

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

November 9, 2015

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 fourth quarter of 2015. 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*Proposed merger transaction involving Renasant and KeyWorth:*

This report 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 report reflects the current views and estimates of future economic circumstances, industry conditions, company performance, and financial results of the management of Renasant and KeyWorth. These forward-looking statements are subject to a number of factors and uncertainties which could cause Renasant’s, KeyWorth’s or the combined company’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 neither Renasant nor KeyWorth assumes any duty to update forward-looking statements. In addition to factors previously disclosed in Renasant’s reports filed with the SEC and those identified elsewhere in this report, these forward-looking statements include, but are not limited to, statements about (i) the expected benefits of the transaction between Renasant Bank and KeyWorth, including future financial and operating results, cost savings, enhanced revenues and the expected market position of the combined company that may be realized from the transaction, and (ii) Renasant’s and KeyWorth’s plans, objectives, expectations and intentions and other statements contained in this release that are not historical facts. Other statements identified by words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “targets,” “projects” or words of similar meaning generally are intended to identify forward-looking statements. These statements are based upon the current beliefs and expectations of Renasant’s and KeyWorth’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.

The following risks, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements: (1) the businesses of Renasant Bank and KeyWorth may not be integrated successfully or the integration may be more difficult, time-consuming or costly than expected; (2) the expected growth opportunities or costs savings from the transaction may not be fully realized or may take longer to realize than expected; (3) revenues following the transaction may be lower than expected as a result of losses of customers or other reasons; (4) deposit attrition, operating costs, customer loss and business disruption following the transaction, including difficulties in maintaining relationships with employees, may be greater than expected; (5) governmental approvals of the transaction may not be obtained on the proposed terms or expected timeframe; (6) KeyWorth’s shareholders may fail to approve the transaction; (7) the terms of the proposed transaction may need to be modified to satisfy such approvals or conditions; (8) reputational risks and the reaction of the companies’ customers to the transaction; (9) diversion of management time on merger related issues; (10) changes in asset quality and credit risk; (11) inflation; (12) the cost and availability of capital; (13) customer acceptance of the combined company’s products and services; (14) customer borrowing, repayment, investment and deposit practices; (15) the introduction, withdrawal, success and timing of business initiatives; (16) the impact, extent, and timing of technological changes; (17) severe catastrophic events in the companies’ respective geographic area; (18) a weakening of the economies in which the combined company will conduct operations may adversely affect its operating results; (19) the U.S. legal and regulatory framework, including those associated with the Dodd-Frank Wall Street Reform and Consumer Protection Act, could adversely affect the operating results of the combined company; (20) the interest rate environment may compress margins and adversely affect net interest income; and (21) competition from other financial services companies in the companies’ markets could adversely affect operations. Additional factors that could cause Renasant’s results to differ materially from those described in the forward-looking statements can be found in Renasant’s reports (such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K) filed with the SEC and available at the SEC’s website (www.sec.gov). All subsequent written and oral forward-looking

statements concerning Renasant, KeyWorth or the proposed merger or other matters and attributable to Renasant, KeyWorth or any person acting on either of their behalf are expressly qualified in their entirety by the cautionary statements above. Renasant and KeyWorth do not undertake any obligation to update any forward-looking statement, whether written or oral, to reflect circumstances or events that occur after the date the forward-looking statements are made.

Information About the Renasant/KeyWorth Transaction

This communication is being made in respect of the proposed merger transaction involving Renasant and KeyWorth. In connection with the proposed merger, Renasant will file a registration statement on Form S-4 that will include a proxy statement/prospectus, and other relevant documents concerning the proposed merger, with the Securities and Exchange Commission (the “SEC”). This release 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 filed by Renasant (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.

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: November 9, 2015

RENASANT CORPORATION

By: /s/ E. Robinson McGraw

E. Robinson McGraw

Chairman, President and Chief Executive Officer

EXHIBIT INDEX

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Fourth Quarter 2015 Investor Presentation



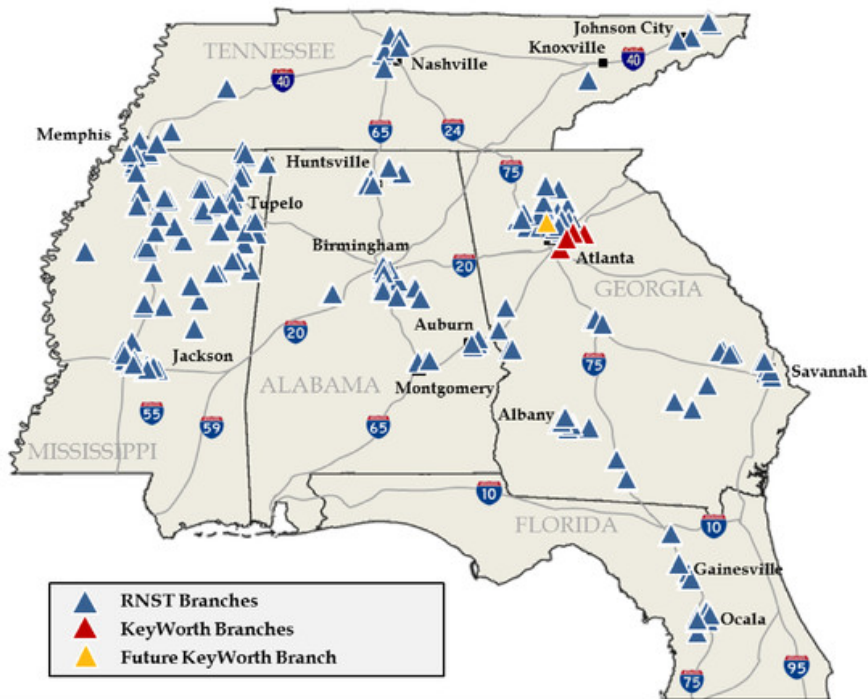
Forward Looking Statement

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 news release 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.

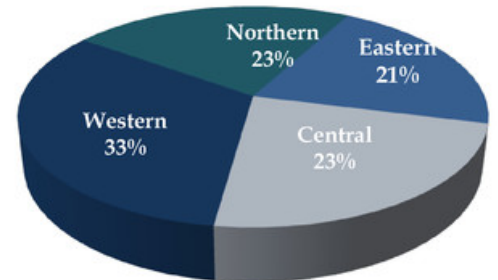
Prospective investors are cautioned that any such forward-looking statements are not guarantees for future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Important factors currently known to management 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

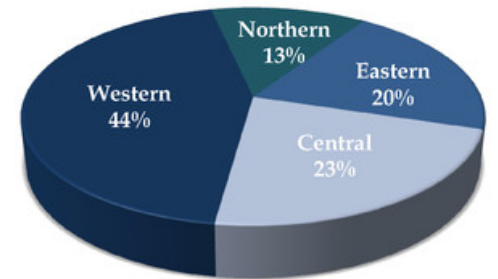
Over 175 banking, lending, financial services and insurance offices



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
-

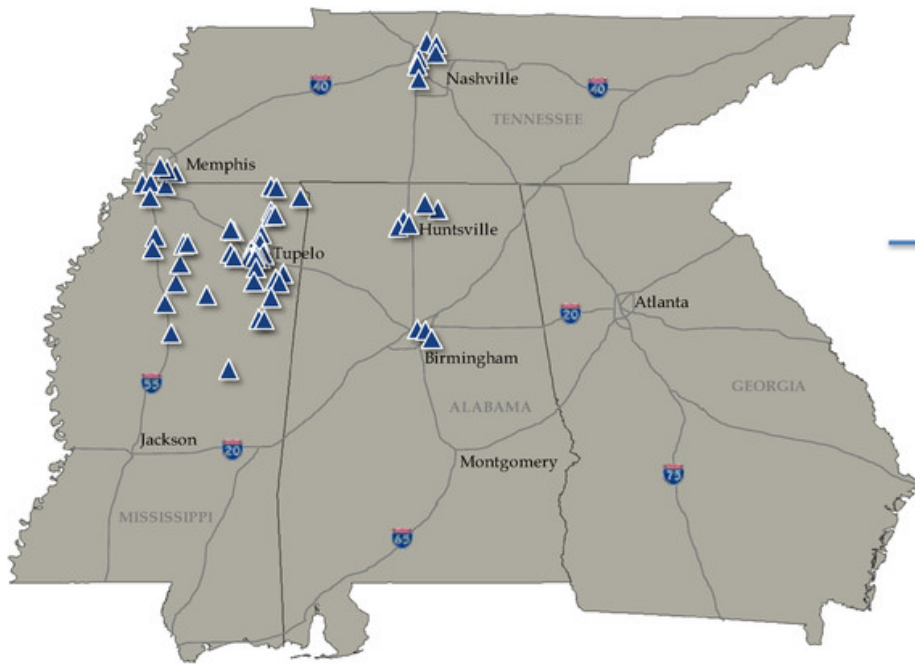
Aggressively Manage Problem Credits

- 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

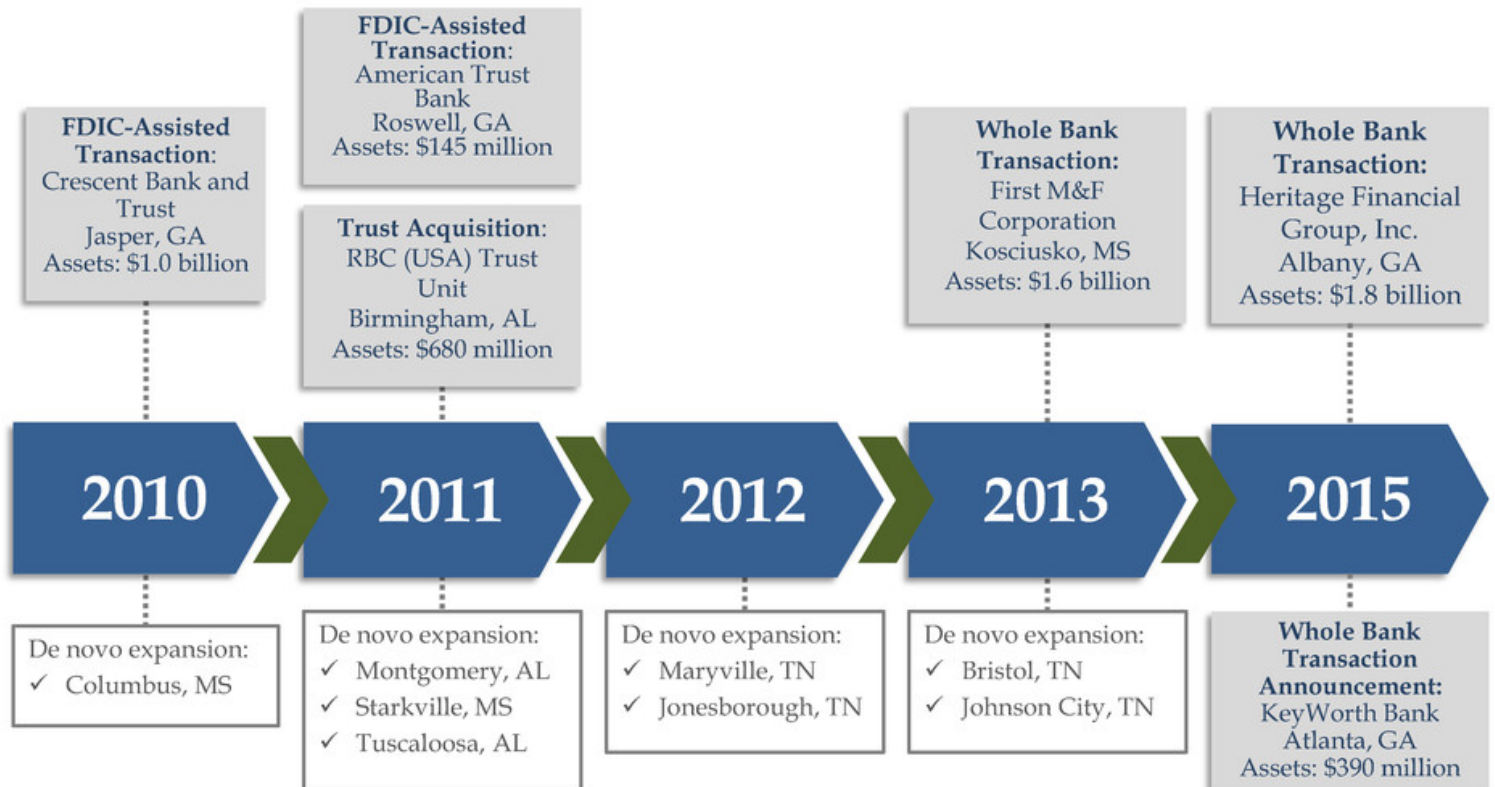


Financial Highlights

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

Source: SNL Financial

Market Expansion Experience Since 2010



New Markets / New Business Lines

	Loans				Deposits			
	Dec. 12	Dec. 13	Dec. 14	Sept. 15	Dec. 12	Dec. 13	Dec. 14	Sept. 15
Montgomery, AL	61,743	76,529	90,751	107,212	20,272	26,869	33,355	45,750
Tuscaloosa, AL	23,830	36,006	58,005	69,023	31,060	45,384	61,194	25,834
Columbus, MS	20,285	28,412	44,948	47,899	48,125	66,236	81,471	82,086
Starkville, MS	32,059	39,976	51,603	81,582	21,498	63,575	107,569	205,726
East Tennessee	47,805	146,097	179,603	207,272	13,158	69,613	101,526	90,406
Commercial Lines*	17,782	19,141	82,214	131,862	-	2,165	3,876	3,154
TOTAL	203,504	346,161	507,124	644,851	134,113	273,842	388,991	452,955

* Commercial Banking Lines includes ABL, SBA, Factoring, Equipment leasing and Healthcare Groups



Pending Merger with KeyWorth Bank



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
Expected Closing	First quarter 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 \$389 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**

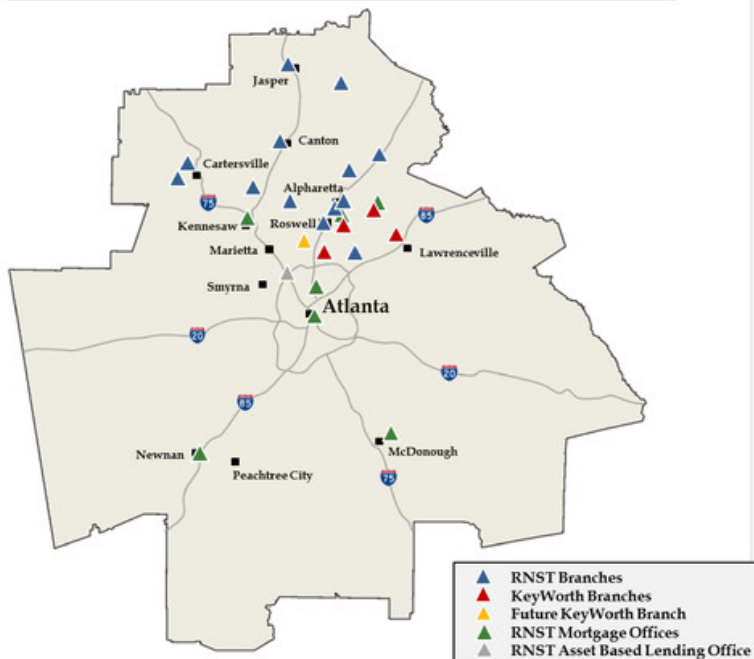
- Accretive to first full year earnings per share (excluding transaction costs)
- Immediately accretive to tangible book value per share
- Estimated IRR of approximately 19%
- Conservative cost saving assumptions (25% of non-interest expense)
- Pro forma regulatory ratios remain above "well capitalized"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

Pro Forma Atlanta MSA Franchise



Source: SNL Financial; Company

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

Pro Forma Atlanta Highlights

	Loans at 9/30/2015 (\$Mil.)	Deposits at 9/30/2015 (\$Mil.)
RNST ⁽¹⁾	\$345	\$543
KeyWorth	\$250	\$339
Total	\$595	\$882

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
- Estimated closing in 1Q2016

Attractive Returns

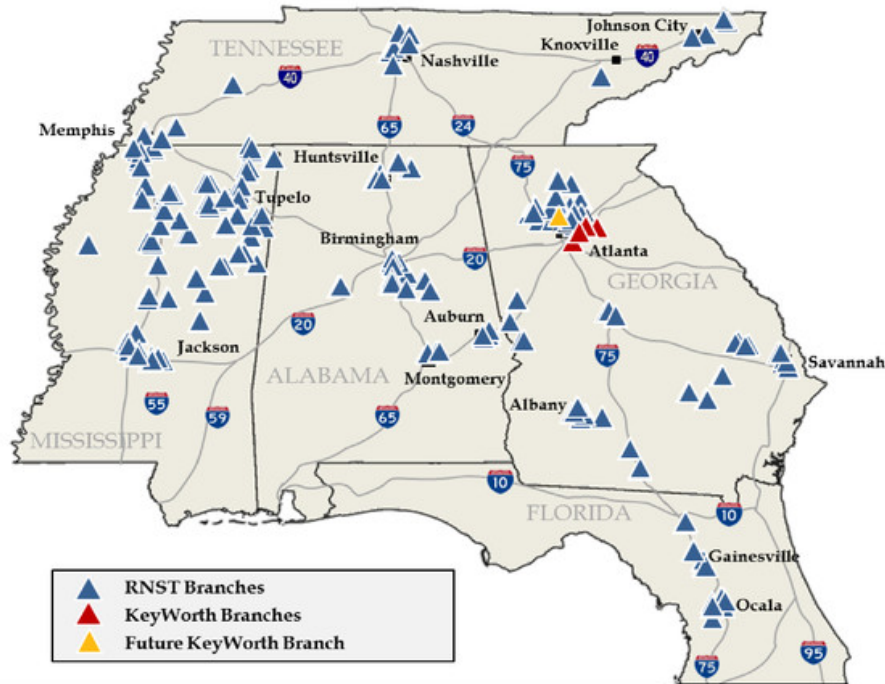
- Immediately accretive to EPS (excluding transaction costs)
- Immediately accretive to tangible book value per share
- Estimated IRR of approximately 19%

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



Pro Forma Highlights

Assets ⁽²⁾	\$8.2 billion
Gross Loans ⁽²⁾	\$5.4 billion
Deposits ⁽²⁾	\$6.3 billion

Four Key Strategic Initiatives

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Enhance Profitability

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- Revenue growth / Expense control
- Net interest margin expansion / mitigate interest rate risk
- Loan growth
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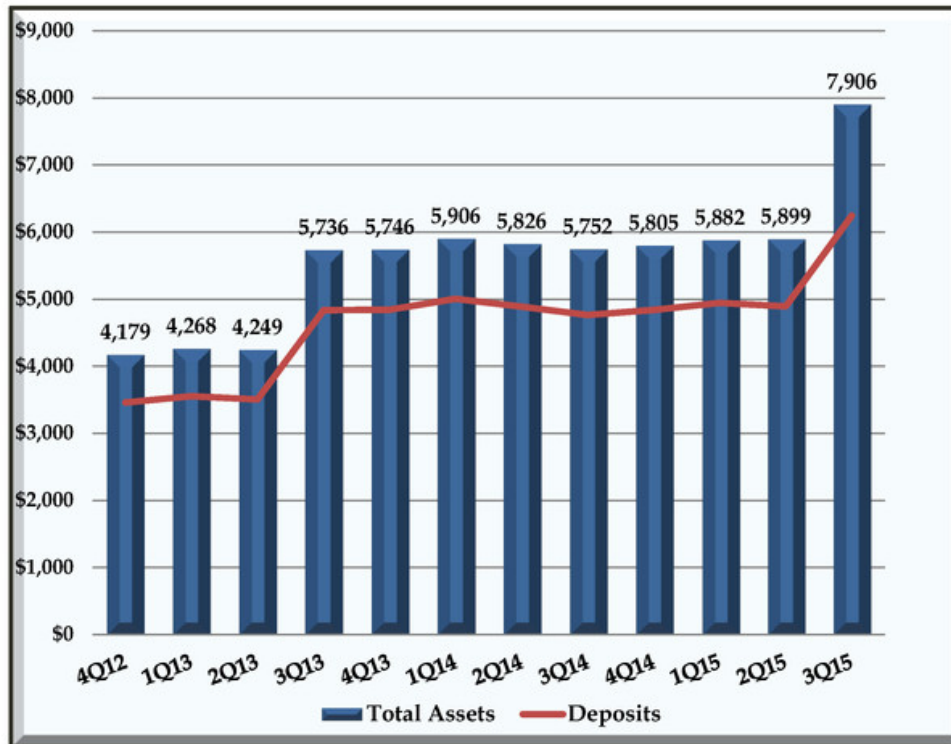
Aggressively Manage Problem Credits

- Identify problem assets and risks early
- Quarantine troubled assets

Build Capital Ratios

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

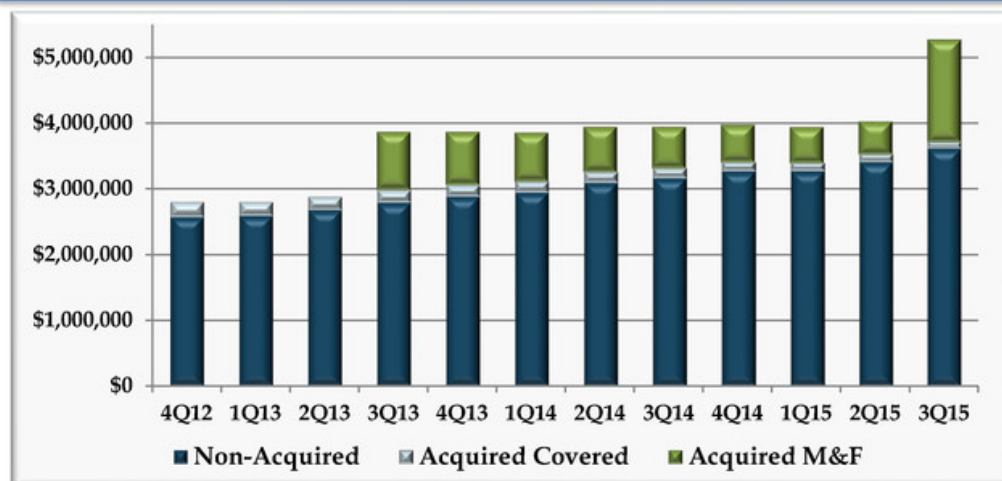
Total Assets



(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



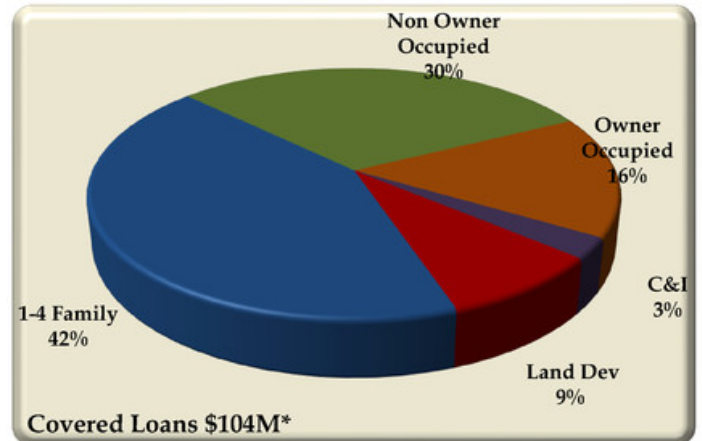
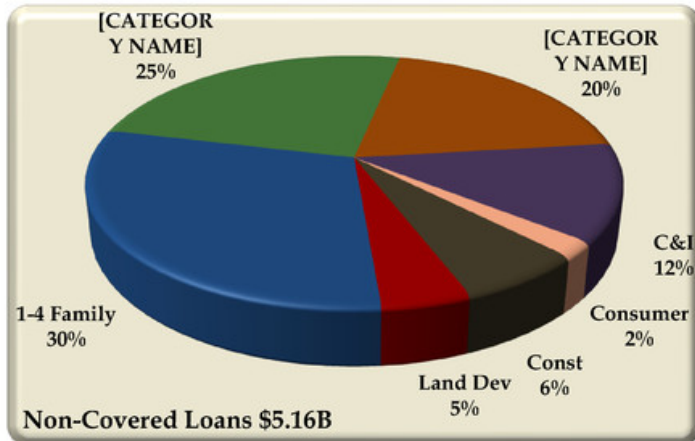
- Total loans increased \$1.24 billion during the quarter
- Non-acquired loans increased \$207.6 M to \$3.62 million during the quarter or 24% annualized
- Company maintained strong pipelines throughout all markets which will continue to drive further loan growth

	2011	2012	2013	1Q14	2Q14	3Q14	4Q14	1Q15	2Q15	3Q15
Non-Acquired	\$2,242	\$2,573	\$2,886	\$2,948	\$3,097	\$3,165	\$3,268	\$3,275	\$3,408	\$3,615
Acquired Covered*	\$339	\$237	\$182	\$174	\$167	\$167	\$143	\$126	\$121	\$104
Acquired M&F	-	-	\$813	\$746	\$694	\$694	\$577	\$553	\$508	\$1,558
Total Loans	\$2,581	\$2,810	\$3,881	\$3,867	\$3,958	\$3,957	\$3,988	\$3,954	\$4,037	\$5,277

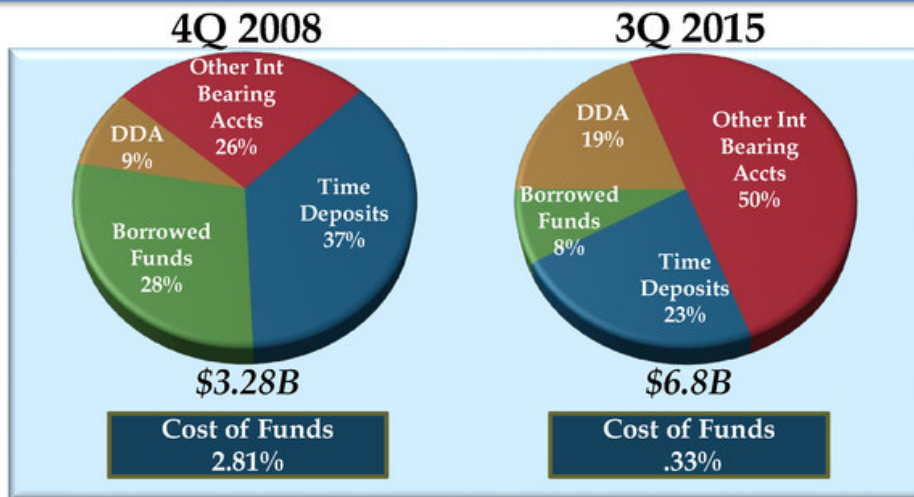
*Covered loans are subject to loss-share agreements with FDIC

Diversified Loan Portfolio

- Loans totaled \$5.3B
 - 32% of portfolio is acquired and carried at fair value
- Owner occupied/C&I loans comprise 32% of the non covered loan portfolio



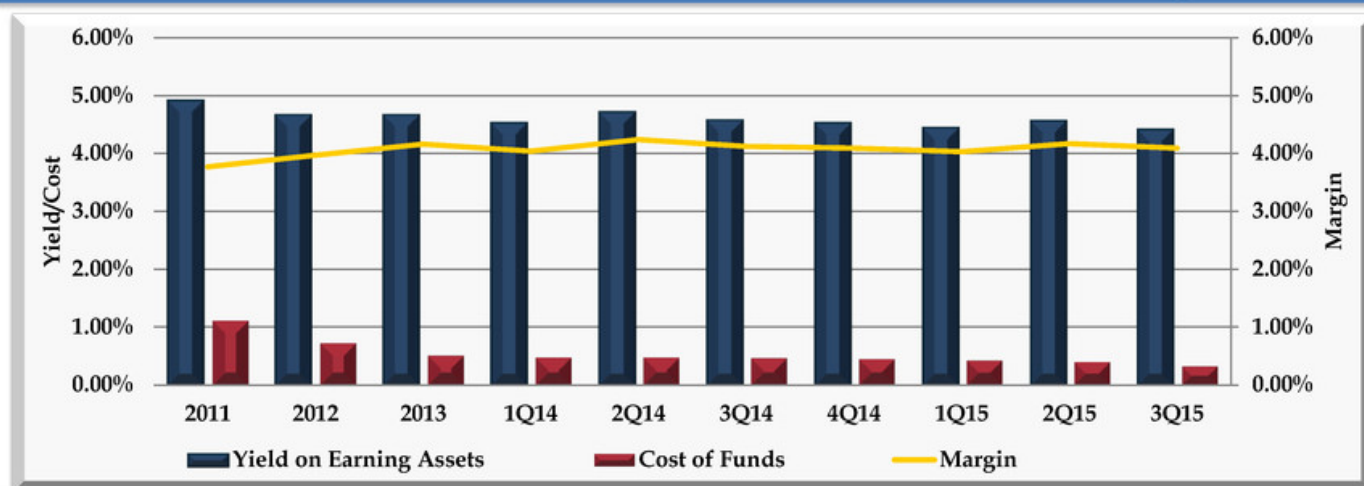
Transition To Core Funding



- Non-interest bearing deposits represent 20% of deposits, up from 12% at year end 2008
 - Time deposits totaling \$279M at WAR of 61 bps will be maturing during 3Q15 with the current repricing rate between 35-40 bps
 - 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 3Q15

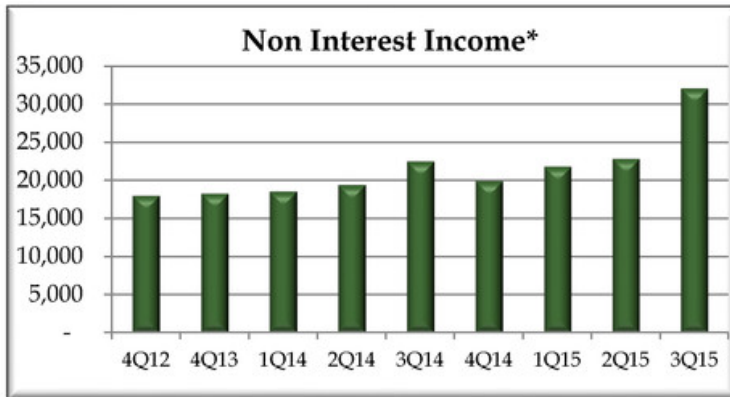


Net Interest Income and Net Interest Margin

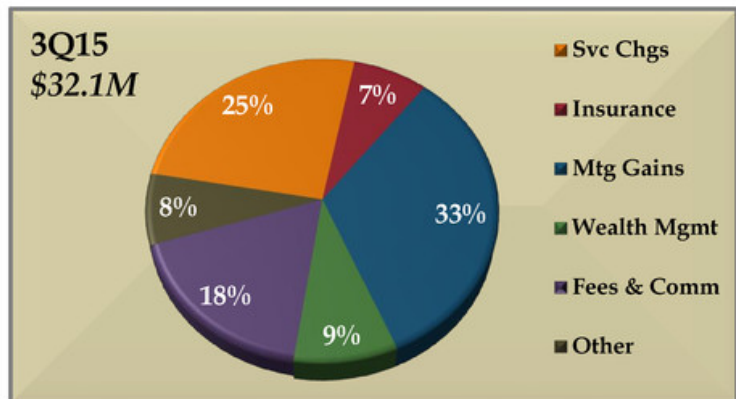
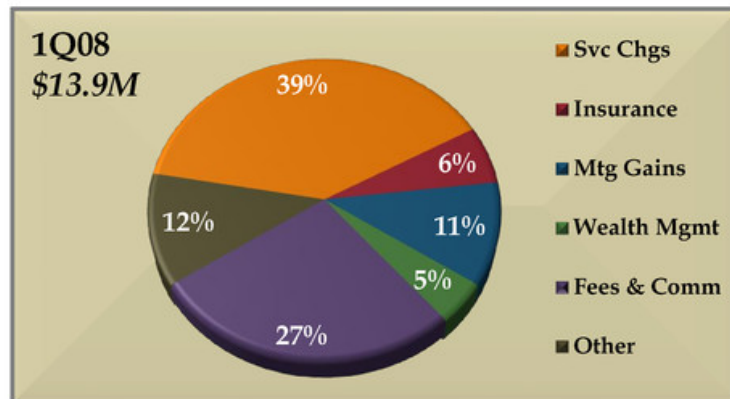


	2011	2012	2013	2014	1Q14	2Q14	3Q14	4Q14	1Q15	2Q15	3Q15
Net Interest Income	129,077	133,338	157,201	202,629	49,971	52,169	50,473	50,016	48,842	51,670	68,680
Net Interest Margin	3.77%	3.94%	3.96%	4.12%	4.04%	4.24%	4.12%	4.09%	4.03%	4.17%	4.09%
Yield on Earning Assets	4.92%	4.67%	4.53%	4.58%	4.53%	4.72%	4.58%	4.53%	4.45%	4.57%	4.42%
Cost of Funds	1.11%	0.72%	0.57%	0.47%	0.48%	0.48%	0.47%	0.45%	0.43%	.40%	.33%

Sources of Non Interest Income*

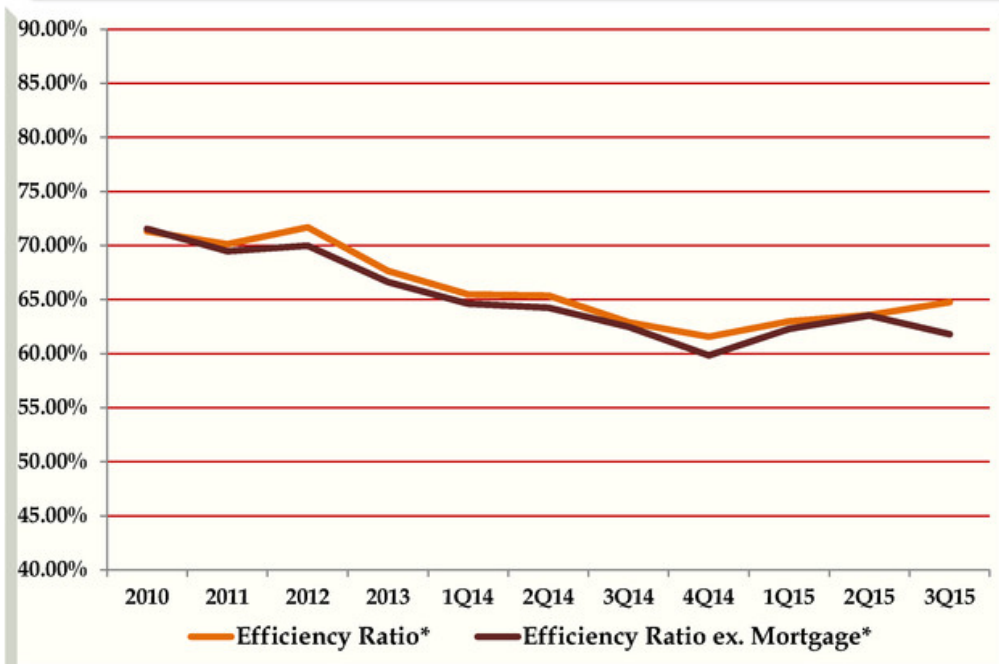


- Diversified sources of noninterest income
 - Less reliant on NSF
- Opportunities for growing Non Interest Income
 - Expansion of Trust Division Wealth Management Services into larger, metropolitan markets
 - Expansions within our de novo operations
 - Expansion of the Mortgage Division within new markets
 - 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
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- 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

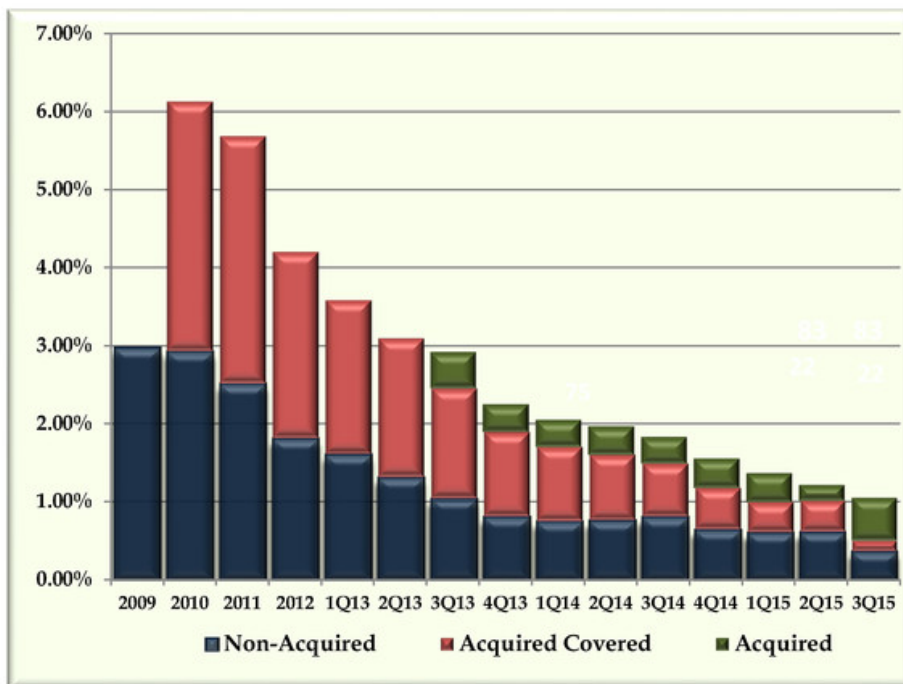
Aggressively Manage Problem Credits

- Identify problem assets and risks early
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Build Capital Ratios

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

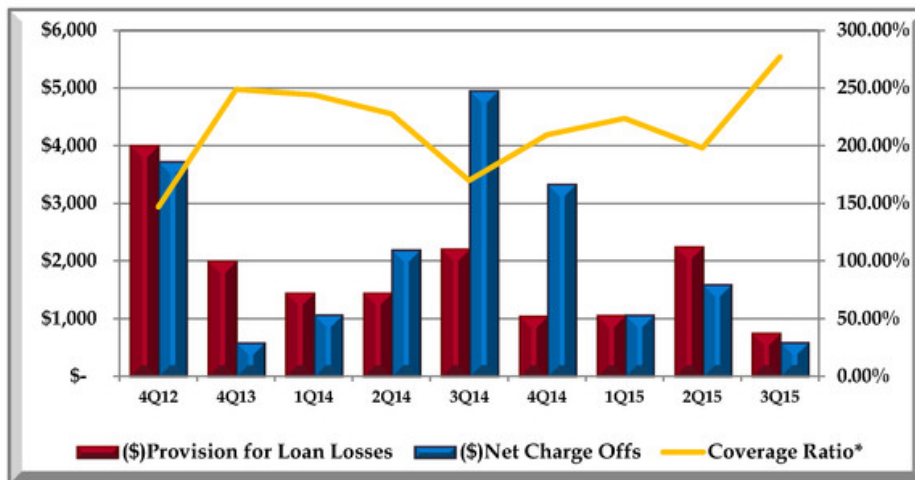


- Non-acquired NPAs approaching pre-credit cycle levels.

	Non-Acquired	Acquired Covered	Acquired
NPL's	\$15.2M	\$7.4M	\$24.6M
ORE	\$13.9M	\$3.2M	\$19.2M
Total NPA's	\$29.1M	\$10.6M	\$43.8M

As a percentage of total assets

Proactive in Providing Reserves for Problem Credit Resolution

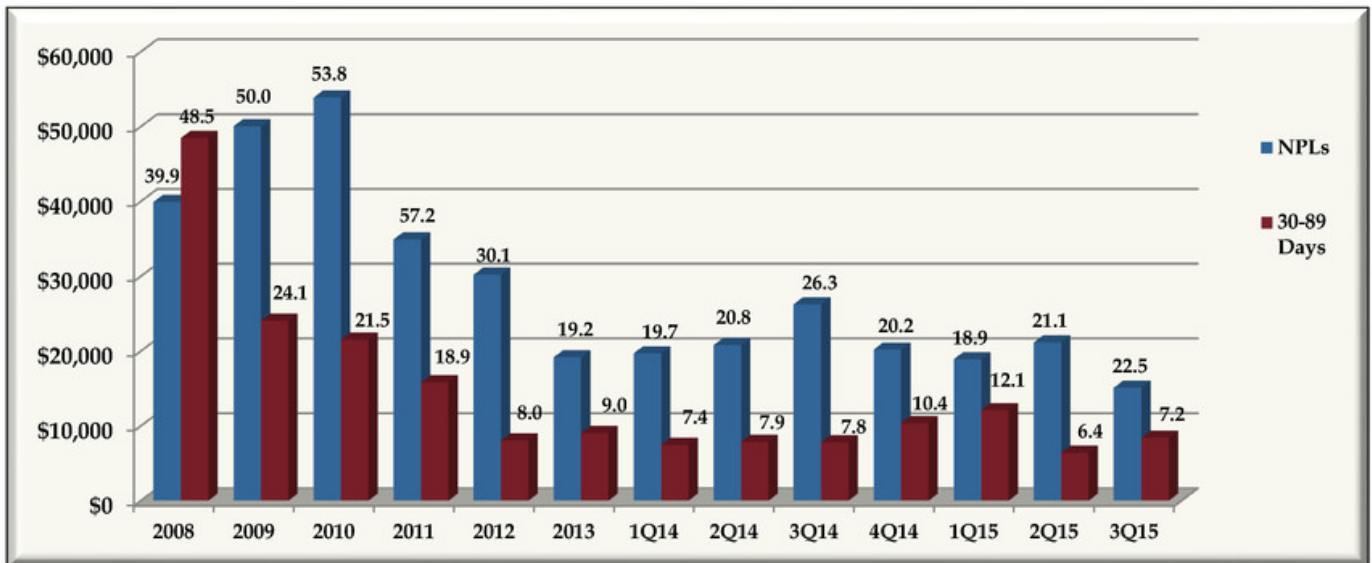


- Net charge-offs Y-T-D totaled \$3.2 million for 2015 compared to \$8.2 million for 2014
- Provision for loan loss totaled \$4.1 million for 2015 down from \$5.1 million for 2014

Allowance for Loan Losses as % of Non-Acquired Loans*										
2010	2011	2012	2013	1Q14	2Q14	3Q14	4Q14	1Q15	2Q15	3Q15
2.07%	1.98%	1.72%	1.65%	1.63%	1.53%	1.41%	1.29%	1.29%	1.23%	1.17%

*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 acquisition or loss share transactions

- Loans 30-89 days past due have remained at the lowest level since 2006
- NPL's to total loans were 0.42%

Four Key Strategic Initiatives

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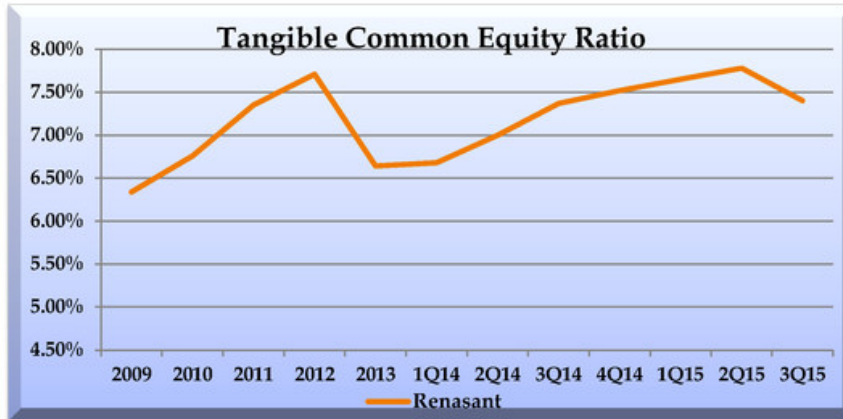
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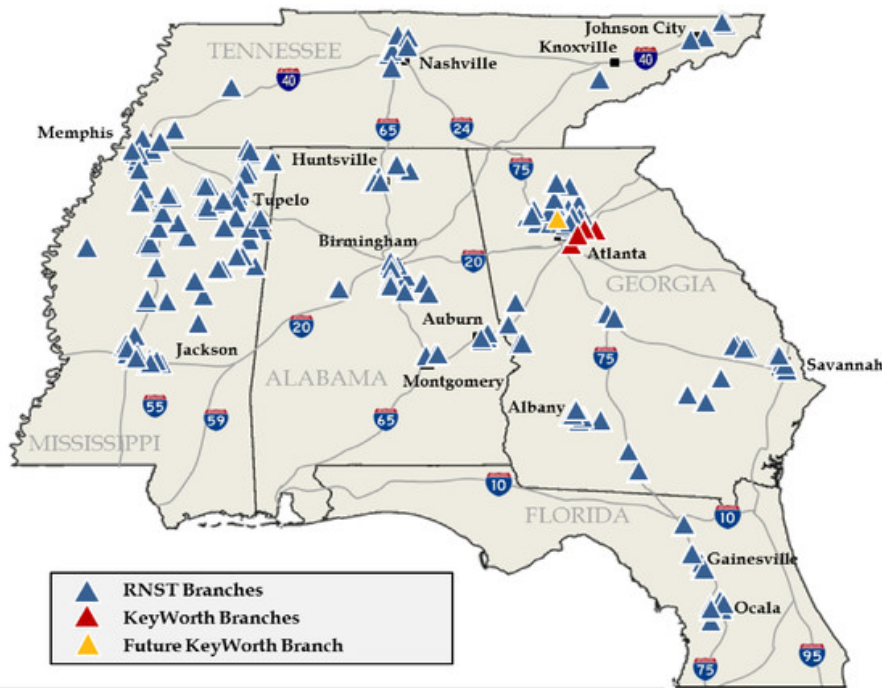
Strong Capital Position



- 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	1Q14	2Q14	3Q14	4Q14	1Q15	2Q15	3Q15
Tangible Common Equity	6.34%	6.76%	7.35%	7.71%	6.64%	6.68%	7.00%	7.37%	7.52%	7.65%	7.78%	7.40%
Leverage	8.68%	8.97%	9.44%	9.86%	8.68%	8.56%	8.91%	9.31%	9.53%	9.75%	9.70%	8.88%
Tier 1 Risk Based	11.12%	13.58%	13.32%	12.74%	11.41%	11.55%	11.82%	12.28%	12.45%	12.45%	12.52%	11.28%
Total Risk Based	12.37%	14.83%	14.58%	14.00%	12.58%	12.72%	12.96%	13.43%	13.54%	13.50%	13.54%	12.05%
Tier 1 Common Equity	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	10.34%	10.44%	9.77%

Poised for Growth with Added Shareholder Value



- \$7.9B franchise well positioned in attractive markets in the Southeast
- Pending merger with Keyworth will add \$400M in assets, \$339M in deposits, \$250M 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

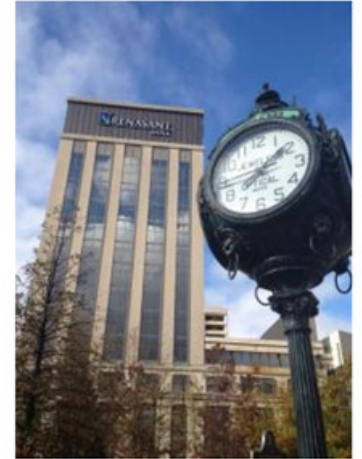
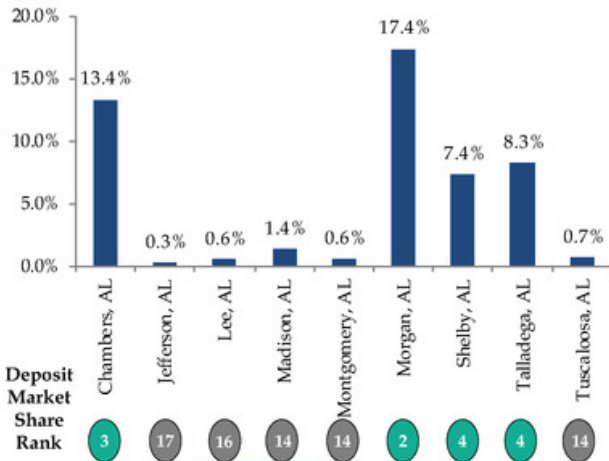
Alabama – Central Region

- 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

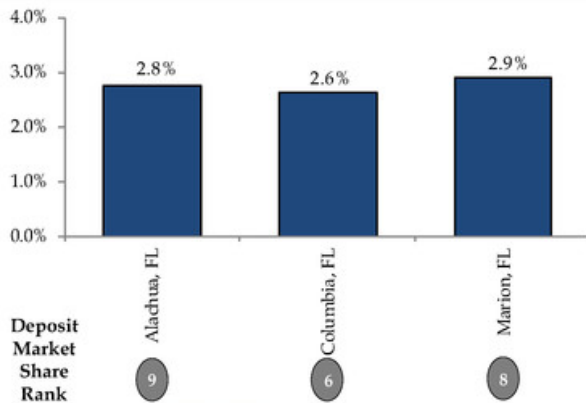
✓ Moved into FL with 8 full-services branches along I-75

- 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

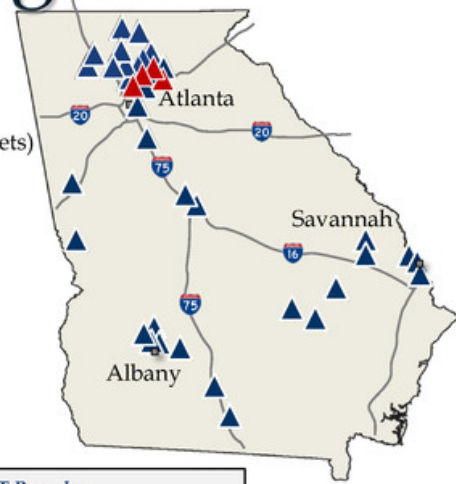
Rank	Institution	Deposits (\$mm)	Market Share	Branches
1	Bank of America Corp.	\$97,951	20.0 %	580
2	Wells Fargo & Co.	75,101	15.3	652
3	SunTrust Banks Inc.	46,343	9.5	492
4	JPMorgan Chase & Co.	24,929	5.1	394
5	Regions Financial Corp.	19,299	3.9	353
6	BB&T Corp.	16,892	3.4	325
7	EverBank Financial Corp	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

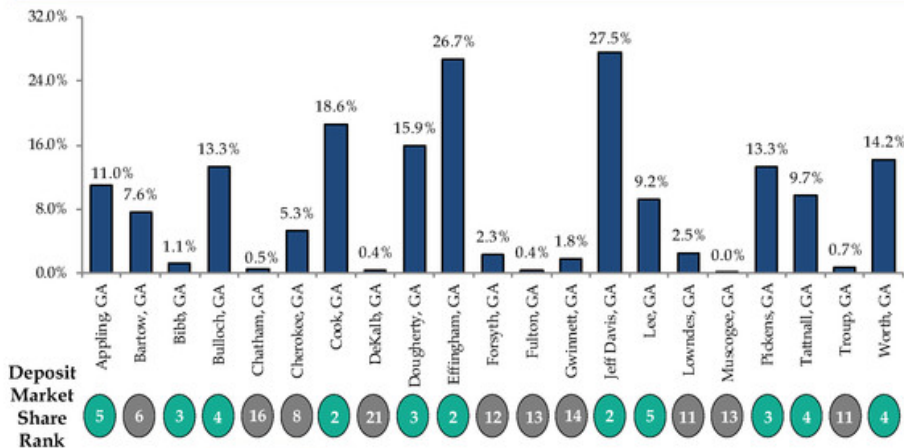


Georgia – Eastern Region

- 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 pending acquisition of KeyWorth Bank (\$392 million in assets)
 - ✓ Approximately \$250 million in loans, \$339 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

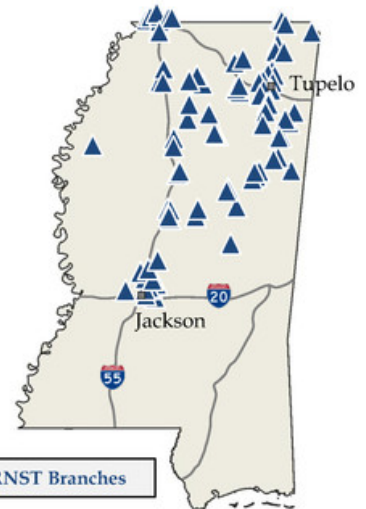
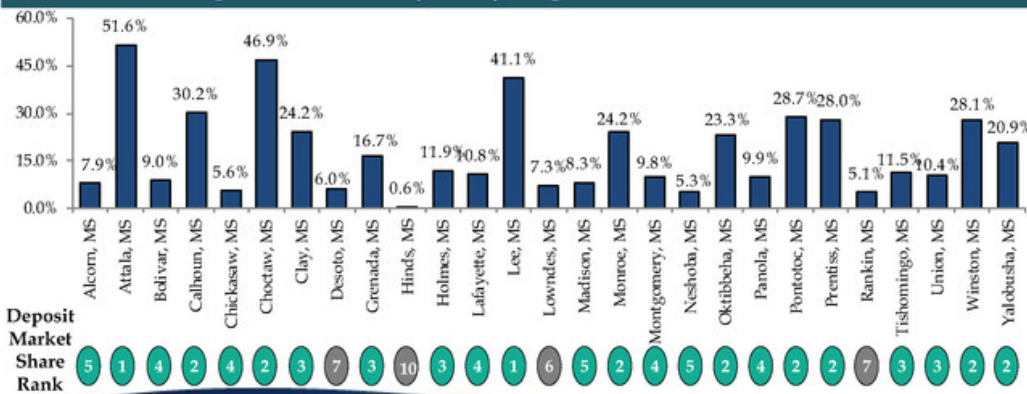
Mississippi – Western Region

- 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	Planners 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, \$207 million in loans and \$90 million in deposits
- ✓ New lending teams added in both Memphis and Nashville during 2013
- ✓ New Healthcare Lending Group added in Nashville during 2015

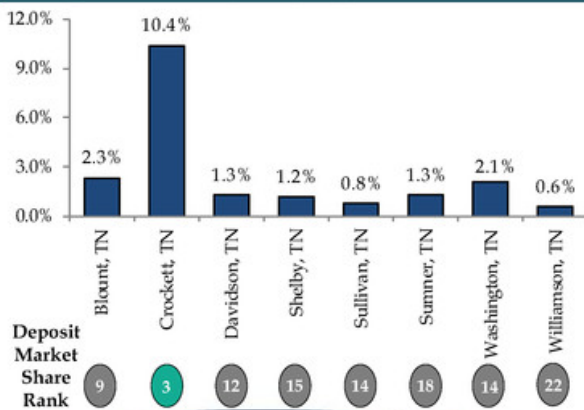
Tennessee ranked 7th best state to do business, per Area Development magazine

- ✓ 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 to open 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>YTD 9/30</u>
Balance Sheet (\$M)				
Total Assets	348	366	384	392
Total Net Loans	180	211	240	250
Total Deposits	306	318	333	339
Tangible Common Equity	38	38	42	44
Profitability (%)				
ROAA	0.05	0.95	0.67	0.97
ROAE	0.36	8.78	6.26	8.58
Net Interest Margin	3.04	3.16	3.17	3.55
Capital Ratios (%)				
TCE / TA	10.94	10.26	10.93	11.27
Tier 1 Ratio	16.42	15.12	14.38	14.02
TRBC Ratio	17.67	16.37	15.63	15.12
Asset Quality (%)				
NPA's / Assets	1.74	0.32	1.56	0.36
NCO's / Avg Loans	-0.05	0.03	0.03	0.00
LLRs / Gross Loans	1.72	1.61	1.50	1.38

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.

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Executive Vice President and
Chief Financial Officer



