

RENASANT CORP  
Form 8-K  
May 01, 2019

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 23, 2019  
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 (Commission (I.R.S. Employer  
of incorporation) File Number) 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2019 Annual Meeting of Shareholders on April 23, 2019. Proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition to the Company's solicitations. At the meeting, shareholders voted on the following proposals:

- ☑ To elect one Class 1 director to serve a two-year term expiring in 2021;
  - ☑ To elect five Class 2 directors, each to serve a three-year term expiring 2022;
  - ☑ To adopt a non-binding, advisory resolution approving the compensation of the Company's named executive officers in 2018; and
  - ☑ To ratify the appointment of HORNE LLP as the Company's independent registered public accountants for 2019.
- All of the Company's nominees for directors as listed in the proxy statement were elected with the following vote:

|   | For           | Votes<br>Withheld |
|---|---------------|-------------------|
| Class 1 Director (term expiring in 2021)  |               |                   |
| Connie L. Engel                           | 38,585,651.41 | 375,448.79        |
| Class 2 Directors (term expiring in 2022) |               |                   |
| John M. Creekmore                         | 35,985,263.01 | 2,992,206.19      |
| Jill V. Deer                              | 38,644,732.80 | 332,736.40        |
| Neal A. Holland, Jr.                      | 37,030,882.55 | 1,946,586.66      |
| E. Robinson McGraw                        | 37,047,908.80 | 1,929,560.40      |
| Sean M. Suggs                             | 38,583,113.63 | 394,355.58        |

There were 11,339,641 broker non-votes for each director on these proposals and, with respect to the proposal to elect Ms. Engel, there were 16,369 abstentions.

The non-binding, advisory resolution approving the compensation of the Company's named executive officers in 2018 was approved with the following vote:

| For           | Against      | Abstentions | Broker Non-Votes |
|---------------|--------------|-------------|------------------|
| 37,080,799.26 | 1,226,183.97 | 670,485.97  | 11,339,641.00    |

The appointment of HORNE LLP as the Company's independent registered public accountants for 2019 was ratified with the following vote:

| For           | Against    | Abstentions | Broker Non-Votes |
|---------------|------------|-------------|------------------|
| 49,605,039.90 | 633,086.09 | 78,984.21   | —                |

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: May 1, 2019 By: /s/ C. Mitchell Waycaster  
C. Mitchell Waycaster  
President and Chief Executive Officer