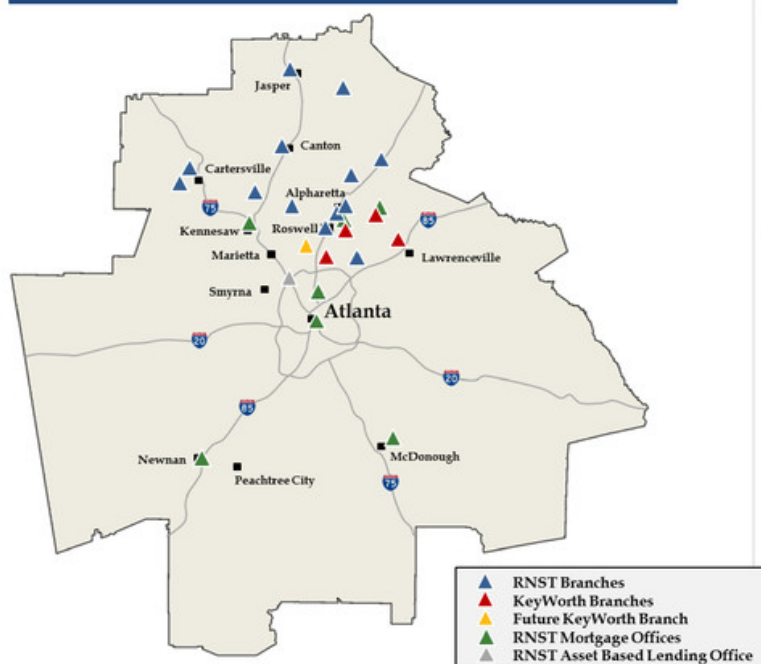
- Accretive to first full year earnings per share (excluding transaction costs)
- Immediately accretive to tangible book value per share
- Estimated IRR of approximately 19%
- Conservative cost saving assumptions (25% of non-interest expense)
- Pro forma regulatory ratios remain above "well capitalized" guidelines

☑ **Lower risk opportunity**

- Key management of KeyWorth to remain with Renasant
- Extensive due diligence process completed
- Conservative credit culture with solid asset quality
- Manageable asset size and branch network
- Non-complex business lines that are easily integrated

Strengthens Existing Atlanta MSA Footprint

Atlanta MSA Franchise



Source: SNL Financial; Company

(1) Represents assets and deposits of Renasant's Atlanta franchise

Pro Forma Atlanta Highlights

	Loans at 3/31/2016 (\$Mil.)	Deposits at 3/31/2016 (\$Mil.)
RNST ⁽¹⁾	\$453	\$573
KeyWorth	\$284	\$347
Total	\$737	\$920

Financial Impact of the Transaction

Assumptions

- Loan Mark
 - Credit: 3.0%
- Cost Savings
 - 25%
- Pre-Tax Merger Expenses
 - \$7.4 million
- Core Deposit Intangible
 - 1.0%, 10 year amortization
- Revenue enhancements identified, none assumed in projections
- Closing – April 1, 2016

Attractive Returns

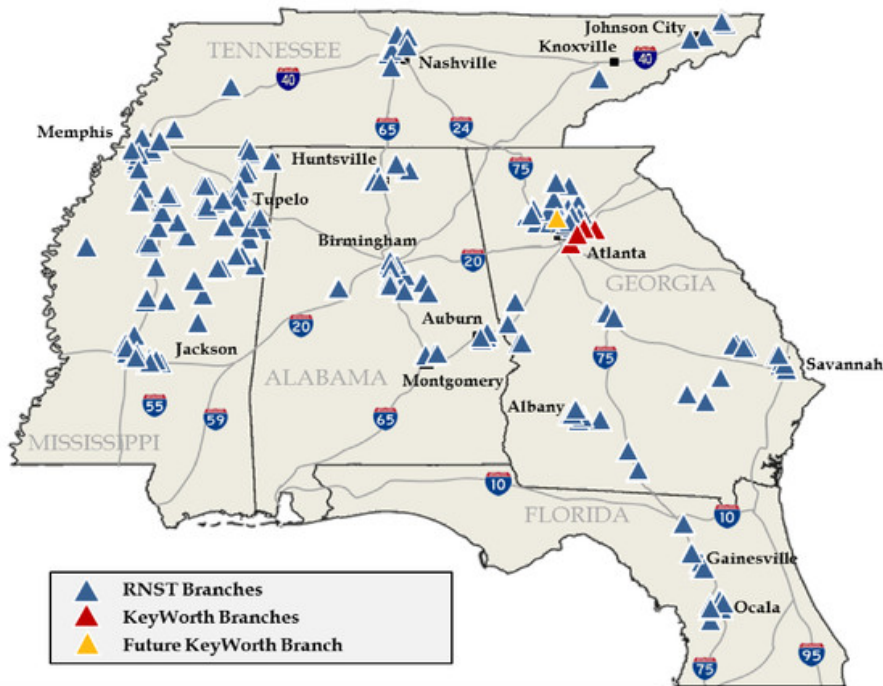
- Immediately accretive to EPS (excluding transaction costs)
- Immediately accretive to tangible book value per share
- Estimated IRR of approximately 19%

Pro Forma Capital

- Pro forma capital ratios are expected to remain well in excess of “well capitalized” minimums at close
- Pro forma TCE ratio of approximately 7.5% at close

Current Footprint

Over 175 banking, lending, financial services and insurance offices



Highlights

Assets ⁽²⁾	\$8.5 billion
Gross Loans ⁽²⁾	\$5.9 billion
Deposits ⁽²⁾	\$6.8 billion

Four Key Strategic Initiatives

Capitalize on Opportunities

- Focus on highly-accretive acquisition opportunities
- Leverage existing markets
- Seek new markets
- New lines of business

Enhance Profitability

- Superior returns
- Revenue growth / Expense control
- Net interest margin expansion / mitigate interest rate risk
- Loan growth
- Core deposit growth

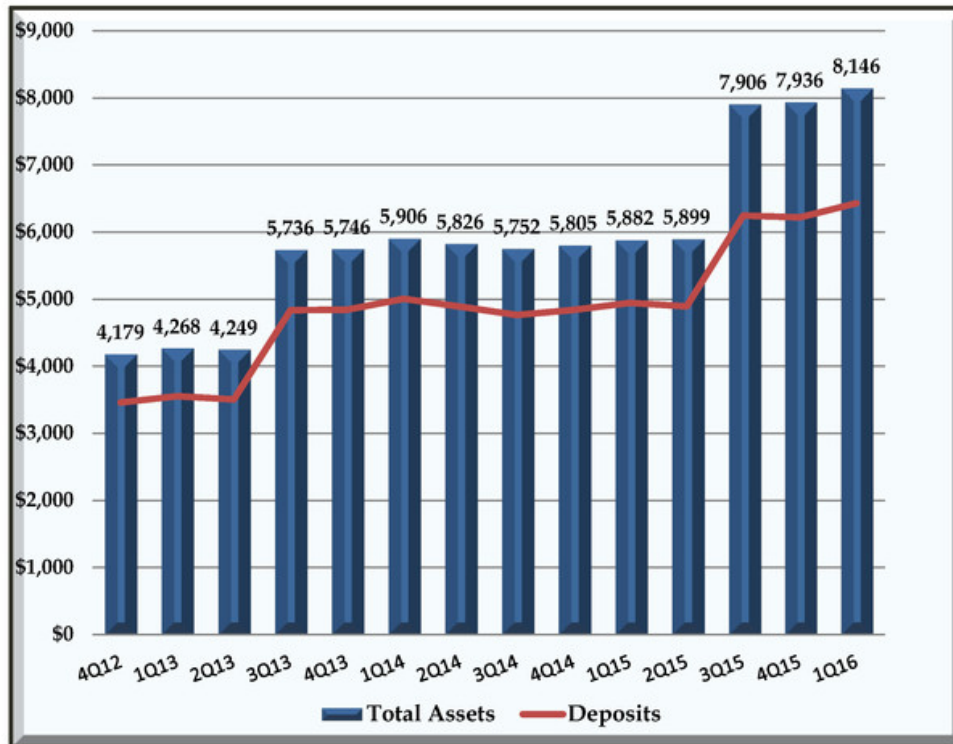
Aggressively Manage Problem Credits

- Identify problem assets and risks early
- Quarantine troubled assets

Build Capital Ratios

- Selective balance sheet growth
- Maintain dividend
- Prudently manage capital

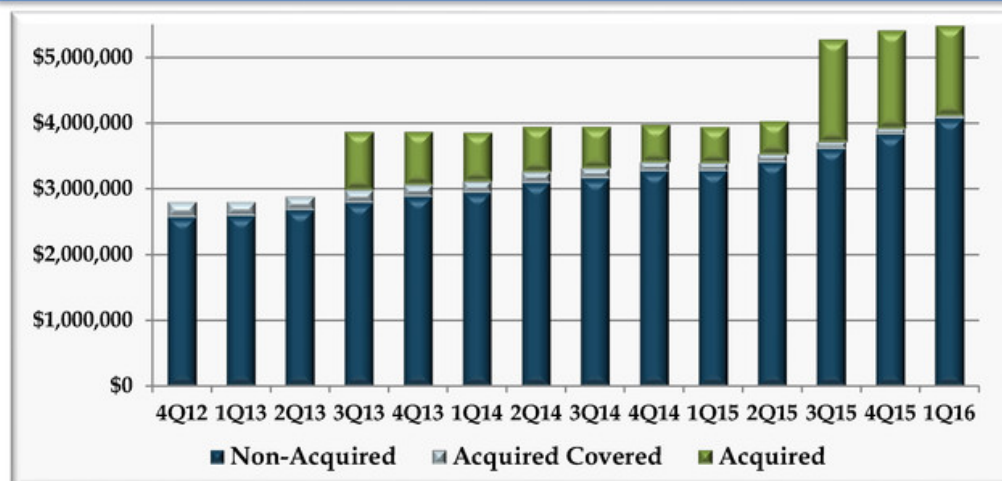
Total Assets



(in millions)

- Managed deposit mix by emphasizing core deposit growth while allowing higher-priced, non-core deposits to erode
- Significantly paid down high-cost borrowings
- Restructured asset mix by redeploying excess cash levels into higher yielding investments and loans
- Loan demand will drive deposit/funding growth going forward

Total Portfolio Loans



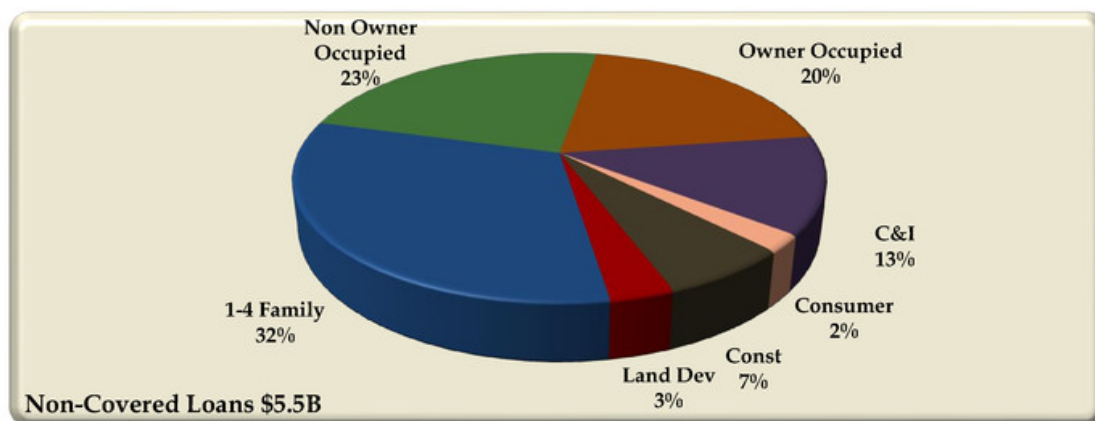
- Loans for 1Q16 increased \$160M or 11.8% annualized
- Non-acquired loans increased \$244M or 25.5% during Q116
- New loan production during 1Q16 totaled \$554.9M at a weighted average rate of 4.16%.
- Company maintained strong pipelines throughout all markets which will continue to drive further loan growth

	2011	2012	2013	2014	1Q15	2Q15	3Q15	4Q15	1Q16
Non-Acquired	\$2,242	\$2,573	\$2,886	\$3,268	\$3,275	\$3,408	\$3,615	\$3,830	\$4,075
Acquired Covered*	\$339	\$237	\$182	\$143	\$126	\$121	\$104	\$93	\$45
Acquired	-	-	\$813	\$577	\$553	\$508	\$1,558	\$1,490	\$1,453
Total Loans	\$2,581	\$2,810	\$3,881	\$3,988	\$3,954	\$4,037	\$5,277	\$5,413	\$5,573

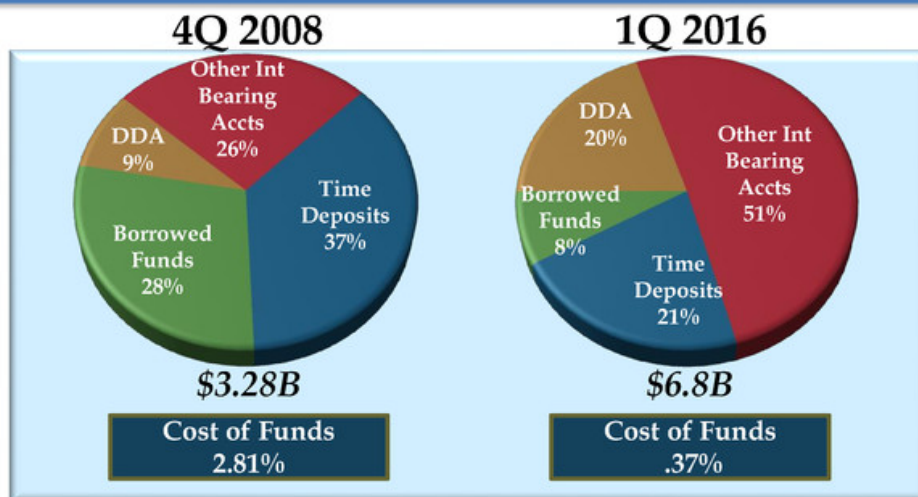
*Covered loans are subject to loss-share agreements with FDIC

Diversified Loan Portfolio

- Loans totaled \$5.6B
 - 27% of portfolio is acquired and carried at fair value
- Owner occupied/C&I loans comprise 33% of the non covered loan portfolio



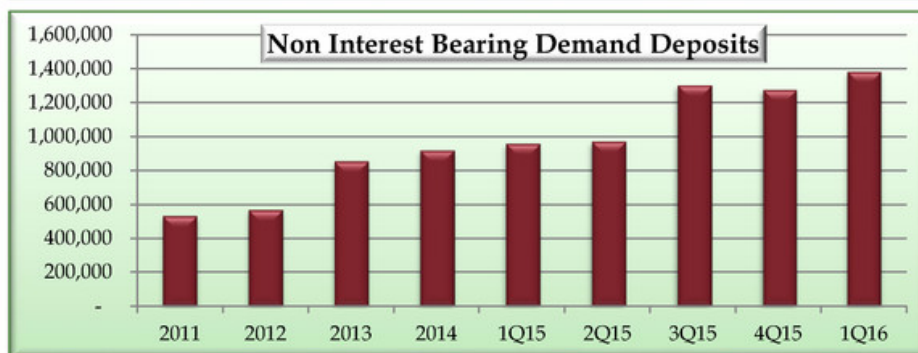
Transition To Core Funding



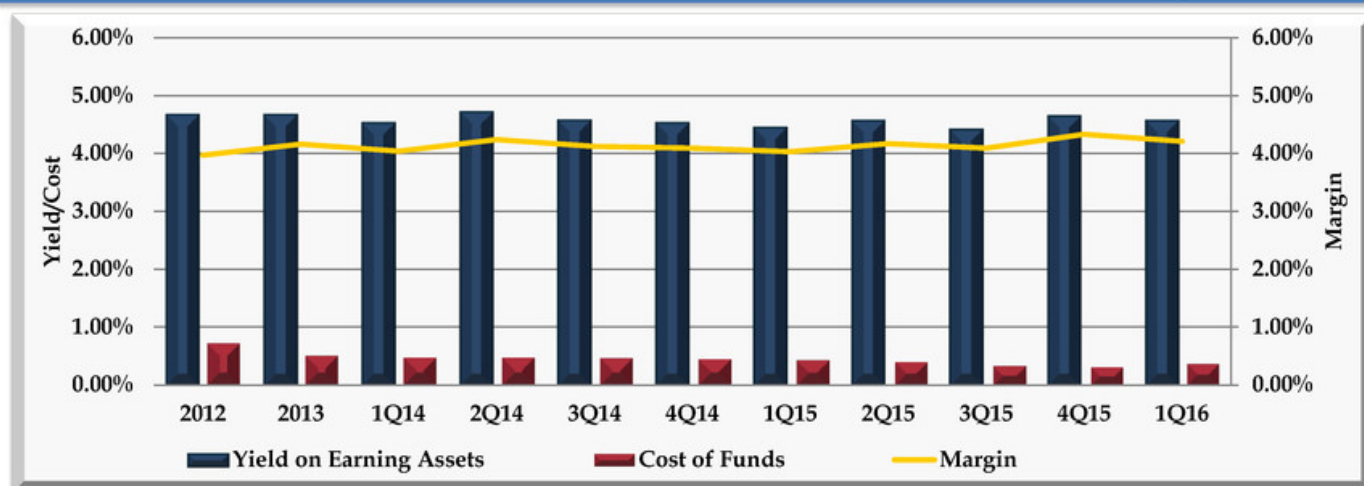
- Non-interest bearing deposits represent 21.5% of deposits, up from 12% at year end 2008

- Less reliance on borrowed funds

✓ Borrowed funds as a percentage of funding sources declined from 28% at year end 2008 to 8% at the end of 1Q16

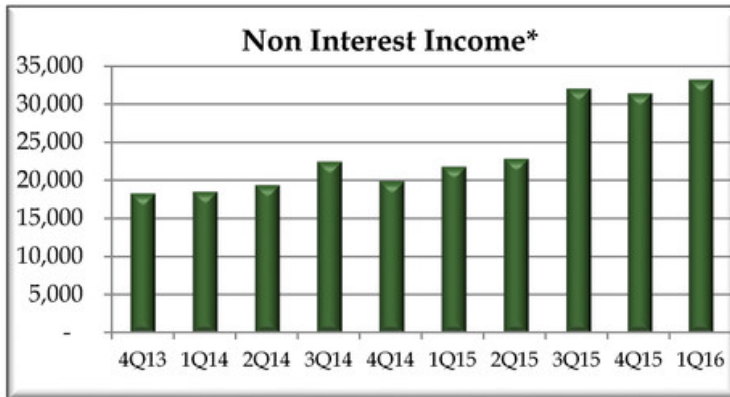


Net Interest Income and Net Interest Margin

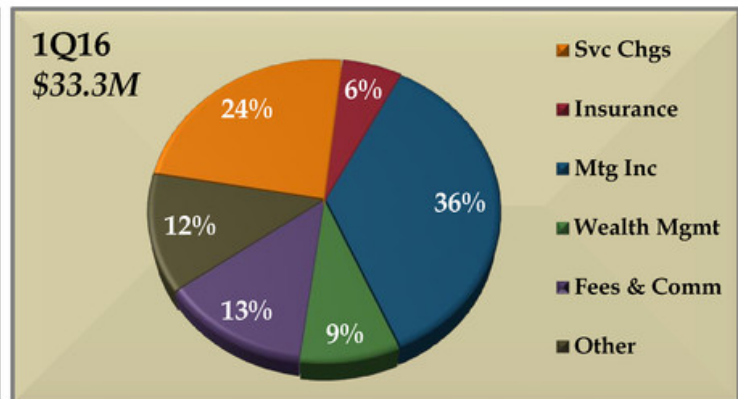
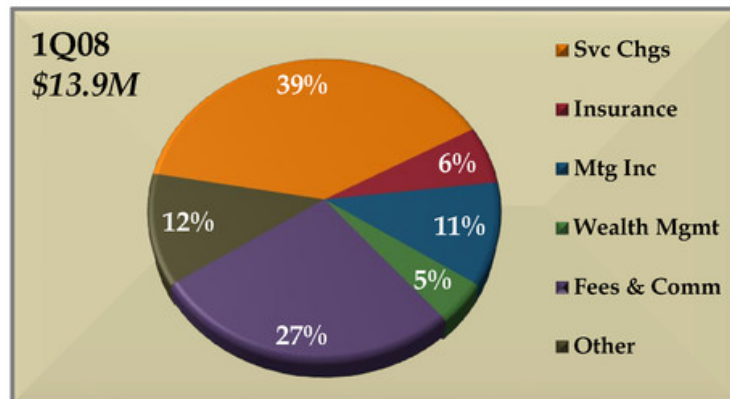


	2011	2012	2013	2014	1Q15	2Q15	3Q15	4Q15	1Q16
Net Interest Income	129,077	133,338	157,201	202,629	48,842	51,670	68,680	72,424	70,054
Net Interest Margin	3.77%	3.94%	3.96%	4.12%	4.03%	4.17%	4.09%	4.34%	4.21%
Yield on Earning Assets	4.92%	4.67%	4.53%	4.58%	4.45%	4.57%	4.42%	4.66%	4.57%
Cost of Funds	1.11%	0.72%	0.57%	0.47%	0.43%	0.40%	0.33%	0.31%	0.37%

Sources of Non Interest Income*

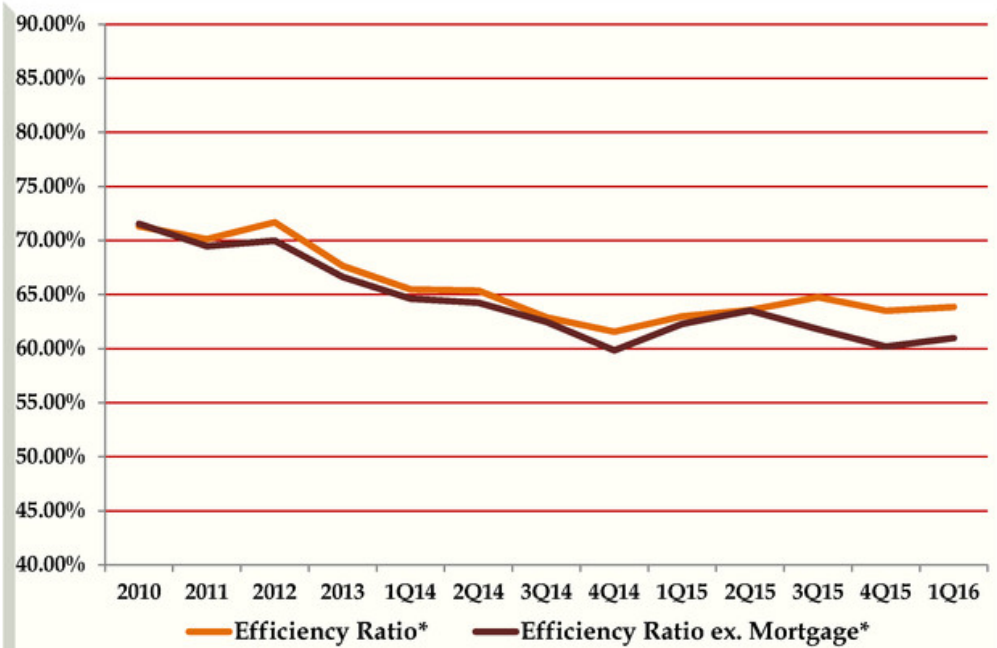


- Diversified sources of noninterest income
 - *Less reliant on NSF*
- Opportunities for growing Non Interest Income
 - *Expansion of Trust Division Wealth Management Services into larger, metropolitan markets*
 - *Expansions within our de novo operations*
 - *Expansion of the Mortgage Division within new markets*
 - *Fees derived from higher penetration and usage of debit cards and deposit charges*



*Non interest income excludes gains from securities transactions and gains from acquisitions

Noninterest Expense



- Continued focus on managing noninterest expenses and improving efficiency
- Provided resources for nine de novo expansions since 2010
- Fluctuations in mortgage loan expense driven by higher mortgage production
- Incurred merger related expenses during 2010, 2011, 2013, 2014 and 2015

*Excludes debt extinguishment penalties, amortization of intangibles and merger-related expenses from noninterest expense and profit (loss) on sales of securities and gains on acquisitions from noninterest income

Four Key Strategic Initiatives

Capitalize on Opportunities

- Focus on highly-accretive acquisition opportunities
- Leverage existing markets
- Seek new markets
- New lines of business

Enhance Profitability

- Superior returns
- Revenue growth / Expense control
- Net interest margin expansion / mitigate interest rate risk
- Loan growth
- Core deposit growth

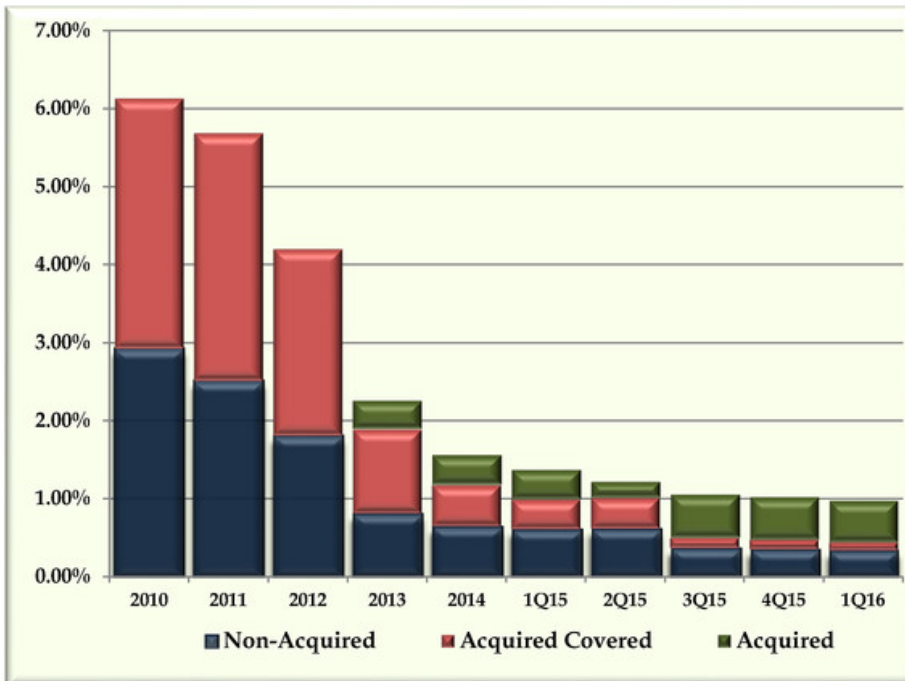
Aggressively Manage Problem Credits

- Identify problem assets and risks early
- Quarantine troubled assets

Build Capital Ratios

- Selective balance sheet growth
- Maintain dividend
- Prudently manage capital

Non Performing Assets Continue to Decline Both on a Linked Quarter and Y-O-Y Basis

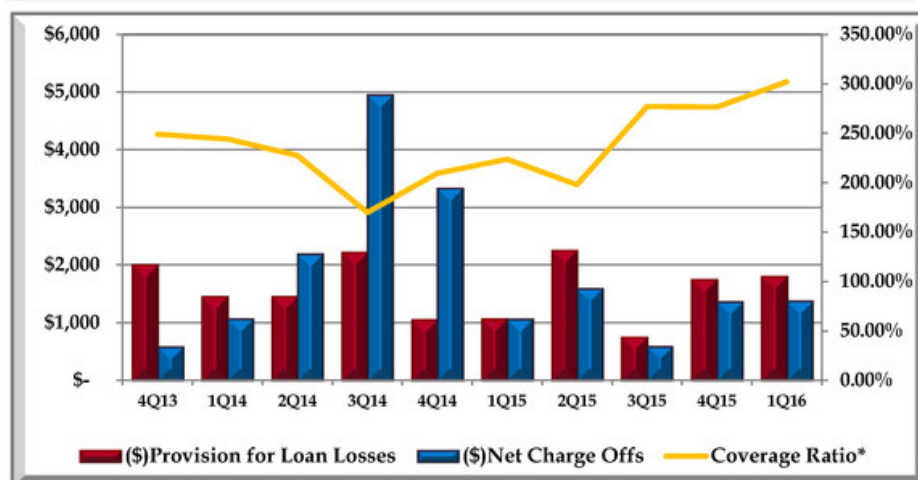


- Non-acquired NPAs approaching pre-credit cycle levels.

	Non-Acquired	Acquired Covered	Acquired
NPL's	\$14.2M	\$7.1M	\$23.2M
ORE	\$12.8M	\$1.4M	\$19.1M
Total NPA's	\$27M	\$8.5M	\$42.2M

As a percentage of total assets

Proactive in Providing Reserves for Problem Credit Resolution



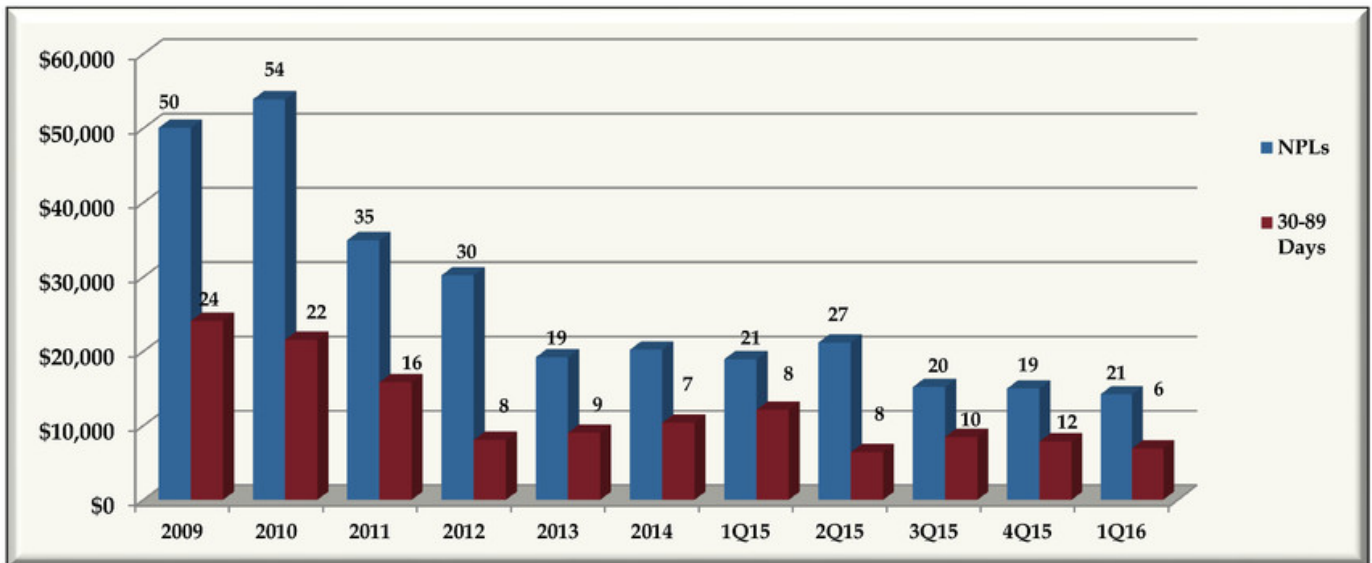
- Net charge-offs in 1Q16 totaled \$1.38 million compared to \$1.06 million in 1Q15
- Provision for loan losses totaled \$1.8 million in 1Q16, an increase of \$725K or 67.4% over 1Q15

Allowance for Loan Losses as % of Non-Acquired Loans*

2010	2011	2012	2013	2014	1Q15	2Q15	3Q15	4Q15	1Q16
2.07%	1.98%	1.72%	1.65%	1.29%	1.29%	1.23%	1.17%	1.11%	1.05%

*Ratios excludes loans and assets acquired in connection with the First M&F & HBOS acquisitions or loss share transactions

Continued Improvement NPLs and Early Stage Delinquencies (30-89 Days Past Due Loans)*



*Ratios excludes loans and assets acquired in connection with the M&F and HBOS acquisitions or loss share transactions

- Loans 30-89 days past due have remained at the lowest level since 2006
- NPL's to total loans were 0.35%

Four Key Strategic Initiatives

Capitalize on Opportunities

- Focus on highly-accretive acquisition opportunities
- Leverage existing markets
- Seek new markets
- New lines of business

Enhance Profitability

- Superior returns
- Revenue growth / Expense control
- Net interest margin expansion / mitigate interest rate risk
- Loan growth
- Core deposit growth

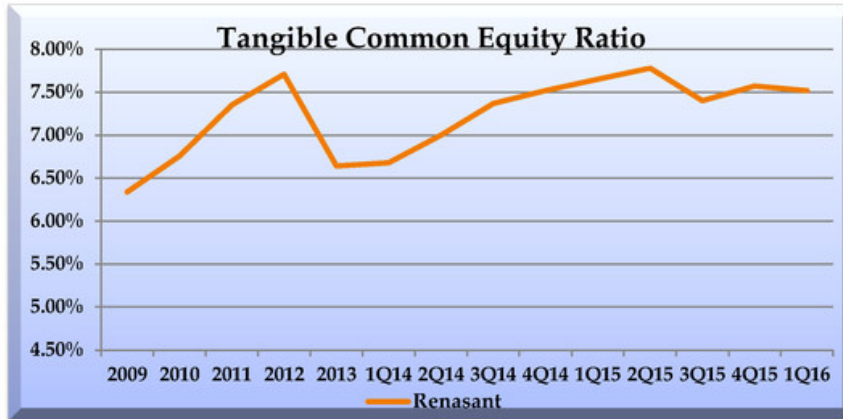
Aggressively Manage Problem Credits

- Identify problem assets and risks early
- Quarantine troubled assets

Build Capital Ratios

- Selective balance sheet growth
- Maintain dividend
- Prudently manage capital

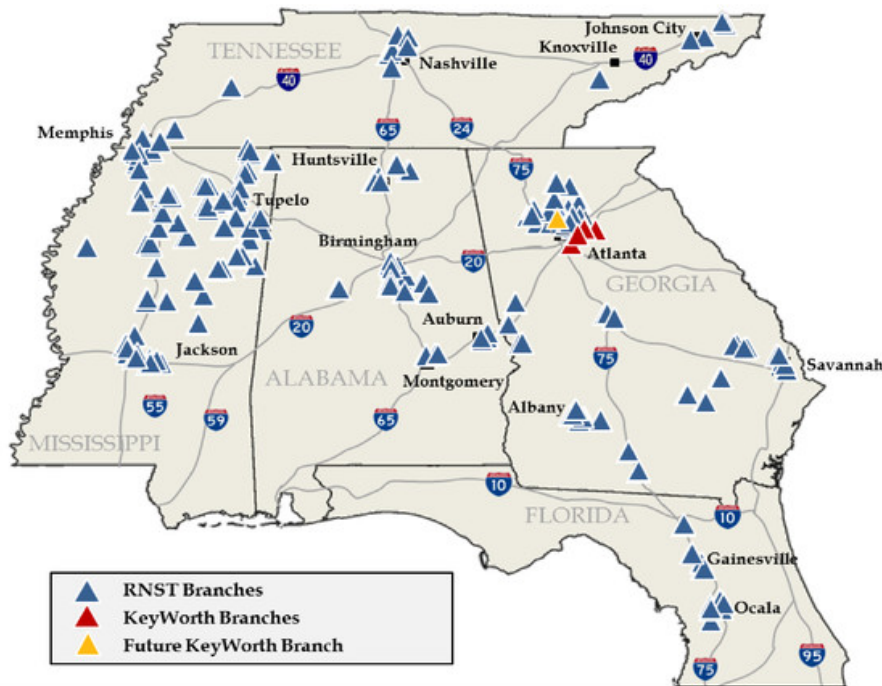
Strong Capital Position



- Maintained dividend throughout economic downturn
- Regulatory capital ratios are above the minimum for well-capitalized classification
- Capital level positions the Company for future growth and geographic expansion
- Did not participate in the TARP program

Capital	2009	2010	2011	2012	2013	2014	1Q15	2Q15	3Q15	4Q15	1Q16
Tangible Common Equity	6.34%	6.76%	7.35%	7.71%	6.64%	7.52%	7.65%	7.78%	7.40%	7.57%	7.52%
Leverage	8.68%	8.97%	9.44%	9.86%	8.68%	9.53%	9.75%	9.70%	8.88%	9.18%	9.19%
Tier 1 Risk Based	11.12%	13.58%	13.32%	12.74%	11.41%	12.45%	12.45%	12.52%	11.28%	11.50%	11.38%
Total Risk Based	12.37%	14.83%	14.58%	14.00%	12.58%	13.54%	13.50%	13.54%	12.05%	12.30%	12.17%
Tier 1 Common Equity	N/A	N/A	N/A	N/A	N/A	N/A	10.34%	10.44%	9.77%	9.98%	9.88%

Poised for Growth with Added Shareholder Value



- \$8.5B franchise well positioned in attractive markets in the Southeast
- Merger with Keyworth added approximately \$400M in assets, \$350M in deposits, \$280M in loans and 4 branches in Atlanta MSA
- Strategic focus on expanding footprint
 - Acquisition
 - De Novo
 - New lines of business
- Opportunity for further profitability improvement
 - Organic loan growth
 - Core deposit growth
 - Revenue growth
 - Declining credit costs
- Strong capital position
- Consistent dividend payment history

Appendix

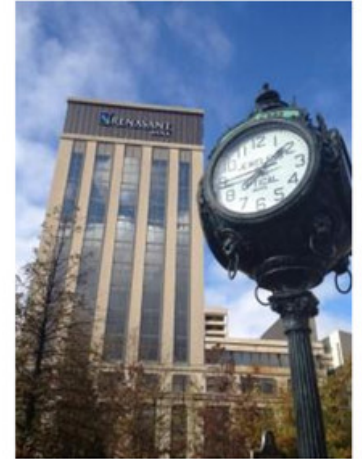
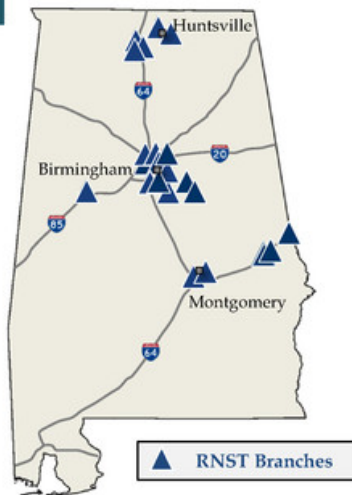
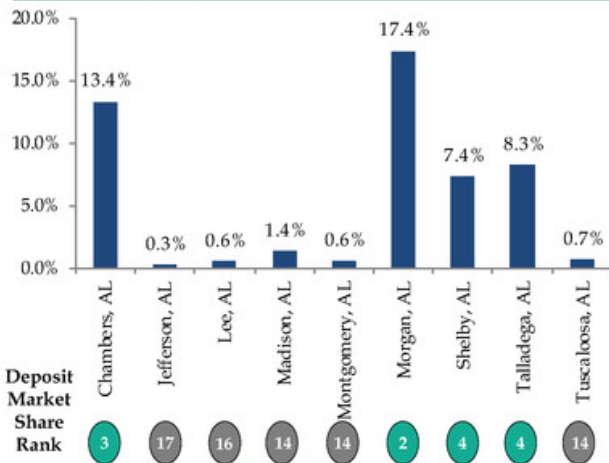
Alabama – Central Region

- Birmingham leads the state in the health care industry with an annual payroll of approximately \$2.9 billion, followed by Huntsville with \$998 million
- Honda, Hyundai, Mercedes-Benz increasingly large presence
- Recent merger with HBOS added approximately \$90.0 million in loans, \$141 million in deposits and 9 branches

Alabama Deposit Market Share

Rank	Institution	Deposits (\$mm)	Market Share	Branches
1	Regions Financial Corp.	\$22,262	24.4 %	236
2	Banco Bilbao Vizcaya Argentaria SA	11,828	13.0	89
3	Wells Fargo & Co.	8,921	9.8	139
4	Synovus Financial Corp.	3,922	4.3	41
5	BB&T Corp.	3,465	3.8	88
6	ServisFirst Bancshares Inc.	3,326	3.6	11
7	PNC Financial Services Group Inc.	2,922	3.2	69
8	Cadence Bancorp LLC	2,038	2.2	25
9	Trustmark Corp.	1,325	1.5	41
10	Bryant Bank	1,135	1.2	14
15	Renasant Corp.	866	1.0	21

Deposit Market Share by County – Top 5 Presence in 4 of 9 counties



Source: SNL Financial
Green highlighting denotes top 5 deposit market share in respective county
Deposit data as of 6/30/15

Florida – Central Region

- Entered the Florida market through the acquisition of Heritage Financial Group, Inc. (Nasdaq: HBOS), which closed on 7/1/15

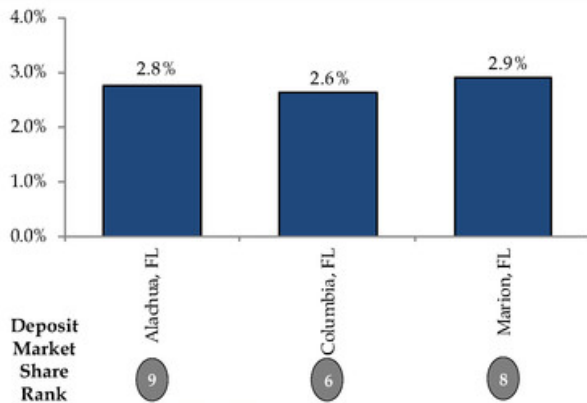
✓ Moved into FL with 8 full-services branches along I-75

- Florida has the 19th largest economy in the world, if it were a country
- Publix Super Markets, Southern Wine & Spirits, and JM Family Enterprises are all headquartered in Florida
- Florida projected population growth is approximately 6.0% compared to the national average of 3.7%

Florida Deposit Market Share

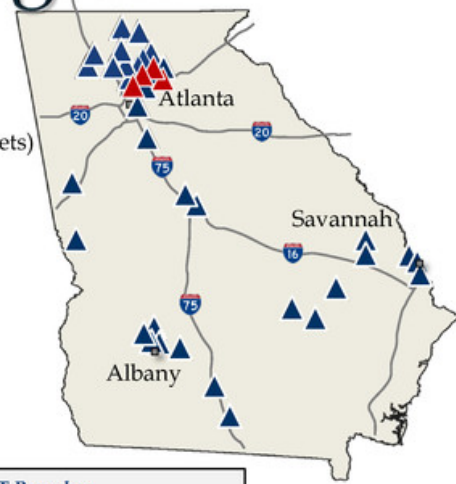
Rank	Institution	Deposits (\$mm)	Market Share	Branches
1	Bank of America Corp.	\$97,951	20.0 %	580
2	Wells Fargo & Co.	75,101	15.3	652
3	SunTrust Banks Inc.	46,343	9.5	492
4	JPMorgan Chase & Co.	24,929	5.1	394
5	Regions Financial Corp.	19,299	3.9	353
6	BB&T Corp.	16,892	3.4	325
7	EverBank Financial Corp	16,601	3.4	12
8	Citigroup Inc.	16,114	3.3	55
9	BankUnited Inc.	12,510	2.6	96
10	Tecosta-Dominion Bank	10,865	2.2	156
101	Renasant Corp.	286	0.1	8

Deposit Market Share by County – Top 5 Presence in 0 of 3 counties

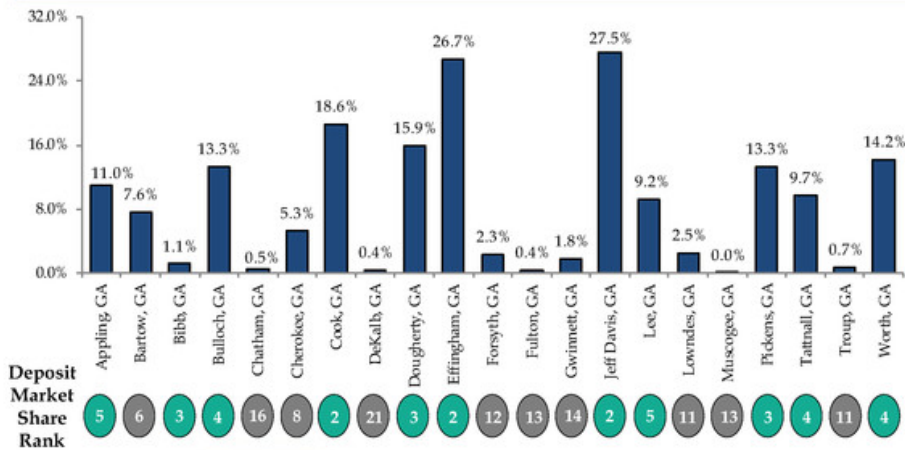


Georgia – Eastern Region

- Entered the North GA market through two FDIC loss share transactions
 - ✓ 12 full-service locations
 - ✓ Expanded services include mortgage and wealth management personnel
- Grew GA presence by completing acquisition of Heritage Financial Group, Inc. (\$1.7 billion in assets)
 - ✓ Added 20 full-service branches and 4 mortgage offices
 - ✓ Significantly ramps up our mortgage division
- Enhanced GA presence by acquisition of KeyWorth Bank (approximately \$400 million in assets)
 - ✓ Approximately \$280 million in loans, \$350 million in deposits, and 4 full-service branches
- Recently established an asset based lending division headquartered in Atlanta



Deposit Market Share by County – Top 5 Presence in 11 of 21 counties



▲ RNST Branches
▲ Acquired KeyWorth Branches

Georgia Deposit Market Share

Rank	Institution	Deposits (\$mm)	Market Share	Branches
1	SunTrust Banks Inc.	\$45,147	21.5 %	245
2	Wells Fargo & Co.	33,477	15.9	284
3	Bank of America Corp.	31,657	15.0	183
4	Synovus Financial Corp.	12,978	6.2	118
5	BB&T Corp.	11,856	5.6	161
6	Regions Financial Corp.	6,205	3.0	131
7	United Community Banks Inc.	5,260	2.5	71
8	Bank of the Ozarks Inc.	4,444	2.1	74
9	State Bank Financial Corp.	2,795	1.3	26
10	PNC Financial Services Group Inc.	2,702	1.3	74
14	Renasant Corp.	1,763	0.8	36



Source: SNL Financial
RNST data pro forma for pending acquisition of KeyWorth Bank
Green highlighting denotes top 5 deposit market share in respective county
Deposit data as of 6/30/15

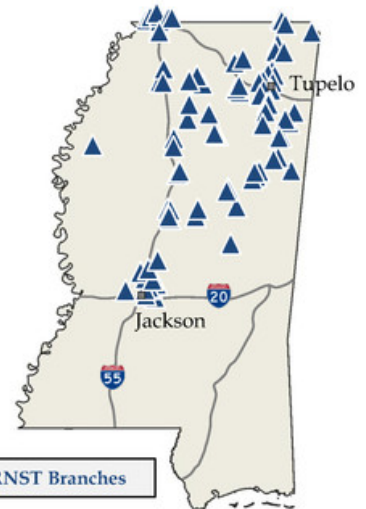
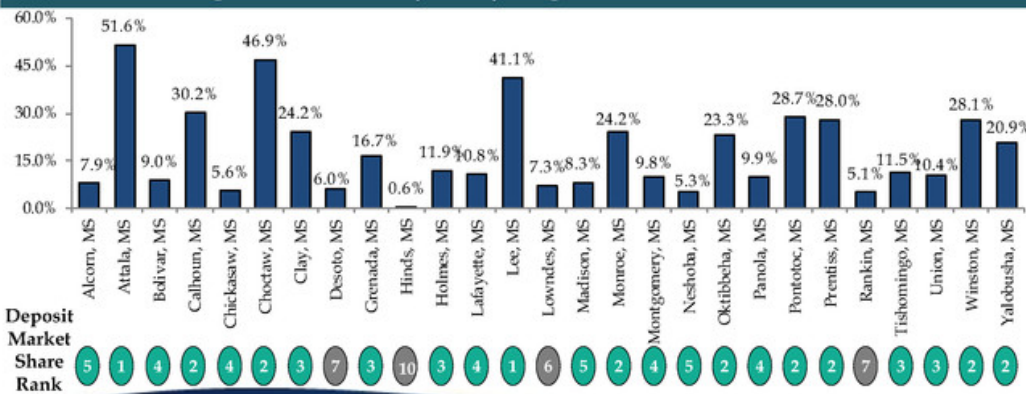
Mississippi – Western Region

- Entered the Columbus, MS market in November 2010 and opened an office in Starkville, home of Mississippi State University, during late Q3 '11
 - ✓ Columbus Air Force Base trains 1/3 of the nation's pilots, with an economic impact of \$250 million
 - ✓ Yokohama Tire Corporation announces plans to locate new commercial tire plant in West Point with an initial investment of \$300 million and potentially more than \$1 billion.
- The Tupelo/Lee County
 - ✓ Recently completed a \$12 million aquatic center and a \$4 million expansion of the Elvis Presley Birthplace and Museum
 - ✓ Hosts one of the largest furniture markets in the U.S.
- Oxford, Tupelo and Columbus were noted by American Express as three of the best small towns in America for business

Mississippi Deposit Market Share

Rank	Institution	Deposits (\$mm)	Market Share	Branches
1	Regions Financial Corp.	\$7,023	14.2 %	138
2	Trustmark Corp.	6,864	13.9	129
3	BancorpSouth, Inc.	5,295	10.7	98
4	Renasant Corp.	2,679	5.4	79
5	Hancock Holding Co.	2,856	5.8	39
6	BankPlus Corp.	2,049	4.1	59
7	Community Bancshares of Mississippi Inc.	2,020	4.1	35
8	Citizens National Bank Corp.	981	2.0	26
9	Flannery Holding Co.	924	1.9	19
10	BankFirst Capital Corp.	777	1.6	11

Deposit Market Share by County – Top 5 Presence in 23 of 27 counties



Source: SNL Financial
Green highlighting denotes top 5 deposit market share in respective county
Deposit data as of 6/30/15

Tennessee – Northern Region

Our Tennessee Operations

- ✓ The Knoxville/Maryville MSA location opened in late Q2 '12
- ✓ East Tennessee operations currently have 4 full-service branches, \$217 million in loans and \$93 million in deposits
- ✓ New lending teams added in both Memphis and Nashville during 2013
- ✓ New Healthcare Lending Group added in Nashville during 2015

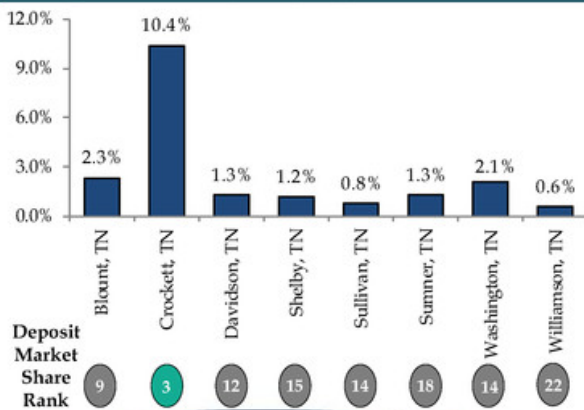
Tennessee ranked 7th best state to do business, per Area Development magazine

- ✓ Driven by VW, Nissan and GM, Tennessee named the #1 state in the nation for automotive manufacturing strength
- ✓ Unemployment rate continues to improve declining to 5.7% from 6.6% on a Y-O-Y basis.

Tennessee Deposit Market Share

Rank	Institution	Deposits (\$mm)	Market Share	Branches
1	First Horizon National Corp.	\$17,958	13.7 %	167
2	Regions Financial Corp.	17,635	13.4	239
3	SunTrust Banks Inc.	13,617	10.4	146
4	Bank of America Corp.	10,537	8.0	59
5	Pinnacle Financial Partners Inc.	6,389	4.9	44
6	U.S. Bancorp	2,711	2.1	104
7	BB&T Corp.	2,480	1.9	49
8	First South Bancorp Inc.	2,103	1.6	49
9	Wells Fargo & Co.	1,742	1.3	19
10	Wilson Bank Holding Co.	1,709	1.3	25
22	Renasant Corp.	809	0.6	15

Deposit Market Share by County - Top 5 Presence in 1 of 8 counties



In the Nashville market, Hospital Corporation of American announced an expansion that will create 2,000 jobs

- ✓ Nashville housing sales increased 17.6% Y-O-Y
- ✓ The median home price increased approximately 5.8% on a Y-O-Y basis

The Memphis MSA market ranked #1 for Logistics Leaders both nationally and globally

- ✓ Bass Pro Shops, \$70 million hotel in conjunction with their Pyramid flagship store opened in 2015
- ✓ Electrolux has begun the hiring of some 1,200 workers from its expansion announcement in 2010



Source: SNL Financial
Green highlighting denotes top 5 deposit market share in respective county
Deposit data as of 6/30/15

KeyWorth Financial Highlights



Company Profile

Headquarters	Johns Creek, GA
Bank Established:	2007
Office Locations	Johns Creek, GA Dunwoody, GA Duluth, GA Alpharetta, GA

Financial Highlights

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>
Balance Sheet (\$M)				
Total Assets	348	366	384	400
Total Net Loans	180	211	240	280
Total Deposits	306	318	333	350
Tangible Common Equity	38	38	42	45
Profitability (%)				
ROAA	0.05	0.95	0.67	0.84
ROAE	0.36	8.78	6.26	7.54
Net Interest Margin	3.04	3.16	3.17	3.48
Capital Ratios (%)				
TCE / TA	10.94	10.26	10.93	10.98
Tier 1 Ratio	16.42	15.12	14.38	13.88
TRBC Ratio	17.67	16.37	15.63	14.70
Asset Quality (%)				
NPA's / Assets	1.74	0.32	1.56	0.34
NCO's / Avg Loans	-0.05	0.03	0.03	0.00
LLRs / Gross Loans	1.72	1.61	1.50	1.05

Source: SNL Financial



Additional Information

Renasant will file a registration statement on Form S-4 that will include a proxy statement/prospectus, and other relevant documents concerning the proposed Keyworth Merger, with the SEC. This report does not constitute an offer to sell or the solicitation of an offer to buy any securities. **BEFORE MAKING ANY INVESTMENT DECISION, KEYWORTH INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED MERGER OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT/PROSPECTUS BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT RENASANT, KEYWORTH AND THE PROPOSED MERGER.** When available, the proxy statement/prospectus will be mailed to shareholders of KeyWorth. Investors will also be able to obtain copies of the proxy statement/prospectus and other relevant documents (when they become available) free of charge at the SEC's website (www.sec.gov). In addition, documents filed with the SEC by Renasant will be available free of charge from Kevin Chapman, Chief Financial Officer, Renasant Corporation, 209 Troy Street, Tupelo, Mississippi 38804-4827, telephone: (662) 680-1450.

Investor Inquiries



209 TROY STREET
TUPELO, MS 38804-4827
PHONE: 1-800-680-1601
FACSIMILE: 1-662-680-1234
WWW.RENASANT.COM
WWW.RENASANTBANK.COM

E. Robinson McGraw
Chairman, President and
Chief Executive Officer

Kevin D. Chapman
Executive Vice President and
Chief Financial Officer



