

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
ON
FORM S-8 TO FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

RENASANT CORPORATION
(Exact name of registrant as specified in its charter)

Mississippi **64-0676974**
(State or other *(I.R.S. Employer*
jurisdiction of incorporation *Identification No.)*
or organization)

209 Troy Street
Tupelo, Mississippi 38804-4827
(Address of principal executive offices)(Zip Code)

THE FIRST BANCSHARES, INC. 2007 STOCK INCENTIVE PLAN, AS AMENDED
(Full title of the plan)

C. MITCHELL WAYCASTER
Chief Executive Officer
Renasant Corporation
209 Troy Street
Tupelo, Mississippi 38804-4827
(662) 680-1001
*(Name and address, including zip code, and telephone number,
including area code, of agent for service)*

Copy to:
MARK W. JEANFREAU
General Counsel
Renasant Corporation
209 Troy Street
Tupelo, Mississippi 38804-4827
(662) 680-1445

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

- | | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

EXPLANATORY NOTE

Renasant Corporation (“Renasant” or the “Registrant”) hereby amends its Registration Statement on Form S-4 (File No. 333-281851), filed with the Securities and Exchange Commission (the “Commission”) on August 30, 2024, as amended on September 13, 2024, and declared effective by the Commission on September 17, 2024 (the “Form S-4”), by filing this Post-Effective Amendment No. 1 on Form S-8 (the “Post-Effective Amendment No. 1”). The Form S-4, as amended by this Post-Effective Amendment No. 1, is referred to as the “Registration Statement.” The Registrant filed the Form S-4 in connection with the merger of The First Bancshares, Inc., a Mississippi corporation (“The First”), with and into the Registrant, with the Registrant as the surviving corporation (the “Merger”). This Post-Effective Amendment No. 1 relates to shares of the common stock, par value \$5.00 per share, of the Registrant (“Registrant Common Stock”) originally registered on the Form S-4 that may be issued in connection with equity awards (the “FBMS Awards”) previously granted under The First Bancshares, Inc. 2007 Stock Incentive Plan, as amended, which FBMS Awards were assumed by the Registrant in connection with the Merger, which was consummated on April 1, 2025. At the effective time of the Merger, each outstanding FBMS Award was converted into a corresponding award with respect to Registrant Common Stock.

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* In accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8, the information required by this Part I of Form S-8 is not and will not be filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are hereby incorporated by reference herein:

- (a) The Registrant’s Annual Report on Form 10-K for its fiscal year ended December 31, 2024 filed with the Commission on February 26, 2025, and containing audited financial statements for the Registrant’s latest fiscal year.
- (b) The Registrant’s Current Reports on Form 8-K filed with the Commission on April 4, 2025 and March 17, 2025.
- (c) The Description of the Registrant’s Securities Registered under Section 12 of the Securities Exchange Act of 1934, as amended, filed as exhibit 4(i) to the Quarterly Report on Form 10-Q of the Registrant filed with the Commission on August 7, 2024 and incorporated herein by reference, including any amendment or report filed for the purpose of updating such description.

To the extent that any information contained in any report on Form 8-K or any exhibit thereto was furnished to, rather than filed with, the Commission, such information or exhibit is specifically not incorporated by reference herein.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold, or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such

documents, provided that any document or information contained in such filings that is deemed “furnished” to, or is otherwise not deemed “filed” with, the Commission in accordance with Commission rules, including, but not limited to, the Registrant’s compensation committee report and performance graph and information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K including related exhibits, shall not be deemed incorporated by reference herein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

The validity of the Registrant Common Stock to be issued in connection with the Merger has been passed upon for the Registrant by Phelps Dunbar LLP.

Item 6. Indemnification of Directors and Officers

The Renasant bylaws provide that whenever any director or officer (each, an “Indemnitee” and together, the “Indemnitees”) is made a party to any proceeding, including any derivative action in the right of Renasant, the Indemnitees will be indemnified against liability and reasonable expenses, including attorney’s fees, incurred by the Indemnitees in connection with such proceeding, if the Indemnitee meets certain standards of conduct described below and such indemnification is not otherwise prohibited by Mississippi law or the Renasant bylaws. An Indemnitee is not entitled to indemnification from Renasant against any liability in a proceeding by Renasant (not including derivative actions in the right of Renasant) against such Indemnitee. An Indemnitee meets the required standard of conduct if the Indemnitee conducted himself or herself in good faith and reasonably believed that (1) any conduct in the Indemnitee’s official capacity was in the best interests of Renasant, (2) in all other cases, the Indemnitee’s conduct was at least not opposed to the best interests of Renasant, or (3) in any criminal proceeding, the Indemnitee had no reasonable cause to believe that such conduct was unlawful.

Unless ordered by a court pursuant to the Mississippi Business Corporations Act (the “MBCA”), Renasant may not indemnify any Indemnitee in respect to any liability in connection with: (1) a proceeding in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the Indemnitee has met the relevant standard of conduct described above; or (2) any proceeding with respect to conduct for which the Indemnitee was adjudged liable on the basis that the Indemnitee received a financial benefit to which the Indemnitee was not entitled, whether or not involving action in the Indemnitee’s official capacity.

Under Miss. Code Ann. Section 81-5-105(1), the duties of a director or officer of a bank or bank holding company to the bank or bank holding company and its shareholders are to discharge the director’s or officer’s duties in good faith and with the diligence, care, judgment and skill as provided in subsection (2). Subsection (2) provides that a director or officer of a bank or bank holding company cannot be held personally liable for money damages to a corporation or its shareholders unless the officer or director acts in a grossly negligent manner or engages in conduct that demonstrates a greater disregard of the duty of care than gross negligence. In addition, Miss. Code Ann. Section 81-5-105(4) provides that the provisions of Miss. Code Ann. Section 81-5-105 are the sole and exclusive law governing the relation and liability of directors and officers to their bank or bank holding company, or their successor, or to the shareholders thereof, or to any other person or entity.

If the MBCA were applicable in defining the fiduciary duties of officers and directors, Miss. Code Ann. Section 79-4-8.31 provides that a director is not liable to a corporation or its shareholders for any decision to take or not take action, or any failure to take any action, as a director, unless the party asserting liability proves certain matters. The party must show that (1) the director was a party to or had a direct or indirect financial interest in a transaction, which transaction was not otherwise approved in accordance with the MBCA, and (2) the challenged conduct consisted or was a result of (a) action not in good faith; (b) a decision which the director did not reasonably believe

to be in the best interests of the corporation or as to which the director was not appropriately informed; (c) a lack of objectivity, due to familial, financial or business relationships, or a lack of independence, due to the director's domination or control by another interested person, where such relationship, domination or control could reasonably be expected to have affected the director's judgment respecting the challenged conduct in a manner adverse to the corporation, and after a reasonable expectation to such effect has been established, the director cannot demonstrate that he or she reasonably believed the challenged conduct to be in the best interests of the corporation; (d) the director's sustained failure to stay informed about the corporation's business and affairs or otherwise discharge his or her oversight functions; or (e) receipt of a financial benefit to which the director was not entitled or any other breach of the director's duty to deal fairly with the corporation and its shareholders that is actionable under law.

Item 7. Exemption From Registration Claimed

Not applicable.

Item 8. Exhibits

EXHIBIT INDEX

Exhibit No.	Description
4.1	<u>Articles of Incorporation of Renasant Corporation, as amended (filed as exhibit 3.1 to the Form 10-Q of the Registrant filed with the Securities and Exchange Commission (the "Commission") on May 10, 2016 and incorporated herein by reference)</u>
4.2	<u>Articles of Amendment to the Articles of Incorporation (filed as exhibit 3(i) to the Form 8-K the Registrant filed with the Commission on April 25, 2024 and incorporated herein by reference)</u>
4.3	<u>Amended and Restated Bylaws of Renasant Corporation (filed as exhibit 3(ii) to the Form 8-K of the Registrant filed with the Commission on October 24, 2024 and incorporated herein by reference)</u>
4.4	<u>The First Bancshares, Inc. 2007 Stock Incentive Plan (filed as exhibit 4.3 to the Form S-8 of The First Bancshares, Inc. filed with the Commission on February 1, 2011 and incorporated herein by reference)</u>
4.5	<u>Amendment to The First Bancshares, Inc. 2007 Stock Incentive Plan (filed as exhibit 10.6 to the Form 10-K of The First Bancshares, Inc. filed with the Commission on March 30, 2016 and incorporated herein by reference)</u>
*5.1	<u>Opinion of Phelps Dunbar LLP</u>
*23.1	<u>Consent of Horne LLP, Renasant Corporation's independent registered accounting firm</u>
*23.3	<u>Consent of Forvis Mazars, LLP, The First Bancshares, Inc.'s independent registered accounting firm</u>
*23.5	<u>Consent of Phelps Dunbar LLP (contained in its opinion filed as Exhibit 5.1 hereto)</u>

* Filed herewith.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate

jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

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 April 11, 2025.

RENASANT CORPORATION

By: /s/ C. Mitchell Waycaster
Name: C. Mitchell Waycaster
Title: Chief Executive Officer and Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ C. Mitchell Waycaster</u> C. Mitchell Waycaster	Director, Chief Executive Officer and Executive Vice Chairman (Principal Executive Officer)	April 11, 2025
<u>/s/ James C. Mabry IV</u> James C. Mabry IV	Chief Financial Officer (Principal Financial Officer)	April 11, 2025
<u>*</u> Kelly W. Hutcheson	Chief Accounting Officer (Principal Accounting Officer)	April 11, 2025
<u>*</u> Gary D. Butler	Director	April 11, 2025
<u>*</u> Donald Clark, Jr.	Director	April 11, 2025
<u>/s/ M. Ray (Hoppy) Cole, Jr.</u> M. Ray (Hoppy) Cole, Jr.	Director and Executive Advisor	April 11, 2025
<u>*</u> John M. Creekmore	Vice Chairman of the Board and Director	April 11, 2025
<u>*</u> Albert J. Dale, III	Director	April 11, 2025

* <hr/> Jill V. Deer	Director	April 11, 2025
* <hr/> Connie L. Engel	Director	April 11, 2025
* <hr/> Rose J. Flenorl	Director	April 11, 2025
* <hr/> John T. Foy	Director	April 11, 2025
* <hr/> Richard L. Heyer, Jr.	Director	April 11, 2025
* <hr/> Neal A. Holland, Jr.	Director	April 11, 2025
/s/ Jonathan A. Levy <hr/> Jonathan A. Levy	Director	April 11, 2025
/s/ Renee Moore <hr/> Renee Moore	Director	April 11, 2025
* <hr/> E. Robinson McGraw	Chairman of the Board and Director	April 11, 2025
/s/ Ted E. Parker <hr/> Ted E. Parker	Director	April 11, 2025
* <hr/> Sean M. Suggs	Director	April 11, 2025
* By: /s/ C. Mitchell Waycaster <hr/> C. Mitchell Waycaster Attorney-in-fact		



Phelps Dunbar LLP
Canal Place
365 Canal Street, Suite 2000
New Orleans, LA 70130
504 566 1311

April 11, 2025

Renasant Corporation
209 Troy Street
Tupelo, MS 38804

Re: Securities Being Registered Pursuant to Post-Effective Amendment No. 1 on Form S-8 to Form S-4

Ladies and Gentlemen:

We have acted as counsel to Renasant Corporation, a Mississippi corporation (the "Company"), in connection with the Company's Post-Effective Amendment No. 1 on Form S-8 to Form S-4 (as amended or supplemented, the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") on April 11, 2025, pursuant to the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement registers 590,905 shares of common stock, par value \$5.00 per share, of the Company (the "Shares"), issuable upon settlement of certain equity awards previously granted under The First Bancshares, Inc. 2007 Stock Incentive Plan, as amended ("The First's Stock Incentive Plan"), which was assumed by the Company in connection with the merger of The First Bancshares, Inc., a Mississippi corporation ("The First"), with and into the Company, with the Company as the surviving corporation (the "Merger"), pursuant to the Agreement and Plan of Merger, dated as of July 29, 2024 (as amended or supplemented, the "Merger Agreement"), by and between the Company and The First, which Merger was consummated on April 1, 2025.

We have reviewed the Registration Statement, the Merger Agreement, the Articles of Incorporation of the Company, the Amended and Restated Bylaws of the Company, the resolutions of the Board of Directors of the Company relating to the Registration Statement and the offering and sale of the Shares, each as amended as of the date hereof, and such other corporate records, certificates and other documents, and such questions of law, as we have considered necessary for the purposes of this opinion.

Without limiting the generality of the foregoing, we have, with your permission, assumed without independent verification (i) the truth and accuracy of all facts set forth in all certificates provided to or examined by us, (ii) the obligations of each party to the Merger Agreement are its valid and binding obligations, enforceable against such party in accordance with its terms, (iii) each natural person executing a document has sufficient legal capacity to do so, (iv) all documents submitted to us as originals are authentic, the signatures on all documents we

reviewed are genuine, and all documents submitted to us as certified, conformed, photostatic, electronic or facsimile copies conform to the original document, and (v) all corporate records made available to us by the Company are accurate and complete. We have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by us to be appropriate for purposes of this opinion.

Subject to the limitations, qualifications, exceptions and assumptions set forth herein, based upon the foregoing and in reliance thereon, we are of the opinion that the Shares to be issued under The First's Stock Incentive Plan by the Company have been duly authorized by all necessary corporate action and, when and to the extent issued and delivered in the manner contemplated by The First's Stock Incentive Plan and the respective equity awards thereunder and the Registration Statement, will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the Mississippi Business Corporation Act (the "MBCA") as currently in effect, and we do not express any opinion herein concerning any other federal or state laws, statues, ordinances, rules or regulations. Furthermore, no opinion is expressed herein as to the effect of any future acts of the Company or changes in existing law, and 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. We note specifically that the Shares may be issued from time to time hereafter, and our opinion is limited to the applicable laws, including the related rules and regulations, as in effect on the date hereof.

This letter expresses our legal opinion as to the foregoing matters based on our professional judgment as of the date hereof; 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 hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. We also hereby consent to the reference to our name under the heading "Interests of Named Experts and Counsel" in the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the General Rules and Regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ PHELPS DUNBAR LLP

PHELPS DUNBAR LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this post-effective amendment No. 1 to the Registration Statement on Form S-8 to Form S-4 of our reports dated February 26, 2025, relating to our audits of the consolidated financial statements and the effectiveness of internal control over financial reporting of Renasant Corporation, appearing in the Annual Report on Form 10-K of Renasant Corporation for the year ended December 31, 2024.

We also consent to the reference to our firm under the heading “Experts” in such Registration Statement and related Prospectus.

/s/ HORNE LLP

Memphis, Tennessee
April 11, 2025

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Post-Effective Amendment No.1 on Form S-8 to Form S-4 of Renasant Corporation of our report dated March 3, 2025, with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting of The First Bancshares Inc., included in the First Bancshares, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ Forvis Mazars, LLP

Jackson, Mississippi
April 11, 2025