

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 21, 2024

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$5.00 par value per share	RNST	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Performance Based Rewards Plan.* On April 21, 2024, the Board of Directors of Renasant Corporation (“Renasant”) approved amendments to the Renasant Corporation Performance Based Rewards Plan (the “PBRP”), which plan provides an opportunity for eligible officers and employees of Renasant, Renasant Bank and Renasant’s other affiliates to earn annual cash incentives. In addition to organizational and clarifying changes and other ministerial, non-substantive amendments, the following amendments were made to the PBRP:

- The provisions governing how the Compensation Committee of the Board of Directors (the “Compensation Committee”) establishes award amounts were clarified, including specifying that employees below a specified officer title may receive awards not subject to performance goals. In addition, the Compensation Committee’s flexibility to pay awards (or partial awards) even if performance goals are not satisfied was expanded to permit the Compensation Committee to exercise discretion with respect to awards made to Renasant’s senior executive officers.
- Additional details relating to the scope of the Compensation Committee’s powers to administer the PBRP were added, including with respect to the Compensation Committee’s ability to consult with, and delegate authority to, Renasant’s chief executive officer and other senior officers regarding awards to employees below the Senior Executive Vice President level.
- The non-exclusive list of performance measures to which PBRP awards may be subject has been updated to reflect the Compensation Committee’s current practices and to enhance the Compensation Committee’s flexibility to consider other measures (without the need for a formal amendment to the PBRP).
- Default rules for participation by employees entering the PBRP mid-year were added.
- A provision was added to make clear that a PBRP participant must be in good standing as of the day prior to a change in control to be eligible for payment of his or her PBRP award.
- A provision was added specifying that suits under the PBRP will be brought in Federal or state court in Mississippi.

The foregoing description of the amended and restated Performance Based Rewards Plan does not purport to be complete and is qualified in its entirety by reference to the plan itself, a copy of which will be filed as an exhibit to Renasant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024.

*2020 Long-Term Incentive Compensation Plan.* As detailed in Item 5.07 below, at Renasant’s 2024 Annual Meeting of Shareholders, Renasant’s shareholders approved an amendment to Renasant’s 2020 Long-Term Incentive Compensation Plan (the “LTIP”) to increase the number of shares of common stock available for grant, award or issuance under the plan. The amendment increased the number of shares of Renasant common stock reserved for issuance under the LTIP by an additional 915,000 shares.

**Item 3.03. Material Modification to Rights of Security Holders.**

As detailed in Item 5.07 below, at Renasant’s 2024 Annual Meeting of Shareholders, Renasant’s shareholders approved an amendment to Renasant’s Articles of Incorporation, as amended, to phase out the classified structure of Renasant’s Board of Directors and provide for the annual election of directors (the “Declassification Amendment”). The annual election of directors will be phased in over three years. The directors elected at the 2024 Annual Meeting of Shareholders have been elected for a one-year term expiring at the 2025 Annual Meeting of Shareholders. At the 2025 Annual Meeting of Shareholders, these directors and those directors whose terms expire and are standing for election at such annual meeting (as well as any other nominee for election as a director at the 2025 Annual Meeting of Shareholders) will be elected for a one-year term. Finally, at the 2026 Annual Meeting of Shareholders, all of Renasant’s director nominees will stand for election for a one-year term. As a result Renasant’s Board of Directors will be fully declassified (with all board members standing for annual election) commencing with the 2026 Annual Meeting of Shareholders.

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The foregoing description of the Declassification Amendment is qualified in its entirety by reference to the full text of the Articles of Amendment, a copy of which is included as Exhibit 3(i) to this Current Report on Form 8-K and incorporated by reference herein.

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

Renasant held its 2024 Annual Meeting of Shareholders on April 23, 2024. 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 Renasant's solicitations. At the meeting, shareholders voted on the following proposals:

1. To elect four Class 1 directors, each to serve a one-year term expiring in 2025 if the Declassification Amendment (as defined in Proposal 2 below) was approved (and to serve a three-year term expiring in 2027 if the Declassification Amendment was not approved);
2. To approve an amendment to Renasant's Articles of Incorporation to phase out the classified structure of the board of directors and provide for the annual election of directors (the "Declassification Amendment");
3. To approve an amendment to Renasant Corporation's 2020 Long-Term incentive Compensation Plan to increase the number of shares of common stock available for grant, award or issuance under the plan;
4. To adopt a non-binding, advisory resolution approving the compensation of Renasant's named executive officers in 2023; and
5. To ratify the appointment of HORNE LLP as Renasant's independent registered public accountants for 2024.

All of Renasant's nominees for directors as listed in the proxy statement were elected with the following vote:

	<b>For</b>	<b>Votes Withheld</b>
<b>Class 1 Directors</b>		
Donald Clark, Jr.	39,896,963	7,070,976
Albert J. Dale, III	44,971,552	1,996,387
Connie L. Engel	46,500,269	467,670
C. Mitchell Waycaster	46,394,100	573,839

There were 4,345,331 broker non-votes for each director on these proposals.

The Declassification Amendment was approved with the following vote:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
46,863,664	90,892	13,383	4,345,331

The amendment to the Renasant 2020 Long-Term Incentive Compensation Plan to increase the number of shares of common stock available for grant, award or issuance under the plan was approved with the following vote:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
45,695,878	1,148,329	123,732	4,345,331

The non-binding, advisory resolution approving the compensation of Renasant's named executive officers in 2023 was approved with the following vote:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
45,416,019	1,359,450	192,470	4,345,331

The appointment of HORNE LLP as Renasant's independent registered public accountants for 2024 was ratified with the following vote:

<b>Broker Non-Votes</b>			
<b>For</b>	<b>Against</b>	<b>Abstentions</b>	
50,843,314	391,958	77,998	—

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

- (d) The following exhibits are furnished herewith:

Exhibit No. Description

3(i) [Articles of Amendment to the Articles of Incorporation of Renasant Corporation](#)

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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.

**RENASANT CORPORATION**

Date: April 25, 2024

By: /s/ C. Mitchell Waycaster

C. Mitchell Waycaster

Chief Executive Officer

**Exhibit 3(i)**

**ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
RENASANT CORPORATION**

Pursuant to the provisions of Section 79-4-10.06 of the Mississippi Business Corporation Act Renasant Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation, as amended (as previously amended, the "Articles of Incorporation"):

ONE: The name of the corporation is Renasant Corporation.

TWO: The following amendment of the Articles of Incorporation (the "Amendment") was approved by the shareholders of Renasant Corporation on April 23, 2024 in the manner required by the Mississippi Business Corporation Act and by the Articles of Incorporation :

(1) RESOLVED, that Article Ninth of the Articles of Incorporation of Renasant Corporation is hereby amended and restated, in its entirety, to read as follows:

NINTH: The number of directors of the corporation for each ensuing year shall be fixed by resolution adopted by the affirmative vote of a majority of the entire Board of Directors of the corporation, except that the minimum number of directors shall be fixed at not less than (7) and the maximum number of directors shall be fixed at not more than twenty (20). Prior to the 2024 annual meeting of shareholders, the directors, other than those who may be elected by the holders of shares of any class or series of stock having the right to elect a director by the vote solely of the holders of that class or series of stock pursuant to the terms of Article Fourth hereof or any resolution or resolutions providing for the establishment of such class or series of stock adopted by the Board of Directors, shall be and are divided into three classes, with each class as nearly equal in number as possible. Each director elected prior to the 2024 annual meeting of shareholders shall serve for the full term to which such director was elected. At the 2024 annual meeting of shareholders, the director nominees whose terms expire at that meeting shall be elected to hold office until the 2025 annual meeting of shareholders; at the 2025 annual meeting of shareholders, the director nominees whose terms expire at that meeting shall be elected to hold office until the 2026 annual meeting of shareholders; and at the 2026 annual meeting of shareholders and each annual meeting of shareholders thereafter, all directors shall be elected for terms of office expiring at the next annual meeting of shareholders and until a successor is elected and qualified or until the director's prior death, resignation or removal. Subject to the rights of the holders of any class or series of stock having the right to elect a director by the vote solely of the holders of that class or series of stock, (i) at each annual meeting of shareholders beginning in 2024, successors to the directors whose terms expire at that meeting shall each be elected for a one-year term, and (ii) prior to the 2026 annual meeting of shareholders, if the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly as may be possible to one-third (1/3) of the total number of directors, but in no case will a decrease in the number of directors shorten the term of any incumbent director.

THREE: The Amendment was duly approved by the shareholders in the manner required by the Mississippi Business Corporation Act and by the Articles of Incorporation.

Executed by the undersigned Chief Executive Officer of Renasant Corporation on this 23rd day of April, 2024, at Tupelo, Mississippi.

/s/ C. Mitchell Waycaster  
Name: C. Mitchell Waycaster  
Title: Chief Executive Officer