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BANCORPSOUTH INC  
Form 8-K  
March 28, 2001

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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

Date of Report (Date of earliest event reported):  
March 28, 2001 (March 28, 2001)

BANCORPSOUTH, INC.  
(Exact Name of Registrant as Specified in Its Charter)

MISSISSIPPI

1-12991

64-0659571

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification Number)

ONE MISSISSIPPI PLAZA  
TUPELO, MISSISSIPPI

38804

(Address of Principal  
Executive Offices)

(Zip Code)

(662) 680-2000  
(Registrant's Telephone Number, Including Area Code)

NOT APPLICABLE  
(Former Name or Former Address, if Changed from Last Report)

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ITEM 5. OTHER EVENTS

Effective March 28, 2001, BancorpSouth, Inc. ("BancorpSouth") entered into an amendment (the "Amendment") to the Rights Agreement, dated as of April

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24, 1991, between BancorpSouth and BancorpSouth Bank, as Rights Agent (as amended, the "Rights Agreement"). The Amendment was adopted in the normal course of updating and extending the Rights Plan, which was scheduled to expire on April 24, 2001, and not in response to any proposal to acquire BancorpSouth. Primarily, the Amendment extended the term of the Rights Plan until March 28, 2011 and increased the Purchase Price that must be paid to exercise a Right to \$60.00 per Right. The remainder of the amendments largely updated or clarified certain provisions of the Rights Agreement.

The foregoing description is qualified in its entirety by reference to the Amendment, which is incorporated by reference hereto as Exhibit 4.1.

A copy of BancorpSouth's March 28, 2001 press release announcing the Amendment is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) The following exhibits are filed herewith:

Exhibit Number -----	Description -----
4.1	First Amendment to Rights Agreement, dated as of March 28, 2001, between BancorpSouth, Inc. and BancorpSouth Bank, as Rights Agent (1)
99.1	Press Release issued on March 28, 2001 by BancorpSouth, Inc.

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(1) Incorporated by reference to Exhibit 4.2 filed with BancorpSouth, Inc.'s amendment to the registration statement on Form 8-A/A, filed on March 28, 2001 (file number 1-12991).

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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.

BANCORPSOUTH, INC.

By: /s/ L. NASH ALLEN, JR.

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L. Nash Allen, Jr.  
Treasurer and Chief Financial Officer

Date: March 28, 2001

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EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1	First Amendment to Rights Agreement, dated as of March 28, 2001, between BancorpSouth, Inc. and BancorpSouth Bank, as Rights Agent (1)
99.1	Press Release issued on May 9, 2000 by BancorpSouth, Inc.

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(1) Incorporated by reference to Exhibit 4.2 filed with BancorpSouth, Inc.'s amendment to the registration statement on Form 8-A/A, filed on March 28, 2001 (file number 1-12991).