

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

January 19, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 19, 2016, the Board of Directors (the “Board”) of Renasant Corporation (the “Company”) unanimously elected C. Mitchell Waycaster as President and Chief Operating Officer of the Company and the Company’s wholly-owned subsidiary, Renasant Bank (the “Bank”). E. Robinson McGraw, the Chairman of the Board, President and Chief Executive Officer of the Company and the Bank prior to Mr. Waycaster’s election, will continue to serve as Chairman of the Board and Chief Executive Officer of the Company and the Bank.

Prior to his election as President, Mr. Waycaster, age 57, served as a Senior Executive Vice President of the Company since 2005 and as Chief Administrative Officer of the Bank since April, 2007. Mr. Waycaster also served as President of the Mississippi Division of the Bank from January, 2005, to April, 2007; previously Mr. Waycaster served as Executive Vice President and Director of Retail Banking of the Bank from 2000 until 2004.

Mr. Waycaster is party to an employment agreement with the Company. A detailed description of the terms of Mr. Waycaster’s employment agreement is set forth in the Current Report on Form 8-K filed by the Company on January 13, 2016, under Item 5.02, Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers. This description is incorporated by reference into this Item 5.02.

Mr. Waycaster has entered into loan and deposit transactions with the Bank. These transactions were made in the ordinary course of the Bank’s business, were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the Bank, and did not involve more than the normal risk of collectability or present other unfavorable features. There are no family relationships between Mr. Waycaster and any director or executive officer of the Company.

A copy of the Company’s press release announcing the election of Mr. Waycaster as President is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 19, 2016, the Board approved amendments to the Restated Bylaws of the Company (the “Bylaws”). The following is a summary of these amendments:

- The Bylaws were amended to require that each nominee for director who receives a greater number of “withhold” votes than “for” votes in an uncontested election shall tender to the Board his or her resignation as a director, such resignation to be effective upon acceptance by the Board. The Board’s Nominating and Governance Committee will consider any resignation tendered under this policy and will recommend to the Board whether to accept or reject it. The Board will then vote whether to accept or reject the resignation and will promptly disclose its decision on a Form 8-K furnished to the Securities and Exchange Commission.
- The Bylaws were amended to allow the Board to waive, as to incumbent directors, the prohibition on a director who has attained age 72 standing for election to the Board and to waive the requirement that a director who attains age 72 during his or her term resign from the Board at the next regular meeting of stockholders of the Company. To be effective, the waiver must be approved by the affirmative vote of at least two-thirds of the directors then in office, excluding the vote of the director to whom the waiver vote applies. No director may receive more than three such waivers.

A copy of the Articles of Amendment to the Restated Bylaws is attached as Exhibit 3(ii) to this Current Report on Form 8-K and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
3(ii)	Articles of Amendment to the Restated Bylaws of Renasant Corporation
99.1	Press Release dated January 21, 2016 issued by Renasant Corporation announcing the election of C. Mitchell Waycaster as President of Renasant Corporation and Renasant Bank

## **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: January 22, 2016

### **RENASANT CORPORATION**

By: /s/ E. Robinson McGraw

E. Robinson McGraw

Chairman and Chief Executive Officer

## EXHIBIT INDEX

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**ARTICLES OF AMENDMENT  
TO  
THE RESTATED BYLAWS  
OF  
RENASANT CORPORATION**

Pursuant to the provisions of Section 79-4-10.20 of the Mississippi Business Corporation Act and in accordance with the Restated Bylaws of Renasant Corporation (the “Bylaws”), the Board of Directors hereby adopts the following Articles of Amendment to the Restated Bylaws of Renasant Corporation:

The Restated Bylaws of Renasant Corporation are amended in the following respects:

(a) Article III, Section 2 is amended by inserting the following at the end of Section 2:

Notwithstanding the foregoing, upon the recommendation of the corporation’s nominating and corporate governance committee, the board of directors may waive, on the terms and conditions set forth herein, (i) as to incumbent directors only, the prohibition on a director standing for election after attaining the age of seventy-two (72) years and (ii) the requirement that a director who attains the age of seventy-two (72) years during his or her elected term resign from the board of directors at the next regular meeting of stockholders. To be effective, such waiver must be approved by the affirmative vote of at least two-thirds of the directors then in office (excluding the vote of the director to whom the waiver vote applies). Any waiver approved by the board of directors, whether a waiver of the prohibition on a director standing for election after attaining the age of seventy-two (72) years or the requirement that a director who attains the age of seventy-two (72) years during his or her elected term resign from the board of directors at the next regular meeting of stockholders, shall be effective for one (1) year, and no director shall be entitled to receive more than three (3) such waivers. Accordingly, any director standing for election who is the age of seventy-two (72) years or more and has received a waiver from the board of directors shall be elected (if at all) to a one-year term expiring at the next regular meeting of stockholders. Similarly, if the board has waived the requirement that a director who has attained or exceeds the age of seventy-two (72) years during his or her elected term resign from the board of directors at the next regular meeting of stockholders, and even if at the time of the receipt of such waiver more than one year remained before the completion of such director’s term, such waiver shall allow the director to continue to serve on the board of directors only until the next year’s regular meeting of stockholders (subject to the board’s right to waive the requirement that such director resign in the following year). For the avoidance of doubt, if a director has attained the age of seventy-two (72) years during his or her elected term but the board has waived the requirement that he or she resign at the next regular meeting of stockholders, such director shall also be eligible to receive a waiver of the prohibition on a director standing for election after attaining the age of seventy-two (72) years, on the terms provided above. The nominating and corporate governance committee shall develop criteria and procedures for the review and determination of whether to recommend that the full board of directors approve any such waiver.

(b) Article III, Section 3, is amended by inserting “Subject to Section 10 hereof,” at the beginning of such section; and

(c) Article III is amended by inserting the following as a new Section 10, immediately following Section 9 of Article III:

Section 10. Resignation Policy.

(a) In an uncontested election of directors, any nominee for director who receives a greater number of “withhold” votes from his or her election than votes “for” his or her election shall tender his or her resignation as a director to the board of directors promptly after the secretary of the corporation certifies the stockholder vote (a director’s tender of his or her resignation to the board shall be promptly disclosed in a Current Report on Form 8-K furnished to the Securities and Exchange Commission). Such resignation shall be effective only upon acceptance by the board of directors. For purposes of this Section 10, an “uncontested election” is one in which the number of nominees for the class of directors to be elected does not exceed the number of directors in that class to be elected. A plurality vote standard shall be retained for a contested election (that is, an election in which the number of nominees for the class of directors to be elected exceeds the number of directors in that class to be elected).

(b) The governance and nominating committee of the board of directors (the “Committee”) shall promptly consider any resignation tendered pursuant to this Section 10 and recommend to the full board of directors whether to accept or reject such resignation. No later than 90 days following the secretary’s certification of the stockholder vote, the board of directors shall act on the tendered resignation, taking into account the Committee’s recommendation. The Committee’s recommendation and the board of directors’ decision with respect to a tendered resignation may include a range of alternatives, including acceptance of the resignation, rejection of the resignation or rejection of the resignation coupled with a commitment to seek to address and cure the reasons believed to underlie the “withhold” votes.

(c) The Committee in making its recommendation, and the board of directors in making its decision, whether to accept or reject such resignation may consider all factors deemed relevant to its consideration, including (without limitation) the reasons given by stockholders for their “withhold” votes, if known, the qualifications of the nominee and his or her contributions to the board of directors and the corporation (including, for example, the impact the director’s resignation would have on the corporation’s compliance with the requirements of the Securities and Exchange Commission and the NASDAQ Stock Market), and whether the director’s resignation is in the best interests of the corporation and its stockholders. Any director who tenders his or her resignation pursuant to this Section 10 shall not participate in the Committee’s recommendation or board decision regarding whether to accept his or her individual offer to resign (and, if all of the directors serving on the Committee are required to submit their resignations, then the full board of directors, excluding directors required to submit resignations, shall determine whether to accept or reject such resignations without a Committee recommendation).

(d) Promptly following the board’s decision whether to accept or reject a resignation tendered pursuant to this Section 10, the board shall promptly disclose its decision regarding whether to accept or reject such resignation in a Current Report on Form 8-K furnished to the Securities and Exchange Commission. If the board of

directors rejects the tendered resignation, the board of directors' disclosure shall include an explanation of the reasons for rejecting the tendered resignation.

(e) The board of directors shall nominate for election or re-election as director only a candidate who agrees to tender his or her resignation in accordance with this Section 10.

(d) Except as amended hereby, the Restated Bylaws shall remain in full force and effect.



# NEWS

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**www.renasantbank.com**  
NASDAQ: RNST

**FOR IMMEDIATE RELEASE**  
**January 21, 2016**

**CONTACT: John Oxford**  
**Phone (662)680-1219**

## **Waycaster Elected President of Renasant**

Tupelo, Mississippi – Today, Renasant Corporation Chairman and Chief Executive Officer E. Robinson McGraw announced that the board of directors of Renasant Corporation (the “Company”) and Renasant Bank, the Company’s wholly-owned subsidiary, unanimously elected C. Mitchell Waycaster as President and Chief Operating Officer of both the Company and Renasant Bank. McGraw will remain in his capacity as Chairman and Chief Executive Officer for both the Company and Renasant Bank.

Waycaster has served as Senior Executive Vice President and Chief Administrative Officer of the Company since 2007. Prior to being Chief Administrative Officer, Waycaster, who joined the bank in 1979, held various leadership positions within the Company and Renasant Bank, including President of Renasant Bank’s Mississippi Division, Executive Vice President of Retail Banking, and Senior Vice President and Chief Credit Officer.

“With an impressive professional banking career that spans more than 37 years, Mitch has been an integral part of Renasant’s success story, and his outstanding leadership for our bank has shown that he is well prepared to continue to be an essential leader as the next president of our company,” said McGraw. “I look forward to working with him in his new leadership role.”

Waycaster received his Bachelor’s degree in business administration from the University of Mississippi. He is a graduate of the University of Delaware Stonier Graduate School of Banking and the National Compliance School at the University of Oklahoma and the University of Colorado. He is also a graduate of the Mid-South School of Banking at the University of Memphis and the Tennessee Commercial Lending School at Vanderbilt University.

Waycaster currently serves his community as a member of the CREATE Foundation board of directors, as a board member of the North Mississippi Medical Center, as Chairman of the Board for the North Mississippi Health Services Foundation, as a board member and Vice President of the Japan America Society of Mississippi and as a board member and President of the Yocona Area Council of the Boy Scouts of America. In addition, Waycaster is a member of the Mississippi Bankers Association board of directors.

Waycaster and his wife, Christy, have two children and two grandchildren. They reside in Tupelo and are active members of First Baptist Church.

#### **ABOUT RENASANT CORPORATION:**

Renasant Corporation, a 111-year-old financial services institution, is the parent of Renasant Bank. Renasant has assets of approximately \$7.9 billion and operates more than 170 banking, mortgage, financial services and insurance offices throughout Mississippi, Tennessee, Alabama, Florida and Georgia.

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