

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

April 1, 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 Number)

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.

Effective April 1, 2016, Renasant Corporation (“Renasant”) completed its previously-announced merger with KeyWorth Bank (“KeyWorth”), pursuant to the Agreement and Plan of Merger by and among Renasant, Renasant Bank and KeyWorth dated as of October 20, 2015 (referred to as the “Merger Agreement”), in a transaction valued at approximately \$59 million. At closing, KeyWorth merged with and into Renasant Bank, with Renasant Bank the surviving banking corporation in the merger.

Pursuant to the Merger Agreement, holders of KeyWorth common stock have the right to receive 0.4494 of a share of Renasant common stock for each share of KeyWorth common stock held immediately prior to the effective time of the merger, plus cash in lieu of fractional shares. Upon completion of the merger, each in-the-money stock option granted under KeyWorth’s 2007 Stock Incentive Plan and each warrant to purchase shares of KeyWorth’s common stock will vest in full and be converted into the right to receive a cash payment. The amount of this cash payment will be equal to (1) the total number of shares subject to such stock option or warrant multiplied by (2) the difference between \$15.00 and the exercise price of the option or warrant, less applicable tax withholdings. Out-of-the-money KeyWorth stock options or warrants will be cancelled for no consideration.

The foregoing description of the Merger Agreement and the merger does not purport to be complete and is qualified in its entirety by reference to the description thereof previously reported in the Current Report on Form 8-K filed by Renasant on October 23, 2015, under Item 1.01, Entry into a Material Definitive Agreement, which description is incorporated herein by reference, and by the Merger Agreement itself, which is incorporated herein by reference as exhibit 2.1. On April 1, 2016, Renasant issued a press release announcing the completion of the merger, a copy of which is attached hereto as exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
2.1	Agreement and Plan of Merger dated as of October 20, 2015 by and among Renasant Corporation, Renasant Bank and KeyWorth Bank (attached as exhibit 2.1 to the Current Report on Form 8-K of Renasant Corporation filed with the Securities and Exchange Commission on October 23, 2015 and incorporated herein by reference).
99.1	Press release dated April 1, 2016 issued by Renasant Corporation.

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.

RENASANT CORPORATION

Date: April 1, 2016

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	Press release dated April 1, 2016 issued by Renasant Corporation.



Contacts:

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Renasant Completes Merger with KeyWorth Bank

TUPELO, MISSISSIPPI (April 1, 2016) - Renasant Corporation (NASDAQ: RNST)

("Renasant" or "the Company") today announced that it has completed its merger with KeyWorth Bank ("KeyWorth"), a bank headquartered in Johns Creek, Georgia. The combined Company now has approximately \$8.3 billion in total assets with 178 banking, mortgage, wealth management, investment and insurance offices throughout Mississippi, Tennessee, Alabama, Georgia and Florida.

As of December 31, 2015, KeyWorth had approximately \$408 million in assets, \$252 million in loans and \$355 million in deposits. The merger adds four banking locations, two loan production offices and a future banking location to be opened during the second quarter of 2016, all in the greater Atlanta metro area.

"I'm proud to announce the completion of our merger with KeyWorth Bank, which greatly enhances our presence in the North Georgia and Atlanta market area. KeyWorth is a high quality commercial bank, with a strong credit culture and an attractive client base that provides us with additional scale and commercial banking expertise in the Atlanta market," said Renasant Chairman and Chief

Executive Officer, E. Robinson McGraw. “We are excited that KeyWorth is now officially part of Renasant Bank.”

Although the merger is complete, full conversion and integration of KeyWorth into Renasant is expected to be finished in mid-June 2016. At this time, KeyWorth clients will be able to continue conducting their banking business as usual, including but not limited to, using existing branches, debit cards, checks, ATMs and making loan payments until conversion is complete. The Company has set up an FAQ for clients to obtain useful information about the transition at www.renasantbank.com.

ABOUT RENASANT CORPORATION:

Renasant Corporation is the parent of Renasant Bank, a 112-year-old financial services institution. Renasant has assets of approximately \$8.3 billion and operates more than 175 banking, mortgage, financial services and insurance offices in Mississippi, Tennessee, Alabama, Florida and Georgia.

NOTE TO INVESTORS:

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.