

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934

FINAL AMENDMENT

The Peoples Holding Company
(Name of Subject Company (Issuer) and Filing Person (Offeror))

COMMON STOCK, \$5.00 PAR VALUE
(Title of Class of Securities)

711148 10 6
(CUSIP Number of Class of Securities)

E. Robinson McGraw,
President and Chief Executive Officer
The Peoples Holding Company
209 Troy Street
Tupelo, Mississippi 38804
(662) 680-1001

(Name, address and telephone number of person authorized to
receive notices and communications on behalf of filing persons)

with a copy to:
W.P. Mitchell, Esq.
Mitchell, Voge, Corban and Morris, LLP
P.O. Box 29
108 N. Broadway Street
Tupelo, Mississippi 38804
(662) 842-4231

CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee:
\$13,899,176	\$2,779.84

*Calculated solely for purposes of determining the filing fee, in accordance with Rule 0-11 of the Securities Exchange Act of 1934. This calculation assumes the purchase of 604,312 shares of Common Stock of The Peoples Holding Company at the maximum tender offer purchase price of \$23.00 per share in cash.

☒ Check the box if any part of the fee is offset as provided by Rule 011 Rule 011(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2,779.84 Form or Registration Number: SC TO-I
Filing Party: The Peoples Holding Company Date Filed: April 16, 2001

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☐ third party tender offer subject to Rule 14d-1.
☒ issuer tender offer subject to Rule 13e-4.
☐ going private transaction subject to Rule 13e-3.
☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of a tender offer: ☒

This Amendment supplements and amends the Tender Offer Statement on Schedule TO filed on April 16, 2001, related to the issuer tender offer of The Peoples Holding Company, a Mississippi corporation, to purchase up to 604,312 shares of its Common Stock, \$5.00 par value, at a price of \$23.00 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 16, 2001 (the "Offer to Purchase"), and in the related Letter of Transmittal, which, as amended or supplemented from time to time, together constitute the tender offer.

The information in the Offer to Purchase is hereby incorporated by reference in response to all the items of this amendment to Schedule T0.

Item 4. TERMS OF THE TRANSACTION.

Item 4 of Schedule T0 is hereby amended and supplemented as follows:

The tender offer expired at 5:00 p.m., New York City time, on May 15, 2001. A total number of 221,023 shares of the Common Stock of The Peoples Holding Company were validly tendered, not withdrawn and accepted for purchase by The Peoples Holding Company at a purchase price of \$23.00 per share.

Item 11. ADDITIONAL INFORMATION.

Item 11 of Schedule T0 is hereby amended and supplemented as follows:

On May 15, 2001, The Peoples Holding Company issued a press release announcing the final results of the tender offer, a copy of which is filed as Exhibit (a)(9) to this Amendment to Schedule T0 and is incorporated herein by reference.

Item 12. EXHIBITS.

Item 12 of Schedule T0 is hereby amended and supplemented by adding the following Exhibit:

(a)(9) Press Release, dated May 15, 2001.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 15, 2001

The Peoples Holding Company

by: /s/ E. Robinson McGraw

 E. Robinson McGraw
 President and Chief Executive Officer

PRESS RELEASE
EXHIBIT (a)(9)

The Peoples Holding Company (AMEX:PHC)
P.O. Box 709
Tupelo, MS 38801-0709
Phone: (662) 680-1001
Fax: (662) 680-1234
www.thepeopleplace.com

For additional information, contact:
Stuart R. Johnson
Executive Vice President & Chief Financial Officer
(662) 680-1472

Date: May 15, 2001

THE PEOPLES HOLDING COMPANY ANNOUNCES RESULTS OF TENDER OFFER

TUPELO, MISSISSIPPI - The Peoples Holding Company, (American Stock Exchange: PHC) (the "Company"), the holding company for The Peoples Bank & Trust Company, announced today the final results of its tender offer, which expired on May 15, 2001. On April 16, 2001, the Company offered to purchase up to 604,312 shares of its Common Stock at \$23.00 per share. As of May 15, 2001, The Peoples Holding Company has accepted for payment a total of 221,023 shares of its Common Stock at a purchase price of \$23.00 per share. The offer was under-subscribed and The Peoples Holding Company accepted all shares validly tendered. The Company's management and Board of Directors believe that the Company's business, assets and prospects, coupled with the market price of its shares of Common Stock, made this purchase of shares pursuant to the terms and conditions of the offer an attractive investment opportunity.

COMMUNITY BANKING. The Peoples Bank & Trust Company's business activities are conducted through the bank and its wholly-owned subsidiaries, Peoples Insurance Agency, Dominion Life and Health P.A., Alliance Finance Company and Dominion Company (Dominion companies). The Bank is headquartered in Tupelo, Mississippi, and has over \$1.2 Billion in assets. The Bank accounts for substantially all of the assets and revenues of The Peoples Holding Company. On December 31, 2000, the Bank had 41 banking offices in Tupelo, Aberdeen, Amory, Batesville, Belden, Booneville, Calhoun City, Coffeeville, Corinth, Grenada, Guntown, Hernando, Iuka, Louisville, New Albany, Okolona, Olive Branch, Pontotoc, Saltillo, Sardis, Shannon, Smithville, Southaven, Verona, Water Valley, West Point, and Winona, Mississippi. The Peoples Holding Company, The Peoples Bank's parent company, is traded on the American Stock Exchange (PHC).