

TRUSTMARK CORP  
Form 8-K  
March 19, 2012

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

March 16, 2012

Date of Report (Date of earliest event reported)

TRUSTMARK CORPORATION  
(Exact name of registrant as specified in its charter)

|                                                                  |                                       |                                                    |
|------------------------------------------------------------------|---------------------------------------|----------------------------------------------------|
| Mississippi<br>(State or other jurisdiction<br>of incorporation) | 000-03683<br>(Commission File Number) | 64-0471500<br>(IRS Employer<br>Identification No.) |
|------------------------------------------------------------------|---------------------------------------|----------------------------------------------------|

248 East Capitol Street, Jackson, Mississippi  
(Address of principal executive offices)

39201  
(Zip Code)

Registrant's telephone number, including area code:

(601) 208-5111

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.

Jackson, Mississippi – March 19, 2012 – Trustmark Corporation (NASDAQ:TRMK) announced today that its subsidiary, Trustmark National Bank, completed its previously announced merger with Bay Bank & Trust Co., Panama City, Florida, effective at the close of business on March 16, 2012. Gerard R. Host, President and CEO of Trustmark stated, “We are pleased to welcome the customers and associates of Bay Bank to the Trustmark family. Bay Bank, with seven offices and \$116.9 million in loans and \$206.6 million in deposits at December 31, 2011, significantly enhances our presence in the Florida Panhandle. Together, Bay Bank and Trustmark have the second largest deposit market share in Bay County, Florida.”

E. Clay Lewis, Vice Chairman of Bay Bank stated, “We are delighted to join the Trustmark organization and look forward to providing our customers with a broader range of financial services while continuing to provide the high level of service our customers have come to expect. I am also pleased to announce that Jay Hindsman has been named President for the Bay Bank division of Trustmark.”

Bay Bank customers should continue to conduct their banking business as usual, using existing branches, checks and ATM or debit cards, until receiving notice from Trustmark that system changes have been completed, which is expected to occur on April 14, 2012. At that point, Bay Bank customers will have an expanded offering of products and services, as well as the added convenience provided by more than 150 Trustmark banking centers in Florida, Mississippi, Tennessee and Texas.

Under terms of the merger agreement dated November 30, 2011, Trustmark will issue approximately 510 thousand shares of its common stock and pay \$10 million in cash for all of the outstanding common stock of Bay Bank & Trust Co. Bay Bank shareholders will receive a letter of instructions describing the procedure for exchanging their certificates.

Additional Information

Trustmark is a financial services company providing banking and financial solutions through over 150 offices in Florida, Mississippi, Tennessee and Texas.

Forward-Looking Statements

Certain statements contained in this document constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements by words such as “may,” “hope,” “will,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “potential,” “continue,” “could,” “may not,” “might,” “possibly” or the negative of those terms or other words of similar meaning. You should read statements that contain these words carefully because they discuss our future expectations or state other “forward-looking” information. These forward-looking statements include, but are not limited to, statements relating to anticipated future operating and financial performance measures, including net interest margin, credit quality, business initiatives, growth opportunities and growth rates, among other things, and encompass any estimate, prediction, expectation, projection, opinion, anticipation, outlook or statement of belief included therein as well as the management assumptions underlying these forward-looking statements. You should be aware that the occurrence of the events described under the caption “Risk Factors” in Trustmark’s filings with the Securities and Exchange Commission in this report could have an adverse effect on our business, results of operations and financial condition. Should one or more of these risks materialize, or should any such underlying assumptions prove to be significantly different, actual results may vary significantly from those anticipated, estimated, projected or expected.

Risks that could cause actual results to differ materially from current expectations of Management include, but are not limited to, changes in the level of nonperforming assets and charge-offs, local, state and national economic and market conditions, including the extent and duration of the current volatility in the credit and financial markets, changes in

our ability to measure the fair value of assets in our portfolio, material changes in the level and/or volatility of market interest rates, the performance and demand for the products and services we offer, including the level and timing of withdrawals from our deposit accounts, the costs and effects of litigation and of unexpected or adverse outcomes in such litigation, our ability to attract noninterest-bearing deposits and other low-cost funds, competition in loan and deposit pricing, as well as the entry of new competitors into our markets through de novo expansion and acquisitions, economic conditions and monetary and other governmental actions designed to address the level and volatility of interest rates and the volatility of securities, currency and other markets, the enactment of legislation and changes in existing regulations, or enforcement practices, or the adoption of new regulations, changes in accounting standards and practices, including changes in the interpretation of existing standards, that affect our consolidated financial statements, changes in consumer spending, borrowings and savings habits, technological changes, changes in the financial performance or condition of our borrowers, changes in our ability to control expenses, changes in our compensation and benefit plans, greater than expected costs or difficulties related to the integration of acquisitions or new products and lines of business, natural disasters, environmental disasters, acts of war or terrorism and other risks described in our filings with the Securities and Exchange Commission.

Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Except as required by law, we undertake no obligation to update or revise any of this information, whether as the result of new information, future events or developments or otherwise.

Trustmark Investor Contacts:

Louis E. Greer

Treasurer and Principal Financial Officer

601-208-2310

F. Joseph Rein, Jr.

Senior Vice President

601-208-6898

Trustmark Media Contact:

Melanie A. Morgan

Senior Vice President

601-208-2979

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.

TRUSTMARK CORPORATION

BY: /s/ Louis E. Greer  
Louis E. Greer  
Treasurer and Principal  
Financial Officer

DATE: March 19, 2012

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