

RENASANT CORP  
Form S-4  
March 29, 2013  
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As filed with the Securities and Exchange Commission on March 29, 2013

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-4

### REGISTRATION STATEMENT

*under*

*THE SECURITIES ACT OF 1933*

## RENASANT CORPORATION

(Exact name of registrant as specified in its charter)

MISSISSIPPI  
(State or other jurisdiction of  
incorporation or organization)

6022  
(Primary Standard Industrial  
Classification Code Number)

64-0676974  
(I.R.S. Employer  
Identification No.)

209 Troy Street

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Tupelo, Mississippi 38804-4827

(662) 680-1001

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

E. Robinson McGraw

Renasant Corporation

209 Troy Street

Tupelo, Mississippi 38804-4827

(662) 680-1001

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copies to:*

Mark A. Fullmer, Esq.	Hugh S. Potts, Jr.	Craig N. Landrum, Esq.
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New Orleans, Louisiana 70130	(662) 289-5121	Jackson, Mississippi 39201
(504) 566-1311		(601) 949-4789

**Approximate Date of Commencement of Proposed Sale of the Securities to the Public:**

As soon as practicable after the effective date of this Registration Statement and the satisfaction  
or waiver of all other conditions to the merger described in the enclosed proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer " Accelerated filer   
 Non-accelerated filer " (Do not check if a smaller reporting company) Smaller reporting company   
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 143-1(d) (Cross-Border Third-Party Tender Offer) "

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(2)(3)
Common stock, par value \$5.00 per share	6,200,000 shares	Not applicable	\$135,744,479	\$18,516

- (1) This amount is based upon the maximum number of shares of Renasant Corporation common stock anticipated to be issued upon completion of the transactions contemplated in the Agreement and Plan of Merger dated as of February 6, 2013 by and among Renasant Corporation ( "Renasant" ), Renasant Bank, First M&F Corporation ( "First M&F" ) and Merchants and Farmers Bank. This number is based on the number of shares of First M&F common stock, par value \$5.00 per share, outstanding and reserved for issuance under various plans and in connection with various convertible securities as of February 6, 2013, and the exchange of each such share of First M&F common stock for 0.6425 of a share of Renasant common stock pursuant to such merger agreement.
- (2) Determined in accordance with Section 6(b) of the Securities Act of 1933, as amended, at a rate equal to \$136.40 per \$1,000,000 of the proposed maximum aggregate offering price.
- (3) Pursuant to Rules 457(c) and 457(f) under the Securities Act of 1933, as amended, the registration fee is based on the average of the high and low prices per share of First M&F common stock as reported on the Nasdaq Global Select Market on March 27, 2013, and computed based on the estimated maximum number of shares (9,620,445) that may be exchanged for the Renasant common stock being registered, including shares issuable upon the exercise of outstanding options or other securities to acquire Renasant common stock.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.**

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**Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell nor shall there be any sale of these securities in any jurisdiction in which such offer or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.**

**PRELIMINARY SUBJECT TO COMPLETION DATED MARCH 29, 2013**

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

Dear Shareholder:

On February 7, 2013, Renasant Corporation ( Renasant ) and First M&F Corporation ( First M&F ) announced a strategic business combination in which First M&F will merge with and into Renasant. We believe the proposed merger will result in a stronger financial institution, with a diverse revenue stream, a well-balanced loan portfolio and an attractive funding base. The combined company, which will retain the Renasant name, will have approximately \$5.8 billion in assets and operate 116 branches across Mississippi, Tennessee, Alabama and Georgia. We are sending you this joint proxy statement/prospectus to invite you to attend a special meeting of shareholders being held by each company to allow you to vote on the merger agreement.

If the merger is completed, holders of First M&F common stock will receive 0.6425 of a share of Renasant common stock in exchange for each share of First M&F common stock held immediately prior to the merger, subject to the payment of cash in lieu of fractional shares. **The number of shares of Renasant common stock that First M&F shareholders will receive in the merger for each share of First M&F common stock is fixed. The implied value of the consideration First M&F shareholders will receive in the merger will change depending on changes in the market price of Renasant common stock and will not be known at the time you vote on the merger.**

Based on the 10-day average closing price of Renasant's common stock on the Nasdaq Global Select Market, or the Nasdaq, on February 4, 2013, three days before the public announcement of the merger, the 0.6425 exchange ratio represented approximately \$12.35 in value for each share of First M&F common stock. Based on Renasant's closing price on \_\_\_\_\_, 2013 of \$ \_\_\_\_\_, the 0.6425 exchange ratio represented approximately \$ \_\_\_\_\_ in value for each share of First M&F common stock. Based on the 0.6425 exchange ratio and the number of shares of First M&F common stock outstanding and reserved for issuance in connection with various securities as of \_\_\_\_\_, 2013, the maximum number of shares of Renasant common stock issuable in the merger is approximately 6,200,000.

**We urge you to obtain current market quotations for Renasant (trading symbol RNST ) and First M&F (trading symbol FMFC ) on the Nasdaq.**

The merger is intended to be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and holders of First M&F common stock are not expected to recognize any gain or loss for United States federal income tax purposes on the exchange of shares of First M&F common stock for shares of Renasant common stock in the merger, except with respect to any cash received in lieu of a fractional share of Renasant common stock.

At the special meeting of Renasant shareholders to be held on June \_\_\_\_\_, 2013, Renasant shareholders will be asked to vote to adopt and approve the agreement and plan of merger and certain other matters. Approval of the agreement and plan of merger requires the affirmative vote of a majority of the votes cast, assuming that a quorum is present.

At the special meeting of First M&F shareholders to be held on June \_\_\_\_\_, 2013, holders of First M&F common stock will be asked to vote to adopt and approve the agreement and plan of merger and certain other matters. Holders of First M&F common stock will also be asked to approve, on an advisory (nonbinding) basis, the compensation that may be paid or become payable to First M&F named executive officers that is based on or otherwise relates to the merger, which we refer to in this joint proxy statement/prospectus as the compensation proposal. Approval of each of the merger agreement and the compensation proposal requires the affirmative vote of a majority of the votes cast, assuming that a quorum is present. Holders of First M&F's outstanding preferred stock are not entitled to and are not being requested to vote at the First M&F special meeting.

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The Renasant board of directors recommends that Renasant shareholders vote **FOR** the adoption and approval of the agreement and plan of merger.

The First M&F board of directors recommends that First M&F common shareholders vote **FOR** the adoption and approval of the agreement and plan of merger and **FOR** the approval, on an advisory (nonbinding) basis, of the compensation that may be paid or become payable to First M&F named executive officers that is based on or otherwise relates to the merger.

This document describes the special meetings, the merger, the documents related to the merger and other related matters. **Please carefully read this entire document, including Risk Factors beginning on page 14 for a discussion of the risks relating to the proposed merger and owning Renasant common stock after the merger.** You also can obtain information about our companies from documents that each of us has filed with the Securities and Exchange Commission.

This joint proxy statement/prospectus is dated , 2013, and it is first being mailed to Renasant shareholders and First M&F shareholders, along with the enclosed form of proxy card, on or about , 2013.

E. Robinson McGraw  
Chairman of the Board of Directors, President and

Hugh S. Potts, Jr.  
Chairman of the Board of Directors and

Chief Executive Officer  
Renasant Corporation

Chief Executive Officer  
First M&F Corporation

**Neither the Securities and Exchange Commission nor any state securities commission or bank regulatory agency has approved or disapproved of the Renasant common stock to be issued under this document or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offense.**

**The shares of Renasant common stock to be issued in the merger are not savings or deposit accounts and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

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**REFERENCES TO ADDITIONAL INFORMATION**

**This joint proxy statement/prospectus incorporates important business and financial information about Renasant and First M&F from documents that Renasant and First M&F, respectively, have filed with the Securities and Exchange Commission and that has not been included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain documents incorporated by reference in this joint proxy statement/prospectus by requesting them in writing or by telephone or email from Renasant or First M&F, as the case may be, at the following addresses:**

**Renasant Corporation**

209 Troy Street

Attn: Kevin D. Chapman

Chief Financial Officer

Tupelo, Mississippi 38804-4827

Phone: (662) 680-1450

Email: KChapman@renasant.com

**First M&F Corporation**

134 West Washington Street

Attn: John G. Copeland

Chief Financial Officer

Kosciusko, Mississippi 39090

Phone: (662) 289-8594

Email: jcopeland@mfbank.com

You will not be charged for any of these documents that you request. **IF YOU WOULD LIKE TO REQUEST DOCUMENTS, PLEASE DO SO PRIOR TO JUNE 11, 2013, IN ORDER TO RECEIVE THEM BEFORE THE SPECIAL MEETING.**

You should rely only on the information contained or incorporated by reference into this document. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this document. This document is dated June 11, 2013, and you should assume that the information in this document is accurate only as of such date or such other date as is specified. You should assume that the information incorporated by reference into this document is only accurate as of the date of such document or such other date as is specified. Neither the mailing of this document to First M&F shareholders or Renasant shareholders nor the issuance by Renasant of shares of Renasant common stock in connection with the merger will create any implication to the contrary.

Information on the websites of Renasant or First M&F, or any subsidiary of Renasant or First M&F, is not part of this document. You should not rely on that information in deciding how to vote.

**This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Except where the context otherwise indicates, information contained in this document regarding First M&F has been provided by First M&F and information contained in this document regarding Renasant, as well as all pro forma information, has been provided by Renasant.**

See [Where You Can Find More Information](#) on page 6 of this joint proxy statement/prospectus for more information about the documents referred to in this joint proxy statement/prospectus.

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**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**To be held on June , 2013**

On June , 2013, Renasant Corporation ( Renasant ) will hold a **Special Meeting of Shareholders** at the principal offices of Renasant Bank, 209 Troy Street, Tupelo, Mississippi 38804-4827 at , local time, to consider and vote upon the following matters:

a proposal to approve the Agreement and Plan of Merger, dated as of February 6, 2013, by and among Renasant, Renasant Bank, First M&F Corporation ( First M&F ) and Merchants and Farmers Bank, as it may be amended from time to time (referred to as the merger agreement );

a proposal to approve the adjournment of the special meeting, if necessary or appropriate, in the event that there are not sufficient votes at the time of the special meeting to approve the foregoing proposal; and

any other business properly brought before the special meeting or any adjournment or postponement thereof.

The attached joint proxy statement/prospectus describes the terms and conditions of the merger agreement and includes the complete text of the merger agreement as Annex A. We urge you to read the enclosed materials carefully for a complete description of the merger agreement and the merger. The accompanying joint proxy statement/prospectus forms a part of this notice.

The Renasant board of directors has fixed the close of business on , 2013, as the record date for the special meeting. Only Renasant shareholders of record at that time are entitled to notice of, and to vote at, the special meeting, or any adjournment or postponement of the special meeting. Approval of each of the proposals requires the affirmative vote of a majority of the votes cast, assuming that a quorum is present.

Whether or not you plan to attend the special meeting, please submit your proxy with voting instructions. Please vote as soon as possible by accessing the internet site listed on the Renasant proxy card, by calling the toll-free number listed on the Renasant proxy card, or by submitting your proxy card by mail. To submit your proxy by mail, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope. This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of record of Renasant common stock who is present at the special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the special meeting in the manner described in the accompanying document.

The Renasant board of directors has unanimously adopted and approved the merger agreement and recommends that Renasant shareholders vote **FOR** the approval of the merger agreement and **FOR** the adjournment of the Renasant special meeting if necessary or appropriate to permit further solicitation of proxies.

By Order of the Board of Directors  
E. Robinson McGraw  
Chairman of the Board of Directors, President and Chief  
Executive Officer

**YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING IN PERSON,  
PLEASE VOTE YOUR SHARES PROMPTLY.**

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**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**To be held on June , 2013**

On June , 2013, First M&F Corporation ( First M&F ) will hold a **Special Meeting of Shareholders** at the Mary Ricks Thornton Cultural Center, located at the corner of East Washington Street and North Huntington Street, Kosciusko, Mississippi at , local time, to consider and vote upon the following matters:

a proposal to approve the Agreement and Plan of Merger, dated as of February 6, 2013, by and among Renasant Corporation ( Renasant ), Renasant Bank, First M&F Corporation and Merchants and Farmers Bank, as it may be amended from time to time (referred to as the merger agreement );

a proposal to approve, on an advisory (nonbinding) basis, the compensation that may be paid or become payable to First M&F named executive officers that is based on or otherwise relates to the merger;

a proposal to approve the adjournment of the special meeting, if necessary or appropriate, in the event that there are not sufficient votes at the time of the special meeting to approve the foregoing proposal; and

any other business properly brought before the special meeting or any adjournment or postponement thereof.

The attached joint proxy statement/prospectus describes the terms and conditions of the merger agreement and includes the complete text of the merger agreement as Annex A. We urge you to read the enclosed materials carefully for a complete description of the merger agreement and the merger. The accompanying joint proxy statement/prospectus forms a part of this notice.

The First M&F board of directors has fixed the close of business on , 2013, as the record date for the special meeting. Only First M&F shareholders of record at that time are entitled to notice of, and, if a holder of First M&F common stock, to vote at, the special meeting, or any adjournment or postponement of the special meeting. Approval of each of the proposals requires the affirmative vote of a majority of the votes cast, assuming that a quorum is present.

Whether or not you plan to attend the special meeting, please submit your proxy with voting instructions. Please vote as soon as possible by accessing the internet site listed on the First M&F proxy card, by calling the toll-free number listed on the First M&F proxy card, or by submitting your proxy card by mail. To submit your proxy by mail, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope. This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of record of First M&F common stock who is present at the special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the special meeting in the manner described in the accompanying document.

The First M&F board of directors has unanimously adopted and approved the merger agreement and recommends that First M&F shareholders vote **FOR** the approval of the merger agreement, **FOR** the approval, on an advisory (nonbinding) basis, of the compensation that may be paid or become payable to First M&F named executive officers that is based on or otherwise relates to the merger, and **FOR** the adjournment of the First M&F special meeting if necessary or appropriate to permit further solicitation of proxies.

By Order of the Board of Directors

Hugh S. Potts, Jr.



Chairman of the Board and  
Chief Executive Officer

**YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING IN PERSON,  
PLEASE VOTE YOUR SHARES PROMPTLY.**

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Annex A      Agreement and Plan of Merger, dated as of February 6, 2013, by and among Renasant Corporation, Renasant Bank, First M&F Corporation and Merchants and Farmers Bank

Annex B      Opinion of Keefe, Bruyette & Woods, Inc.

Annex C      Opinion of Sandler O'Neill + Partners, L.P.

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**QUESTIONS AND ANSWERS**

*The following are answers to certain questions that you may have regarding the Renasant special meeting, the First M&F special meeting and the merger. We urge you to read carefully the remainder of this document (including the risk factors beginning on page 14) because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the annexes to, and the documents incorporated by reference in, this document.*

***Q: What are holders of First M&F common stock being asked to vote on?***

A: Holders of First M&F common stock are being asked to vote (1) to adopt and approve an agreement and plan of merger by and among Renasant, Renasant Bank, First M&F and Merchants and Farmers Bank ( M&F Bank ), (2) to approve, on an advisory (nonbinding) basis, the compensation that may be paid or become payable to First M&F named executive officers that is based on or otherwise relates to the merger and (3) to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the adoption and approval of the merger agreement. Throughout the remainder of this joint proxy statement/prospectus, the agreement and plan of merger is referred to as the merger agreement and the proposal to approve, on an advisory (nonbinding) basis, the compensation that may be paid or become payable to First M&F named executive officers that is based on or otherwise relates to the merger is referred to as the compensation proposal . In the merger, First M&F will be merged with and into Renasant, and Renasant will be the surviving corporation. Immediately thereafter, M&F Bank will merge with and into Renasant Bank, and Renasant Bank will be the surviving bank. References to the merger refer to the merger of First M&F with and into Renasant, unless the context clearly indicates otherwise.

***Q: What are holders of Renasant common stock being asked to vote on?***

A: Holders of Renasant common stock are being asked to vote (1) to adopt and approve the merger agreement and (2) to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the adoption and approval of the merger agreement.

***Q: What do holders of First M&F common stock need to do now?***

A: After you have carefully read this document and have decided how you wish to vote your shares, indicate on your proxy card how you want your shares to be voted with respect to the adoption and approval of the merger agreement and approval of the adjournment of the First M&F special meeting if necessary or appropriate to solicit additional proxies. When complete, sign, date and mail your proxy card in the enclosed postage-paid return envelope as soon as possible. Alternatively, you may vote by telephone or through the internet. Submitting your proxy by internet, telephone or mail or directing your bank or broker to vote your shares will ensure that your shares are represented and voted at the First M&F special meeting. Your proxy card must be received prior to the special meeting on June , 2013 in order to be counted. If you would like to attend the First M&F special meeting, see Can I attend the First M&F special meeting and vote my shares in person?

***Q: What do Renasant shareholders need to do now?***

A: After you have carefully read this document and have decided how you wish to vote your shares, indicate on your proxy card how you want your shares to be voted with respect to the adoption and approval of the merger agreement and approval of the adjournment of the Renasant special meeting if necessary or appropriate to solicit additional proxies. When complete, sign, date and mail your proxy card in the enclosed postage-paid return envelope as soon as possible. Alternatively, you may vote by telephone or through the internet. Submitting your proxy by internet, telephone or mail or directing your bank or broker to vote your shares will ensure that your shares are represented and voted at the Renasant special meeting. Your proxy card must be received prior to the special meeting on June , 2013 in order to be counted. If you would like to attend the Renasant special meeting, see Can I attend the Renasant special meeting and vote my shares in person?

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### ***Q: Why is my vote as a holder of First M&F common stock important?***

A: If you do not vote by proxy, telephone or internet or vote in person at the First M&F special meeting, it will be more difficult for First M&F to obtain the necessary quorum to hold its special meeting. In addition, approval of each of the merger agreement and the compensation proposal requires the affirmative vote of a majority of the votes cast, assuming that a quorum is present. **The First M&F board of directors recommends that you vote to adopt and approve the merger agreement and the compensation proposal.**

### ***Q: Why is my vote as a Renasant shareholder important?***

A: If you do not vote by proxy, telephone or internet or vote in person at the Renasant special meeting, it will be more difficult for Renasant to obtain the necessary quorum to hold its special meeting. In addition, approval of the merger agreement requires the affirmative vote of a majority of the votes cast, assuming that a quorum is present. **The Renasant board of directors recommends that you vote to adopt and approve the merger agreement.**

### ***Q: What will happen if First M&F shareholders do not approve the compensation proposal at the special meeting?***

A: Approval of the compensation proposal is not a condition to completion of the merger. The vote on this proposal is an advisory vote and will not be binding on First M&F (or the combined company that results from the merger) regardless of whether the merger agreement is approved. Accordingly, because First M&F is contractually obligated to pay the compensation, if the merger agreement is approved and the merger is consummated, it is expected that the compensation will be payable, subject only to the conditions applicable thereto, regardless of the outcome of the advisory vote.

### ***Q: If my shares are held in street name by my broker, will my broker automatically vote my shares for me?***

A: No. Your broker cannot vote your shares without instructions from you. You should instruct your broker as to how to vote your shares, following the directions your broker provides to you. Please check the voting form used by your broker. Without instructions, your shares will not be voted, which will have the effect described below.

### ***Q: What if I abstain from voting or fail to instruct my broker?***

A: If you are a holder of First M&F common stock and you abstain from voting or fail to instruct your broker to vote your shares and the broker submits an unvoted proxy, referred to as a broker non-vote, the abstention or a broker non-vote will be counted toward a quorum at the First M&F special meeting, but it will have no effect on the vote to approve the merger agreement, the compensation proposal or the proposal to adjourn the special meeting if necessary or appropriate in order to solicit additional proxies.

If you are a holder of Renasant common stock and you abstain from voting or fail to instruct your broker to vote your shares and the broker submits an unvoted proxy, referred to as a broker non-vote, the abstention or a broker non-vote will be counted toward a quorum at the Renasant special meeting, but it will have no effect on the vote to approve the merger agreement or to approve the proposal to adjourn the special meeting if necessary or appropriate in order to solicit additional proxies.

### ***Q: Can I attend the First M&F special meeting and vote my shares in person?***

A: Yes. All holders of First M&F common stock, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the First M&F special meeting. Holders of record of First M&F common stock as of the record date can vote in person at the First M&F special meeting. If you choose to vote in person at the special meeting and if you are a registered

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shareholder of record, you should bring the enclosed proxy card and proof of identity. If you hold your shares in street name, you must obtain and bring a broker representation letter in your name from your bank, broker or other holder of record and proof of identity. Everyone who attends the special meeting must abide by the rules for the conduct of the meeting, which will be printed on the meeting agenda. At the appropriate time during the special meeting, the shareholders present will be asked whether anyone wishes to vote in person. You should raise your hand at this time to receive a ballot to record your vote. Even if you plan to attend the special meeting, First M&F encourages you to vote by telephone, internet or mail so your vote will be counted if you later decide not to attend the special meeting.

***Q: Can I attend the Renasant special meeting and vote my shares in person?***

A: Yes. All holders of Renasant common stock, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the Renasant special meeting. Holders of Renasant common stock as of the record date can vote in person at the Renasant special meeting. If you choose to vote in person at the special meeting and if you are a registered shareholder of record or hold shares in the Renasant 401(k) plan or employee stock ownership plan, you should bring the enclosed proxy card and proof of identity. If you hold your shares in street name, you must obtain and bring a broker representation letter in your name from your bank, broker or other holder of record and proof of identity. Please show this documentation at the meeting registration desk to attend the meeting. Everyone who attends the special meeting must abide by the rules for the conduct of the meeting, which will be printed on the meeting agenda. At the appropriate time during the special meeting, the shareholders present will be asked whether anyone wishes to vote in person. You should raise your hand at this time to receive a ballot to record your vote. Even if you plan to attend the special meeting, Renasant encourages you to vote by telephone, internet or mail so your vote will be counted if you later decide not to attend the special meeting.

***Q: Is the merger expected to be taxable to First M&F shareholders?***

A: Generally, no. The merger is intended to be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code, and holders of First M&F common stock are not expected to recognize any gain or loss for United States federal income tax purposes on the exchange of shares of First M&F common stock for shares of Renasant common stock in the merger, except with respect to cash received in lieu of a fractional share of Renasant common stock. You should read United States Federal Income Tax Consequences of the Merger beginning on page for a more complete discussion of the United States federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your tax advisor to determine the specific tax consequences of the merger to you.

***Q: If I am a holder of First M&F common stock, can I change or revoke my vote?***

A: Yes. You may revoke any proxy at any time before it is voted in any of the following ways: (1) by personally appearing and choosing to vote at the special meeting, if you are the shareholder of record, or you obtain and bring a broker representation letter in your name from your bank, broker or the holder of record and, in all cases, you bring proof of identity; (2) by written notification to First M&F which is received prior to the exercise of the proxy; or (3) by a subsequent proxy executed by the person executing the prior proxy and presented at the special meeting. First M&F shareholders may send their written revocation letter to First M&F Corporation, Attention: Corporate Secretary, 134 West Washington Street, Kosciusko, Mississippi 39090. If you have voted your shares through the internet, you may revoke your prior internet vote by recording a different vote using internet voting, or by signing and returning a proxy card dated as of a date that is later than your last internet vote. If you have voted your shares through a telephone call, you may revoke your prior telephone vote by calling the toll-free number listed on the First M&F proxy card and recording a different vote, or by signing and returning a proxy card dated as of a date that is later than your last telephone vote.

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Any shareholder entitled to vote in person at the First M&F special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence of a shareholder at the special meeting will not constitute revocation of a previously given proxy.

***Q: If I am a holder of Renasant common stock, can I change or revoke my vote?***

A: Yes. You may revoke any proxy at any time before it is voted in any of the following ways: (1) by personally appearing and choosing to vote at the special meeting, if you are the shareholder of record or hold shares in the Renasant 401(k) plan or employee stock ownership plan, or you obtain and bring a broker representation letter in your name from your bank, broker or the holder of record and, in all cases, you bring proof of identity; (2) by written notification to Renasant which is received prior to the exercise of the proxy; or (3) by a subsequent proxy executed by the person executing the prior proxy and presented at the special meeting. Renasant shareholders may send their written revocation letter to Renasant Corporation, Attention: Secretary, 209 Troy Street, Tupelo, Mississippi 38804-4827. If you have voted your shares through the internet, you may revoke your prior internet vote by recording a different vote using internet voting, or by signing and returning a proxy card dated as of a date that is later than your last internet vote. If you have voted your shares through a telephone call, you may revoke your prior telephone vote by calling the toll-free number listed on the Renasant proxy card and recording a different vote, or by signing and returning a proxy card dated as of a date that is later than your last telephone vote.

Any shareholder entitled to vote in person at the Renasant special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence of a shareholder at the special meeting will not constitute revocation of a previously given proxy.

***Q: If I am a holder of First M&F common stock with shares represented by stock certificates, should I send in my First M&F stock certificates now?***

A: No. You should not send in your First M&F stock certificates at this time. After completion of the merger, Renasant will cause instructions to be sent to you for exchanging First M&F stock certificates for shares of Renasant common stock in book-entry form and cash to be paid in lieu of a fractional share of Renasant common stock. The shares of Renasant common stock that First M&F shareholders will receive in the merger will be issued in book-entry form. Please do not send in your stock certificates with your proxy card.

***Q: What should I do if I hold my shares of First M&F common stock in book-entry form?***

A: You are not required to take any specific actions if you hold your shares of First M&F common stock in book-entry form. After the completion of the merger, shares of First M&F common stock held in book-entry form will automatically be exchanged for shares of Renasant common stock in book-entry form and cash to be paid in lieu of a fractional share of Renasant common stock.

***Q: Can I place my First M&F stock certificate(s) into book-entry form prior to merger?***

A: Yes, First M&F stock certificates can be placed into book-entry form prior to merger. For more information, please contact Rhonda Mink at (662) 289-8508.

***Q: Who can I contact if I cannot locate my First M&F stock certificate(s)?***

A: If you are unable to locate your original First M&F stock certificate(s), you should contact Rhonda Mink at (662) 289-8508.

***Q: When do you expect to complete the merger?***

A: We currently expect to complete the merger during the third quarter of 2013. However, we cannot assure you when or if the merger will occur. We must, among other things, first obtain the approvals of First M&F





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shareholders and Renasant shareholders at their respective special meetings and the required regulatory approvals described below in Regulatory Approvals Required for the Merger beginning on page\_\_ .

***Q: Whom should I call with questions?***

A: First M&F shareholders should contact John G. Copeland, First M&F's Chief Financial Officer, by telephone at (662) 289-8594, or First M&F's proxy solicitor, AST Phoenix Advisors, toll-free at (877) 478-5038.

Renasant shareholders should contact Kevin D. Chapman, Renasant's Chief Financial Officer, at (662) 680-1450.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This joint proxy statement/prospectus and the documents that are made part of this joint proxy statement/prospectus by reference to other documents filed with the Securities and Exchange Commission, which is sometimes referred to as the SEC, include various forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 about Renasant and First M&F that are subject to risks and uncertainties. Congress passed the Private Securities Litigation Act of 1995 in an effort to encourage corporations to provide information about companies' anticipated future financial performance. This act provides a safe harbor for such disclosure, which protects the companies from unwarranted litigation if actual results are different from management expectations. This document reflects management's current views and estimates of future economic circumstances, industry conditions, company performance, and financial results. These forward-looking statements are subject to a number of factors and uncertainties which could cause Renasant's, First M&F's or the combined company's actual results and experience to differ from the anticipated results and expectations expressed in such forward-looking statements. Forward-looking statements speak only as of the date they are made and neither Renasant nor First M&F assumes any duty to update forward-looking statements. In addition to factors previously disclosed in Renasant's and First M&F's reports filed with the SEC and those identified elsewhere herein, these forward-looking statements include, but are not limited to, statements about (1) the expected benefits of the transaction between Renasant and First M&F and between Renasant Bank and M&F Bank, including future financial and operating results, cost savings, enhanced revenues and the expected market position of the combined company that may be realized from the transaction, and (2) Renasant's and First M&F's plans, objectives, expectations and intentions and other statements contained herein that are not historical facts. Other statements identified by words such as expects, anticipates, intends, plans, believes, seeks, estimates, targets, projects or words of similar meaning generally are used to identify forward-looking statements. These statements are based upon the current beliefs and expectations of Renasant's and First M&F's management and are inherently subject to significant business, economic and competitive risks and uncertainties, many of which are beyond their respective control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. Actual results may differ materially from those indicated or implied in the forward-looking statements.

The following risks, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

the businesses of Renasant and First M&F may not be integrated successfully or the integration may be more difficult, time-consuming or costly than expected;

the expected growth opportunities or costs savings from the transaction may not be fully realized or may take longer to realize than expected;

revenues following the transaction may be lower than expected as a result of losses of customers or other reasons;

deposit attrition, operating costs, customer loss and business disruption following the transaction, including difficulties in maintaining relationships with employees, may be greater than expected;

governmental approvals of the transaction may not be obtained on the proposed terms or expected timeframe;

Renasant's or First M&F's shareholders may fail to approve the transaction;

the terms of the proposed transaction may need to be modified to satisfy such approvals or conditions;

reputational risks and the reaction of the companies' customers to the transaction;

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diversion of management time on merger related issues;

changes in asset quality and credit risk;

inflation;

customer acceptance of the combined company's products and services;

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customer borrowing, repayment, investment and deposit practices;

the outcome of pending litigation against, among others, First M&F and the current members of its board of directors;

the introduction, withdrawal, success and timing of business initiatives;

the impact, extent, and timing of technological changes;

a weakening of the economies in which the combined company will conduct operations may adversely affect its operating results;

the U.S. legal and regulatory framework, including those associated with the Dodd Frank Wall Street Reform and Consumer Protection Act, could adversely affect the operating results of the combined company;

the interest rate environment may compress margins and adversely affect net interest income; and

competition from other financial services companies in the combined company's markets could adversely affect operations.

Additional factors that could cause Renasant's, First M&F's or the combined company's results to differ materially from those described in the forward-looking statements can be found in Renasant's and First M&F's reports (such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K) filed with the SEC and available at the SEC's website ([www.sec.gov](http://www.sec.gov)). All subsequent written and oral forward-looking statements concerning Renasant, First M&F or the proposed merger or other matters and attributable to Renasant, First M&F or any person acting on either of their behalf are expressly qualified in their entirety by the cautionary statements above. Renasant and First M&F do not undertake any obligation to update any forward-looking statement, whether written or oral, to reflect circumstances or events that occur after the date the forward-looking statements are made.

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**SUMMARY**

*This summary highlights the material information from this document. It may not contain all of the information that is important to you. We urge you to carefully read the entire document and the other documents to which we refer in order to fully understand the merger and the related transactions, including the risk factors set forth on page 14. See *Where You Can Find More Information* on page . We have included page references parenthetically to direct you to a more complete description of the topics presented in this summary.*

***In the Merger, Holders of First M&F Common Stock Will Have a Right to Receive 0.6425 of a Share of Renasant Common Stock per Share of First M&F Common Stock (page )***

Renasant and First M&F are proposing the merger of First M&F with Renasant. If the merger is completed, First M&F will merge with and into Renasant, with Renasant being the surviving company, and First M&F common stock will no longer be publicly traded. Under the terms of the merger agreement, holders of First M&F common stock will have a right to receive 0.6425 (the exchange ratio) of a share of Renasant common stock for each share of First M&F common stock held immediately prior to the merger. Renasant will not issue any fractional shares of Renasant common stock in the merger. Instead, a holder of First M&F common stock who otherwise would have received a fraction of a share of Renasant common stock will receive an amount in cash. This cash amount will be determined by multiplying the fraction of a share of Renasant common stock to which the holder would otherwise be entitled by the average closing price of one share of Renasant common stock as reported on the Nasdaq for the 10 trading days immediately prior to the date on which the merger is completed, and then rounded to the nearest cent.

*Example: If you hold 100 shares of First M&F common stock, you will have a right to receive 64 shares of Renasant common stock and a cash payment instead of the 0.25 of a share of Renasant common stock that you otherwise would have received.*

The merger agreement between Renasant and First M&F governs the merger. The merger agreement is included in this document as Annex A. Please read the merger agreement carefully. All descriptions in this summary and elsewhere in this document of the terms and conditions of the merger are qualified by reference to the merger agreement.

***What Holders of First M&F Stock Options Will Receive (page )***

Upon completion of the merger, each outstanding option or similar right to acquire First M&F common stock will convert into a fully vested and exercisable option to purchase a number of shares of Renasant common stock equal to the number of shares of First M&F common stock underlying such stock option or similar right immediately prior to the merger multiplied by the exchange ratio (rounded down to the nearest whole share), with an exercise price that equals the exercise price of such First M&F stock option or similar right immediately prior to the merger divided by the exchange ratio (rounded up to the nearest whole cent) and otherwise on the same terms and conditions as were in effect immediately prior to the completion of the merger.

***Treatment of First M&F CDCI Preferred Stock and Related Warrant (page )***

The merger agreement provides that each outstanding share of First M&F's Fixed Rate Cumulative Perpetual Preferred Stock, Class B Non-Voting, Series CD, stated liquidation amount \$1,000 per share, issued to the U.S. Department of the Treasury, which we refer to as the U.S. Treasury, under its Community Development Capital Initiative (the First M&F CDCI Preferred Stock), as well as the related warrants held by the U.S. Treasury, will be either redeemed by First M&F or purchased by Renasant prior to the effective time of the merger. In the event this does not occur, then each share of First M&F CDCI Preferred Stock issued and outstanding prior to the effective time of the merger will be converted into the right to receive one share of

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preferred stock, par value \$0.01 per share, of Renasant to be designated, prior to the closing date of the merger, as Fixed Rate Cumulative Perpetual Preferred Stock, Class B Non-Voting, Series CD, stated liquidation amount \$1,000 per share, and the related warrant will be converted into a warrant to purchase Renasant common stock (after appropriate adjustments to the number of shares of Renasant common stock purchasable thereunder and the exercise price thereof to reflect the exchange ratio).

***The Merger Is Intended to Be Tax-Free to First M&F Shareholders as to the Shares of Renasant Common Stock They Receive (page )***

The merger is intended to be treated as a reorganization within the meaning of Section 368(a) of the Code, and it is a condition to our respective obligations to complete the merger that each of Renasant and First M&F receive a legal opinion to that effect. Accordingly, the merger generally will be tax-free to you for United States federal income tax purposes as to the shares of Renasant common stock you receive in the merger, except for any gain or loss that may result from the receipt of cash in lieu of fractional shares of Renasant common stock that you would otherwise be entitled to receive. See United States Federal Income Tax Consequences of the Merger on page .

*The United States federal income tax consequences described above may not apply to all holders of First M&F common stock. Your tax consequences will depend on your individual situation. Accordingly, First M&F strongly urges you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.*

***Accounting Treatment of Merger (page )***

The merger will be accounted for as an acquisition, as that term is used under accounting principles generally accepted in the United States of America, for accounting and financial reporting purposes.

***Comparative Market Prices and Share Information (pages and )***

Renasant common stock is listed on the Nasdaq under the symbol RNST. First M&F common stock is listed on the Nasdaq under the symbol FMFC. The following table shows the closing sale prices of Renasant common stock and First M&F common stock as reported on the Nasdaq on February 6, 2013, the last trading day before we announced the merger, and on , 2013, the last practicable trading day before the distribution of this document. This table also shows the implied value of the merger consideration proposed for each share of First M&F common stock, which we calculated by multiplying the 10-day average closing price of Renasant common stock as of February 4, 2013, which was \$19.22, by the exchange ratio.

	<b>Renasant Common Stock</b>	<b>First M&amp;F Common Stock</b>	<b>Implied Value of One Share of First M&amp;F Common Stock</b>
February 6, 2013	\$ 19.44	\$ 8.45	\$ 12.35
, 2013	\$	\$	\$

*The market price of Renasant common stock and First M&F common stock will fluctuate prior to the merger. First M&F shareholders and Renasant shareholders are urged to obtain current market quotations for the shares prior to making any decision with respect to the merger.*

***Keefe, Bruyette & Woods, Inc. Has Provided an Opinion to the First M&F Board of Directors Regarding the Merger Consideration (page and Annex B)***

On February 6, 2013, Keefe, Bruyette & Woods, Inc., sometimes referred to as KBW, rendered its oral opinion to the board of directors of First M&F, subsequently confirmed in writing, that, as of such date and based

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upon and subject to the factors and assumptions described to the First M&F board during its presentation and set forth in its written opinion, the consideration to be paid to the holders of First M&F common stock in the proposed merger was fair, from a financial point of view, to holders of First M&F common stock. The full text of KBW's written opinion, which sets forth the assumptions made, matters considered and limits on the review undertaken in connection with the opinion, is attached as Annex B to this joint proxy statement/prospectus and is incorporated by reference herein. First M&F shareholders are urged to read the opinion in its entirety. Pursuant to an engagement letter between First M&F and KBW, First M&F has agreed to pay KBW a customary transaction fee in connection with the merger, which is payable upon completion of the merger, and a fee for rendering its fairness opinion, which was paid upon the signing of the merger agreement. KBW's written opinion is addressed to the board of directors of First M&F, is directed only to the consideration to be paid in the merger and does not constitute a recommendation as to how any holder of First M&F common stock should vote with respect to the merger or any other matter. KBW has consented to the use of its opinion letter dated February 6, 2013 and the references to such letter in this joint proxy statement/prospectus.

***Sandler O'Neill + Partners, L.P. Has Provided an Opinion to the Renasant Board of Directors Regarding the Merger Consideration (page and Annex C)***

In deciding to approve the merger, the Renasant board of directors considered the oral opinion of its financial advisor, Sandler O'Neill + Partners, L.P., sometimes referred to as Sandler O'Neill, provided to the Renasant board of directors on February 6, 2013 (subsequently confirmed in writing) that as of the date of the opinion, and based upon and subject to the various assumptions, considerations, qualifications and limitations set forth in its written opinion, the merger consideration payable to holders of First M&F common stock pursuant to the merger agreement was fair from a financial point of view to Renasant. A copy of the opinion is attached to this document as Annex C and is incorporated by reference herein. Renasant shareholders should read the opinion completely and carefully to understand the assumptions made, procedures followed, matters considered and limitations of the review undertaken by Sandler O'Neill in providing its opinion. The opinion of Sandler O'Neill will not reflect any developments that may occur or may have occurred after the date of its opinion and prior to the completion of the merger. Pursuant to an engagement letter between Renasant and Sandler O'Neill, Renasant has agreed to pay Sandler O'Neill a customary transaction fee in connection with the merger, which is payable upon completion of the merger, and a fee for rendering its fairness opinion, which was paid upon the signing of the merger agreement and which will be credited against the aforementioned transaction fee. Sandler O'Neill addressed its opinion to the Renasant board of directors, and the opinion is not a recommendation as to how any shareholder of Renasant should vote with respect to the merger or any other matter or as to any action that a shareholder should take relating to the merger. Sandler O'Neill has consented to the use of its opinion letter dated February 6, 2013 and the references to such letter in this document.

***The First M&F Board of Directors Recommends that Holders of First M&F Common Stock Vote FOR the Adoption and Approval of the Merger Agreement (page )***

The First M&F board of directors believes that the merger is in the best interests of First M&F and its shareholders and has unanimously approved the merger and the merger agreement. The First M&F board of directors unanimously recommends that holders of First M&F common stock vote FOR the adoption and approval of the merger agreement. In reaching its decision, the First M&F board considered a number of factors, which are described in more detail in The Merger First M&F's Reasons for the Merger; Recommendation of the First M&F Board of Directors on page . The First M&F board of directors did not assign relative weights to the factors described in that section or the other factors considered by it. In addition, the First M&F board did not reach any specific conclusion on each factor considered, but conducted an overall analysis of these factors. Individual members of the First M&F board of directors may have given weights to different factors.



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***The Renasant Board of Directors Recommends that Renasant Shareholders Vote FOR the Approval of the Merger Agreement (page )***

The Renasant board of directors believes that the merger is in the best interests of Renasant and its shareholders and has unanimously approved the merger and the merger agreement. The Renasant board of directors unanimously recommends that Renasant shareholders vote FOR the approval of the merger agreement. In reaching its decision, the Renasant board considered a number of factors, which are described in more detail in The Merger Renasant's Reasons for the Merger; Recommendation of the Renasant Board of Directors on page . The Renasant board of directors did not assign relative weights to the factors described in that section or the other factors considered by it. In addition, the Renasant board did not reach any specific conclusion on each factor considered, but conducted an overall analysis of these factors. Individual members of the Renasant board of directors may have given weights to different factors.

***First M&F's Directors and Executive Officers May Receive Additional Benefits from the Merger (page )***

When considering the information contained in this joint proxy statement/prospectus, including the recommendation of First M&F's board of directors to vote to adopt and approve the merger agreement, First M&F shareholders should be aware that First M&F's executive officers and members of First M&F's board of directors may have interests in the merger that are different from, or in addition to, those of First M&F shareholders generally. First M&F's board of directors was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger (to the extent these interests were in existence at the time of the evaluation and negotiation of the merger agreement and the merger), and in recommending that the merger agreement be adopted and approved by First M&F's shareholders. For information concerning these interests, please see the discussion under the caption The Merger Interests of First M&F's Directors and Executive Officers in the Merger on page .

***Holders of First M&F Common Stock Do Not Have Appraisal Rights (page )***

Appraisal rights, also referred to as dissenters' rights, are statutory rights that, if applicable under law, enable shareholders to dissent from an extraordinary transaction, such as a merger, and to demand that the corporation pay the fair cash value for their shares as determined by a court in a judicial proceeding instead of receiving the consideration offered to shareholders in connection with the extraordinary transaction. Appraisal rights are not available in all circumstances, and exceptions to these rights are provided under the Mississippi Business Corporation Act, or MBCA. As a result of the provisions of the MBCA, the holders of First M&F common stock are not entitled to appraisal rights in the merger. For more information, see The Merger First M&F Shareholders Do Not Have Appraisal Rights in the Merger beginning on page .

***Conditions Exist That Must Be Satisfied or Waived for the Merger to Occur (page )***

Currently, Renasant and First M&F expect to complete the merger during the third quarter of 2013. As more fully described in this document and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others, receipt of the requisite approvals of each company's shareholders, the receipt of all required regulatory approvals (including approval by the Board of Governors of the Federal Reserve System (the Federal Reserve ), Federal Deposit Insurance Corporation (the FDIC ), and the Mississippi Department of Banking and Consumer Finance), and the receipt of legal opinions by each company regarding the United States federal income tax treatment of the merger.

Renasant and First M&F cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

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***First M&F or Renasant May Terminate the Merger Agreement Under Certain Circumstances (page )***

First M&F and Renasant may mutually agree to terminate the merger agreement before completing the merger, even after First M&F shareholder approval and/or Renasant shareholder approval, as long as the termination is approved by each of the First M&F and Renasant boards of directors.

The merger agreement may also be terminated by either party in the following circumstances:

if the merger has not been completed on or before September 30, 2013, unless the required regulatory approvals are pending and have not been finally resolved, in which event such date shall be automatically extended to December 31, 2013, unless the failure to complete the merger by that date is due to the breach of the merger agreement by the party seeking to terminate;

if there has been a final, non-appealable denial of required regulatory approvals (including the redemption or purchase of the issued and outstanding shares of First M&F CDCI Preferred Stock and the related warrants prior to or contemporaneously with the merger) or an injunction prohibiting the transactions contemplated by the merger agreement;

if the requisite shareholder vote in connection with the merger agreement is not obtained at the Renasant or First M&F shareholder meeting (or any adjournment or postponement thereof), unless the failure to obtain the requisite shareholder vote shall be due to the failure of the applicable party to perform or observe its agreements set forth in the merger agreement;

if there is a breach of the merger agreement that would result in the failure of any of the closing conditions and cannot or has not been cured within 30 days after the breaching party receives written notice of such breach; or

if prior to receipt of the other party's shareholder approval, that other party, its board or any committee of its board (1) withdraws, or modifies or qualifies in a manner adverse to Renasant or First M&F, as applicable, or refuses to make, the recommendation that its shareholders approve the merger agreement or (2) adopts, approves, recommends, endorses or otherwise declares advisable certain business combination proposals, or (3) materially breaches its obligation to call, give notice of, convene and hold its special shareholders' meeting.

In addition, First M&F may terminate the merger agreement if (1) its board of directors determines in good faith that the holding of the special meeting, the making of recommendation of the merger agreement or the failure to withdraw, modify or change such recommendation, would constitute a breach of the fiduciary duties of such directors; or (2) its board of directors determines in good faith (after consultation with its legal and financial advisors) that (a) a proposed acquisition transaction with an entity other than Renasant would be required in order for its directors to comply with their fiduciary duties and (b) that such proposed merger is reasonably likely to be consummated and would result in a transaction more favorable to First M&F's shareholders from a financial point of view than the merger with Renasant.

For a further description of the merger agreement see page .

***Expenses and Termination Fees (page )***

In general, each of First M&F and Renasant will be responsible for all expenses incurred by it in connection with the negotiation and completion of the transactions contemplated by the merger agreement, subject to specific exceptions discussed in this document. Upon termination of the merger agreement under specified circumstances, First M&F may be required to pay Renasant a termination fee of \$5.8 million. See The Merger Agreement Termination Fee beginning on page for a complete discussion of the circumstances under which termination fees will be required to be paid.



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***Regulatory Approvals Required for the Merger (page )***

First M&F and Renasant have agreed to use their reasonable best efforts to obtain all regulatory approvals, including all antitrust clearances, required to complete the transactions contemplated by the merger agreement. The required regulatory approvals include approval from the Federal Reserve, the FDIC, the United States Department of Justice, the Mississippi Department of Banking and Consumer Finance, state securities authorities, and various other federal and state regulatory authorities and self-regulatory organizations. First M&F and Renasant have completed, or will complete promptly following the date of this document, the filing of applications and notifications to obtain the required regulatory approvals.

Although we do not know of any reason why we cannot obtain the remaining regulatory approvals in a timely manner, we cannot be certain when or if we will obtain them.

***Litigation Relating to the Merger (page )***

On March, 5, 2013, a putative shareholder class action lawsuit, Zeng. vs. Hugh S. Potts, Jr. et al., was filed in the United States District Court for the Northern District of Mississippi against First M&F, the members of its board of directors, M&F Bank, Renasant and Renasant Bank asserting that the First M&F directors breached their fiduciary duties and/or violated Mississippi law in connection with the negotiation and execution of the merger agreement and that First M&F, M&F Bank, Renasant and Renasant Bank aided and abetted those alleged breaches of fiduciary duties. Among other relief, the plaintiff seeks to enjoin the merger. Renasant and First M&F believe these claims are without merit.

Also on March 5, 2013, First M&F received a shareholder litigation demand letter from a shareholder alleging that members of the First M&F board of directors breached their fiduciary duties and that First M&F, M&F Bank, Renasant and Renasant Bank aided and abetted those alleged breaches of fiduciary duties. The demand letter asked First M&F to remedy the alleged breaches of fiduciary duties prior to closing the merger. A draft complaint was attached to the demand letter proposed to be filed in the Circuit Court of Attala County, Mississippi, if First M&F did not take the action requested in the demand letter. The draft complaint seeks, among other relief, to enjoin the merger. Under applicable Mississippi law, First M&F has 90 days from March 5, 2013 to respond to the demand letter before any further action can be taken. Renasant and First M&F believe these claims are without merit. For more information, see *The Merger Litigation Relating to the Merger* on page .

***Renasant Board of Directors Following Completion of the Merger (page )***

Upon completion of the merger, the number of directors constituting Renasant's and Renasant Bank's respective boards of directors will be increased by two, to 18 members each, and two individuals who are currently directors of First M&F selected by Renasant (after taking into account First M&F's recommendations) will be appointed to complete the larger boards. As of the date of this joint proxy statement/prospectus, Renasant has not identified the particular members of First M&F's board who will be appointed to join Renasant and Renasant Bank's respective boards of directors.

***The Rights of Holders of First M&F Common Stock Will Change as a Result of the Merger (page )***

The rights of holders of First M&F common stock are governed by Mississippi law, as well as First M&F's Articles of Incorporation, as amended (which we refer to as the M&F Articles), and First M&F's Amended and Restated Bylaws (or, the M&F Bylaws). After completion of the merger, the rights of former First M&F shareholders will remain governed by Mississippi law but will instead be governed by Renasant's Articles of Incorporation, as amended (which we refer to as the Renasant Articles), and Renasant's Restated Bylaws (or, the Renasant Bylaws). This document contains descriptions of the material differences in shareholder rights beginning on page .

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***First M&F Will Hold its Special Meeting on June , 2013 (page )***

The First M&F special meeting will be held on June , 2013, at the Mary Ricks Thornton Cultural Center, located at the corner of East Washington Street and North Huntington Street, Kosciusko, Mississippi at , local time. At the special meeting, holders of First M&F common stock will be asked to:

adopt and approve the merger agreement;

a proposal to approve, on an advisory (nonbinding) basis, the compensation proposal;

approve the adjournment of the special meeting, if necessary or appropriate, in the event that there are not sufficient votes at the time of the special meeting to approve the foregoing proposal; and

vote on any other business properly brought before the special meeting or any adjournment or postponement thereof.

*Record Date.* Only holders of record of First M&F common stock at the close of business on , 2013 will be entitled to vote at the special meeting. Each share of First M&F common stock is entitled to one vote. As of the record date of , 2013, there were shares of First M&F common stock entitled to vote at the special meeting.

*Required Vote.* Approval of the merger agreement, the compensation proposal on a non-binding (advisory) basis and the proposal to adjourn the special meeting if necessary or appropriate in order to solicit additional proxies in each case requires the affirmative vote of a majority of the votes cast, assuming that a quorum is present. Assuming that a quorum is present, your failure to vote, an abstention or a broker non-vote will have no effect on the approval of any of the proposals.

All of the directors of First M&F and M&F Bank have entered into agreements with Renasant pursuant to which they have agreed, in their capacity as holders of First M&F common stock, to vote all of their shares in favor of the adoption and approval of the merger agreement. As of the record date, these directors of First M&F and their affiliates had the right to vote approximately shares of First M&F common stock, or approximately % of the outstanding First M&F shares entitled to be voted at the special meeting. We expect these individuals to vote their First M&F common stock in favor of the approval of the merger agreement in accordance with those agreements.

***Renasant Will Hold its Special Meeting on June , 2013 (page )***

The Renasant special meeting will be held on June , 2013, at the principal offices of Renasant Bank, 209 Troy Street, Tupelo, Mississippi 38804-4827 at , local time. At the special meeting, Renasant shareholders will be asked to:

adopt and approve the merger agreement;

approve the adjournment of the special meeting, if necessary or appropriate, in the event that there are not sufficient votes at the time of the special meeting to approve the foregoing proposal; and

vote on any other business properly brought before the special meeting or any adjournment or postponement thereof.

*Record Date.* Only holders of record at the close of business on , 2013 will be entitled to vote at the special meeting. Each share of Renasant common stock is entitled to one vote. As of the record date, there were shares of Renasant common stock entitled to vote at the special meeting.

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*Required Vote.* Approval of the merger agreement and the proposal to adjourn the special meeting if necessary or appropriate in order to solicit additional proxies in each case requires the affirmative vote of a majority of the votes cast, assuming that a quorum is present. Assuming that a quorum is present, your failure to vote, an abstention or a broker non-vote will have no effect on the approval of either proposal.

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As of the record date, directors and executive officers of Renasant and their affiliates had the right to vote approximately \_\_\_\_\_ shares of Renasant common stock, or approximately \_\_\_\_\_ % of the outstanding Renasant common stock entitled to be voted at the special meeting. We currently expect that each of these individuals will vote their shares of Renasant common stock in favor of the proposals to be presented at the special meeting.

***Information about the Companies (page \_\_\_\_\_)***

***First M&F Corporation***

First M&F is a Mississippi corporation incorporated in 1979 that is the owner of the seventh largest bank headquartered in Mississippi, Merchants and Farmers Bank, a Mississippi-chartered bank established in 1890. As of December 31, 2012, First M&F had total assets of approximately \$1.602 billion, deposits of approximately \$1.403 billion and total stockholders' equity of approximately \$118 million. First M&F operates 42 banking (including loan production), financial services, mortgage and insurance offices and more than 37 automated teller machines throughout north and north central Mississippi, west Tennessee and central Alabama. First M&F's deposits are insured by the FDIC.

The principal executive offices of First M&F are located 134 West Washington Street, Kosciusko, Mississippi 39090 and its telephone number is (662) 289-5121. Additional information about First M&F and its subsidiaries is included in documents incorporated by reference in this document. See *Where You Can Find More Information* on page \_\_\_\_\_.

***Renasant Corporation***

Renasant is a Mississippi corporation incorporated in 1982 that is the owner of the fourth largest bank headquartered in Mississippi, Renasant Bank, a Mississippi-chartered bank incorporated in 1904. Through Renasant Bank, Renasant is also the owner of Renasant Insurance Agency, Inc. As of December 31, 2012, Renasant had total assets of approximately \$4.179 billion, deposits of approximately \$3.461 billion and total shareholders' equity of approximately \$498 million. Renasant operates 84 banking (including loan production), wealth management and insurance offices throughout north and north central Mississippi, Tennessee, north and central Alabama and north Georgia. Renasant Bank's deposits are insured by the FDIC.

The principal executive offices of Renasant are located at 209 Troy Street, Tupelo, Mississippi 38804-4827 and its telephone number is (662) 680-1001. Additional information about Renasant and its subsidiaries is included in documents incorporated by reference in this document. See *Where You Can Find More Information* on page \_\_\_\_\_.

**Table of Contents****SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF RENASANT**

Set forth below are highlights from Renasant's consolidated financial data as of and for the years ended December 31, 2012 through December 31, 2008. In the opinion of Renasant management, this information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of this data for those dates. You should read this information in conjunction with Renasant's consolidated financial statements and related notes included in Renasant's Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference in this document and from which this information is derived. See "Where You Can Find More Information" on page .

(In Thousands, Except Share Data) (Unaudited)<sup>(1)</sup>

	2012	2011	2010	2009	2008
<b>Year Ended December 31,</b>					
Interest income	\$ 159,313	\$ 170,687	\$ 165,483	\$ 170,564	\$ 200,962
Interest expense	25,975	41,401	60,277	71,098	91,520
Net interest income	133,338	129,286	105,206	99,466	109,442
Provision for loan losses	18,125	22,350	30,665	26,890	22,804
Noninterest income	68,711	64,699	92,692	57,558	54,042
Noninterest expense	150,459	136,960	120,540	105,753	107,968
Income before income taxes	33,465	34,675	46,693	24,381	32,712
Income taxes	6,828	9,043	15,018	5,863	8,660
Net income	\$ 26,637	\$ 25,632	\$ 31,675	\$ 18,518	\$ 24,052
Dividend payout	64.15%	66.67%	49.28%	78.16%	59.65%
<b>Per Common Share</b>					
Net income Basic	\$ 1.06	\$ 1.02	\$ 1.39	\$ 0.88	\$ 1.15
Net income Diluted	1.06	1.02	1.38	0.87	1.14
Book value at December 31	19.80	19.44	18.75	19.45	19.00
Closing price <sup>(2)</sup>	19.14	15.00	16.91	13.60	17.03
Cash dividends declared and paid	0.68	0.68	0.68	0.68	0.68
<b>At December 31,</b>					
Assets	\$ 4,178,616	\$ 4,202,008	\$ 4,297,327	\$ 3,641,081	\$ 3,715,980
Loans, net of unearned income	2,810,253	2,581,084	2,524,590	2,347,615	2,530,886
Securities	674,078	796,341	834,472	714,164	695,106
Deposits	3,461,221	3,412,237	3,468,151	2,576,100	2,344,331
Borrowings	164,706	254,709	316,436	618,024	933,976
Shareholders' equity	498,208	487,202	469,509	410,122	400,371
<b>Selected Ratios</b>					
Return on average:					
Total assets	0.64%	0.60%	0.80%	0.50%	0.65%
Shareholders' equity	5.38%	5.34%	7.16%	4.56%	5.97%
Average shareholders' equity to average assets	11.96%	11.27%	11.21%	10.96%	10.87%
<b>At December 31,</b>					
Shareholders' equity to assets	11.92%	11.59%	10.93%	11.26%	10.77%
Allowance for loan losses to total loans, net of unearned income <sup>(3)</sup>	1.72%	1.98%	2.07%	1.67%	1.38%
Allowance for loan losses to nonperforming loans <sup>(3)</sup>	146.90%	127.00%	84.32%	78.25%	87.45%
Nonperforming loans to total loans, net of unearned income <sup>(3)</sup>	1.17%	1.56%	2.46%	2.13%	1.58%





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- (1) Selected consolidated financial data includes the effect of mergers and other acquisition transactions from the date of each merger or other transaction. On February 4, 2011, Renasant Bank acquired specified assets and assumed specified liabilities of American Trust Bank, a Georgia-chartered bank headquartered in Roswell, Georgia ( American Trust ), from the FDIC, as receiver for American Trust. On July 23, 2010, Renasant Bank acquired specified assets and assumed specified liabilities of Crescent Bank & Trust Company, a Georgia-chartered bank headquartered in Jasper, Georgia ( Crescent ), from the FDIC, as receiver for Crescent. Refer to Item 1, Business, and Note B, Mergers and Acquisitions, in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data in Renasant's Annual Report on Form 10-K for the year ended December 31, 2012, filed with the SEC on March 8, 2013 and incorporated by reference herein, for additional information about the transaction involving American Trust and Crescent.
- (2) Reflects the closing price on the Nasdaq on the last trading day of Renasant's fiscal year.
- (3) Excludes assets covered under loss-share agreements with the FDIC.

**Table of Contents****SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF FIRST M&F**

Set forth below are highlights from First M&F's consolidated financial data as of and for the years ended December 31, 2012 through December 31, 2008. In the opinion of First M&F management, this information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of this data for those dates. You should read this information in conjunction with First M&F's consolidated financial statements and related notes included in First M&F's Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference in this document and from which this information is derived. See "Where You Can Find More Information" on page .

<i>(Thousands, except per share data)</i>	2012	2011	2010	2009	2008
<b>EARNINGS</b>					
Interest income	\$ 62,922	\$ 68,715	\$ 71,692	\$ 78,833	\$ 93,288
Interest expense	11,529	16,851	23,891	31,239	41,292
Net interest income	51,393	51,864	47,801	47,594	51,996
Provision for loan losses	8,520	9,720	9,220	49,601	19,734
Noninterest income	22,798	21,574	20,521	19,970	21,131
Noninterest expense	56,278	58,334	54,490	95,872	54,284
Income taxes	2,408	1,011	602	(18,104)	(1,436)
Noncontrolling interests			(1)	(6)	19
Net income (loss)	\$ 6,985	\$ 4,373	\$ 4,011	\$ (59,799)	\$ 526
Net interest income, taxable equivalent	\$ 52,263	\$ 52,764	\$ 48,921	\$ 49,076	\$ 53,469
Cash dividends paid on common stock	\$ 380	\$ 368	\$ 366	\$ 1,466	\$ 4,772
Dividends paid and accretion on preferred stock	\$ 1,901	\$ 1,774	\$ 1,692	\$ 1,464	\$
<b>PER COMMON SHARE</b>					
Net income (loss) basic	\$ 0.54	\$ 0.28	\$ 1.66	\$ (6.69)	\$ 0.06
Cash dividends paid common	.04	.04	.04	.16	.52
Book value common	10.79	10.05	9.96	8.36	15.00
Closing stock price common	6.98	2.84	3.74	2.21	8.46
<b>SELECTED AVERAGE BALANCES</b>					
Assets	\$ 1,579,007	\$ 1,594,284	\$ 1,590,942	\$ 1,645,160	\$ 1,621,703
Earning assets, amortized cost	1,424,674	1,435,537	1,426,812	1,490,413	1,455,836
Loans held for investment	981,144	1,032,137	1,045,467	1,122,307	1,200,628
Investments, amortized cost	351,893	298,836	277,393	290,963	232,274
Total deposits	1,378,496	1,389,284	1,353,643	1,321,470	1,270,547
Equity	114,084	109,370	107,166	139,156	142,024
<b>SELECTED YEAR-END BALANCES</b>					
Assets	\$ 1,601,683	\$ 1,568,651	\$ 1,603,964	\$ 1,662,968	\$ 1,596,865
Earning assets, carrying value	1,449,362	1,407,578	1,440,420	1,507,966	1,427,344
Loans held for investment	975,473	996,340	1,060,146	1,058,340	1,176,595
Investments, carrying value	348,562	320,774	276,929	284,550	227,145
Total deposits	1,402,675	1,371,463	1,375,412	1,388,263	1,261,387
Equity	118,443	109,596	107,065	104,630	135,968
<b>SELECTED RATIOS</b>					
Return on average assets	0.44%	0.27%	0.25%	(3.63)%	0.03%
Return on average equity	6.12	4.00	3.74	(42.97)	0.37
Average equity to average assets	7.23	6.86	6.74	8.46	8.76
Dividend payout ratio	7.41	14.29	2.41		866.67
Price to earnings	12.93x	10.14x	2.25x		141.00x
Price to book	0.65x	0.28x	0.38x	0.26x	0.56x

**Table of Contents****UNAUDITED SELECTED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The following table shows unaudited pro forma condensed combined financial information about the financial condition and results of operations after giving effect to the merger and the planned redemption by First M&F (or purchase by Renasant) of the First M&F CDCl Preferred Stock from the U.S. Treasury (the related warrant is expected to be redeemed by First M&F, or purchased by Renasant, concurrently; however, the price cannot be reasonably estimated at this time, and so the effects of this transaction are not reflected in the table below). The unaudited pro forma condensed financial information assumes that the merger is accounted for under the acquisition method of accounting, and that Renasant will record the assets and liabilities of First M&F at their respective fair values as of the date the merger is completed. The unaudited pro forma condensed combined balance sheet gives effect to the transactions as if the transactions had occurred on December 31, 2012. The unaudited pro forma condensed combined income statement for the year ended December 31, 2012, gives effect to the transactions as if the transactions had become effective at January 1, 2012. The unaudited selected pro forma condensed combined financial information has been derived from and should be read in conjunction with the consolidated financial statements and the related notes of both Renasant and First M&F, which are incorporated in this document by reference, and in conjunction with the more detailed unaudited pro forma condensed combined financial information, including the notes thereto, appearing elsewhere in this document. See [Where You Can Find More Information](#) on page [12](#) and [Unaudited Pro Forma Condensed Combined Financial Information](#) on page [13](#).

The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and does not indicate the financial results of the combined company had the companies actually been combined at the beginning of the period presented, nor the impact of possible business model changes. The unaudited pro forma condensed combined financial information also does not consider any potential impacts of current market conditions on revenues, expense efficiencies, asset dispositions and share repurchases, among other factors. In addition, as explained in more detail in the accompanying notes to the unaudited pro forma condensed combined financial information, the preliminary determinations of the fair value of assets acquired and liabilities assumed reflected in the unaudited pro forma condensed combined financial information is subject to adjustment and may vary significantly from the actual fair values that will be recorded upon completion of the merger.

	Year Ended December 31, 2012
<b>Income Statement (in thousands)</b>	
Net interest income	\$ 186,762
Noninterest income	91,509
Total revenue	278,271
Provision for loan losses	26,645
Noninterest expense	210,734
Income before income taxes	40,892
Provision for income taxes	8,499
Net income	32,403
<b>Balance Sheet (in thousands)</b>	
Cash and due from banks	\$ 291,544
Net loans	3,674,700
Total assets	5,798,243
Total deposits	4,868,228
Total borrowed funds	222,150
Total shareholders' equity	638,836
<b>Regulatory Capital Ratios</b>	
Tier 1 capital to average assets (leverage)	8.37%
Tier 1 capital to risk-weighted assets	11.02
Total capital to risk-weighted assets	12.10

**Table of Contents****COMPARATIVE PER SHARE DATA**

The following table sets forth for Renasant common stock and First M&F common stock certain historical, pro forma and pro forma-equivalent per share financial information. The pro forma and pro forma-equivalent per share information gives effect to the merger and the planned redemption by First M&F (or purchase by Renasant) of the First M&F CDCI Preferred Stock from the U.S. Treasury as if the transactions had been effective as of the date presented, in the case of the book value data, and as if the transactions had become effective on January 1, 2012, in the case of the net income and dividends declared data (the related warrant is expected to be redeemed by First M&F, or purchased by Renasant, concurrently; however, the price cannot be reasonably estimated at this time, and so the effects of this transaction are not reflected in the table below). The unaudited pro forma data in the table assumes that the merger is accounted for using the acquisition method of accounting and represents a current estimate based on available information of the combined company's results of operations. The pro forma financial adjustments record the assets and liabilities of First M&F at their estimated fair values and are subject to adjustment as additional information becomes available and as additional analyses are performed. See [Unaudited Pro Forma Condensed Combined Financial Information](#) on page . The information in the following table is based on, and should be read together with, the historical financial information that Renasant and First M&F have presented in their respective prior filings with the SEC. See [Where You Can Find More Information](#) on page .

We anticipate that the merger will provide the combined company with financial benefits that include reduced operating expenses and revenue enhancement opportunities. The unaudited pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the impact of possible business model changes as a result of current market conditions which may impact revenues, expense efficiencies, asset dispositions, share repurchases and other factors. It also does not necessarily reflect what the historical results of the combined company would have been had the companies been combined during these periods nor is it indicative of the results of operations in future periods or the future financial position of the combined company. The Comparative Per Share Data table for the year ended December 31, 2012 combines the historical income per share data of Renasant and subsidiaries and First M&F and subsidiaries giving effect to the transactions as if the merger, using the acquisition method of accounting and the planned redemption by First M&F (or purchase by Renasant) of the First M&F CDCI Preferred Stock from the U.S. Treasury had become effective on January 1, 2012. The pro forma adjustments are based upon available information and certain assumptions that Renasant's management believes are reasonable. Upon completion of the merger, the operating results of First M&F will be reflected in the consolidated financial statements of Renasant on a prospective basis.

	<b>December 31, 2012</b> <i>(12 months)</i>		
	<b>Income*</b>	<b>Book Value Common**</b>	<b>Cash Dividends Common</b>
Renasant Historical	\$ 1.06	\$ 19.80	\$ 0.68
First M&F Historical	0.54	10.79	0.04
Pro Forma Combined	1.05	20.39	0.68
Per Equivalent First M&F Share***	0.67	13.10	0.44

\* Income per share is calculated on diluted shares.

\*\* Book Value per share is calculated on the number of shares outstanding as of the end of the period.

\*\*\* Per Equivalent First M&F Share is pro forma combined multiplied by the exchange factor of 0.6425.

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**RISK FACTORS**

*In addition to the other information included in or incorporated by reference into this joint proxy statement/prospectus, including the matters addressed under the heading **Special Note Regarding Forward-Looking Statements** on page of this joint proxy statement/prospectus and the matters discussed under the caption **Risk Factors** in the Annual Report on Form 10-K for the year ended December 31, 2012 filed by Renasant (as updated by subsequently filed Forms 10-Q and other reports filed with the SEC), Renasant and First M&F shareholders should consider the matters described below in determining whether to adopt and approve the merger agreement. If any of the following risks or other risks which have not been identified or which Renasant and First M&F may believe are immaterial or unlikely, actually occur, the business, financial condition and results of operations of the combined company could be harmed. Many factors, including those described below, could cause actual results to differ materially from those discussed in forward-looking statements.*

***Because the market price of Renasant common stock will fluctuate, holders of First M&F common stock cannot be sure of the market value of the merger consideration they will receive.***

Upon completion of the merger, each share of First M&F common stock will be converted into merger consideration consisting of 0.6425 of a share of Renasant common stock. The market value of the merger consideration may vary from the closing price of Renasant common stock on the date we announced the merger, on the date that this document was mailed to First M&F shareholders, on the date of the special meeting of the First M&F shareholders and on the date we complete the merger and thereafter. Any change in the market price of Renasant common stock prior to completion of the merger will affect the market value of the merger consideration that First M&F shareholders will receive upon completion of the merger. Accordingly, at the time of the special meeting, First M&F shareholders will not know or be able to calculate the market value of the merger consideration they would receive upon completion of the merger. Neither company is permitted to terminate the merger agreement or resolicit the vote of First M&F shareholders solely because of changes in the market prices of either company's stock. There will be no adjustment to the merger consideration for changes in the market price of either shares of Renasant common stock or shares of First M&F common stock. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in our respective businesses, operations and prospects, and regulatory considerations. Many of these factors are beyond our control. You should obtain current market quotations for shares of Renasant common stock and for shares of First M&F common stock before you vote.

***Holders of First M&F common stock will have a reduced ownership and voting interest after the merger and will exercise less influence over management.***

Holders of First M&F common stock currently have the right to vote in the election of the First M&F board of directors and on other matters affecting First M&F. When the merger occurs, each holder of First M&F common stock that receives shares of Renasant common stock will become a shareholder of Renasant with a percentage ownership of the combined organization that is smaller than such shareholder's current percentage ownership of First M&F. Because of this, holders of First M&F common stock will have less influence on the management and policies of Renasant than they now have on the management and policies of First M&F.

***Renasant may not be able to successfully integrate First M&F or realize the anticipated benefits of the merger.***

Renasant's merger with First M&F involves the combination of two bank holding companies that previously have operated independently. A successful combination of the operations of the two entities will depend substantially on Renasant's ability to consolidate operations, systems and procedures and to eliminate redundancies and costs. Renasant may not be able to combine the operations of First M&F with its operations without encountering difficulties, such as:

the loss of key employees and customers;

the disruption of operations and business;

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inability to maintain and increase competitive presence;

deposit attrition, customer loss and revenue loss;

possible inconsistencies in standards, control procedures and policies;

unexpected problems with costs, operations, personnel, technology and credit; and/or

problems with the assimilation of new operations, sites or personnel, which could divert resources from regular banking operations. Additionally, general market and economic conditions of governmental actions affecting the financial industry generally may inhibit Renasant's successful integration of First M&F.

Further, Renasant entered into the merger agreement with the expectation that the merger will result in various benefits including, among other things, benefits relating to enhanced revenues, a strengthened market position for the combined company throughout Renasant's footprint, cross selling opportunities, technology, cost savings and operating efficiencies. Achieving the anticipated benefits of the merger is subject to a number of uncertainties, including whether Renasant integrates First M&F in an efficient and effective manner, and general competitive factors in the marketplace. Renasant also believes that its ability to successfully integrate First M&F with its operations will depend to a large degree upon its ability to retain First M&F's existing management personnel. Although Renasant expects to enter into retention agreements with certain key employees of First M&F, there can be no assurances that these key employees will not depart. See "The Merger" Interests of Certain First M&F Directors and Executive Officers in the Merger beginning on page .

Renasant's failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy and could materially impact its business, financial condition and operating results. In addition, the attention and effort devoted to the integration of First M&F with Renasant's existing operations may divert management's attention from other important issues and could seriously harm its business. Finally, any cost savings that are realized may be offset by losses in revenues or other charges to earnings.

***The market price of Renasant common stock after the merger may be affected by factors different from those currently affecting the shares of First M&F or Renasant common stock.***

The businesses of Renasant and First M&F differ in important respects and, accordingly, the results of operations of the combined company and the market price of the combined company's shares of common stock may be affected by factors different from those currently affecting the independent results of operations of Renasant and First M&F. For a discussion of the businesses of Renasant and First M&F and of certain factors to consider in connection with those businesses, see the documents incorporated by reference in this document and referred to under "Where You Can Find More Information" beginning on page .

***The merger agreement limits First M&F's ability to pursue an alternative acquisition proposal and requires First M&F to pay a termination fee of \$5.8 million under limited circumstances relating to alternative acquisition proposals.***

The merger agreement prohibits First M&F from soliciting, initiating, endorsing or knowingly encouraging or facilitating certain alternative acquisition proposals with any third party, unless the directors determine in good faith (after consultation with legal and financial advisors) that (1) a proposed acquisition transaction with an entity other than Renasant would be required in order for its directors to comply with their fiduciary duties and (2) that such alternative transaction is reasonably likely to be consummated and would result in a transaction more favorable to First M&F's shareholders from a financial point of view than the merger with Renasant. See "The Merger Agreement No Solicitation" on page . The merger agreement also provides for the payment by First M&F of a termination fee in the amount of \$5.8 million in the event that either party terminates the merger.

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agreement for certain reasons. These provisions might discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of First M&F from considering or proposing such an acquisition. See *The Merger Agreement Termination Fee* on page .

***Renasant and First M&F have not obtained updated fairness opinions from Sandler O Neill and KBW, respectively, reflecting changes in circumstances that may have occurred since the signing of the merger agreement.***

Renasant and First M&F have not obtained updated opinions as of the date of this document from Sandler O Neill and KBW, which are Renasant's and First M&F's respective financial advisors, regarding the fairness, from a financial point of view, of the consideration to be paid in connection with the merger. Changes in the operations and prospects of Renasant or First M&F, general market and economic conditions and other factors which may be beyond the control of Renasant and First M&F, and on which the fairness opinions were based, may have altered the value of Renasant or First M&F or the prices of shares of Renasant common stock and shares of First M&F common stock as of the date of this document, or may alter such values and prices by the time the merger is completed. The opinions do not speak as of any date other than the dates of those opinions. For a description of the opinions that Renasant and First M&F received from their respective financial advisors, please refer to *The Merger Opinion of Renasant's Financial Advisor* beginning on page , and *The Merger Opinion of First M&F's Financial Advisor* beginning on page . For a description of the other factors considered by Renasant's board of directors in determining to approve the merger, please refer to *The Merger Renasant's Reasons for the Merger; Recommendation of the Renasant Board of Directors* beginning on page . For a description of the other factors considered by First M&F's board of directors in determining to approve the merger, please refer to *The Merger First M&F's Reasons for the Merger; Recommendation of the First M&F Board of Directors* beginning on page .

***The merger is subject to the receipt of consents and approvals from government entities that may impose conditions that could have an adverse effect on the combined company following the merger.***

Before the merger may be completed, various approvals or consents must be obtained from the Federal Reserve, the FDIC, and various domestic bank, securities, antitrust and other regulatory authorities. These government entities, including the Federal Reserve, may impose conditions on the completion of the merger, including divestitures, or require changes to the terms of the merger. Although Renasant and First M&F do not currently expect that any material conditions or changes would be imposed, there can be no assurances that they will not be. Such conditions or changes could have the effect of delaying completion of the merger or imposing additional costs on or limiting the revenues of the combined company following the merger, any of which might have an adverse effect on the combined company following the merger.

***If the merger is not completed, Renasant and First M&F will have incurred substantial expenses without realizing the expected benefits of the merger.***

Each of Renasant and First M&F has incurred substantial expenses in connection with the negotiation and completion of the transactions contemplated by the merger agreement, as well as the costs and expenses of filing, printing and mailing this joint proxy statement/prospectus and all filing and other fees paid to the SEC in connection with the merger. If the merger is not completed, Renasant and First M&F would have to recognize these expenses without realizing the expected benefits of the merger.

***The merger is subject to certain closing conditions that, if not satisfied or waived, will result in the merger not being completed, which may cause the market price of Renasant common stock or First M&F common stock to decline.***

The merger is subject to customary conditions to closing, including the receipt of required regulatory approvals and approvals of Renasant's and First M&F's shareholders. If any condition to the merger is not



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satisfied or waived, to the extent permitted by law, the merger will not be completed. In addition, Renasant and First M&F may terminate the merger agreement under certain circumstances even if the merger is approved by Renasant's and First M&F's shareholders, including but not limited to if the merger has not been completed on or before September 30, 2013. If Renasant and First M&F do not complete the merger, the market price of Renasant common stock or First M&F common stock may decline to the extent that the current market prices of those shares reflect a market assumption that the merger will be completed. In addition, neither company would realize any of the expected benefits of having completed the merger. If the merger is not completed, additional risks could materialize, which could materially and adversely affect the business, financial results, financial condition and stock prices of Renasant or First M&F. For more information on closing conditions to the merger agreement, see the section entitled "Merger Agreement - Conditions to Completion of the Merger" on page .

***First M&F shareholders do not have appraisal rights in the merger.***

Appraisal rights, also referred to as dissenters' rights, are statutory rights that, if applicable under law, enable shareholders to dissent from an extraordinary transaction, such as a merger, and to demand that the corporation pay the fair cash value for their shares as determined by a court in a judicial proceeding instead of receiving the consideration offered to shareholders in connection with the extraordinary transaction. Under the MBCA, shareholders do not have appraisal rights with respect to shares of any class of stock which are designated as a national market system security on an interdealer quotation system by the National Association of Securities Dealers, Inc., which is now called the Financial Industry Regulatory Authority. Because First M&F's common stock is so designated, holders of First M&F common stock will not be entitled to appraisal rights in the merger with respect to their shares of First M&F common stock.

***Certain of First M&F's directors and executive officers have interests in the merger that may differ from the interests of First M&F's shareholders including, if the merger is completed, the receipt of financial and other benefits.***

First M&F's executive officers and directors have interests in the merger that are in addition to, and may be different from, the interests of First M&F shareholders generally. These interests include acceleration of vesting and payouts of their First M&F equity compensation awards, the right to potentially receive a cash severance payment for one executive officer and other benefits under an employment agreement and accelerated payouts of deferred compensation balances. See "The Merger - Interests of Certain Persons in the Merger" beginning on page for a discussion of these interests.

***Pending litigation relating to the merger could result in an injunction preventing completion of the merger.***

On March 5, 2013, a putative shareholder class action lawsuit, *Zeng vs. Hugh S. Potts, Jr. et al.*, was filed in the United States District Court for the Northern District of Mississippi against First M&F, the members of its board of directors, M&F Bank, Renasant and Renasant Bank asserting that the First M&F directors breached their fiduciary duties and/or violated Mississippi law in connection with the negotiation and approval of the merger agreement and that First M&F, M&F Bank, Renasant and Renasant Bank aided and abetted those alleged breaches of fiduciary duties. Among other relief, the plaintiff seeks to enjoin the merger.

Also on March 5, 2013, First M&F received a shareholder litigation demand letter from a shareholder alleging that members of the First M&F board of directors breached their fiduciary duties and that First M&F, M&F Bank, Renasant and Renasant Bank aided and abetted those alleged breaches of fiduciary duties. The demand letter asked First M&F to remedy the alleged breaches of fiduciary duties prior to closing the merger. A draft complaint was attached to the demand letter proposed to be filed in the Circuit Court of Attala County, Mississippi, if First M&F did not take the action requested in the demand letter. The draft complaint seeks, among other relief, to enjoin the merger. Under applicable Mississippi law, First M&F has 90 days from March 5, 2013 to respond to the demand letter before any further action can be taken.

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One of the conditions to the closing of the merger is that no judgment, decree, injunction or other order by any court of competent jurisdiction is in effect that prohibits the completion of the merger. If either of the plaintiffs are successful in obtaining an injunction prohibiting the defendants from completing the merger or other relief, then such injunction or relief may prevent the merger from becoming effective, or from becoming effective within the expected time frame. If completion of the merger is prevented or delayed, it could result in substantial costs to Renasant and First M&F. In addition, Renasant and First M&F could incur costs associated with the indemnification of First M&F's directors. See *The Merger Litigation Relating to the Merger* beginning on page [redacted] and *The Merger Interests of Certain First M&F Directors and Executive Officers in the Merger* in the *Indemnification of Directors and Officers; Insurance* subsection beginning on page [redacted] for a discussion of these matters.

***The shares of Renasant common stock to be received by First M&F shareholders as a result of the merger will have different rights from the shares of First M&F common stock.***

Upon completion of the merger, First M&F shareholders will become Renasant shareholders and their rights as shareholders will be governed by the Renasant Articles and the Renasant Bylaws. The rights associated with First M&F common stock are different from the rights associated with Renasant common stock. Please see *Comparison of Shareholders' Rights* beginning on page [redacted] for a discussion of the different rights associated with Renasant common stock.

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**THE RENASANT SPECIAL MEETING**

This section contains information about the special meeting of Renasant shareholders that has been called to consider and approve the merger agreement. Together with this document, Renasant is also sending you a notice of the special meeting and a form of proxy that the Renasant board of directors is soliciting. The Renasant special meeting will be held on June , 2013, at the principal offices of Renasant Bank, 209 Troy Street, Tupelo, Mississippi 38804-4827 at , local time.

***Matters to Be Considered***

The purpose of the special meeting is to vote on:

a proposal to adopt and approve the merger agreement;

a proposal to approve the adjournment of the special meeting, if necessary or appropriate, in the event that there are not sufficient votes at the time of the special meeting to approve the foregoing proposal; and

any other business properly brought before the special meeting or any adjournment or postponement thereof.

***Proxies***

Each copy of this document mailed to holders of Renasant common stock is accompanied by a form of proxy with instructions for voting by mail, through the internet or by telephone. If you hold stock in your name as a shareholder of record or you hold shares in the Renasant 401(k) plan or employee stock ownership plan and are voting by mail, you should complete, sign, date and return the proxy card accompanying this document in the enclosed postage-paid return envelope to ensure that your vote is counted at the special meeting, or at any adjournment or postponement of the special meeting, regardless of whether you plan to attend the special meeting. You may also vote your shares through the internet or by calling the toll-free number listed on the Renasant proxy card. Instructions and applicable deadlines for voting through the internet or by telephone are set forth in the enclosed proxy card.

If you hold your stock in street name through a bank or broker, you must direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker.

If you hold stock in your name as a shareholder of record or you hold shares in the Renasant 401(k) plan or employee stock ownership plan, you may revoke any proxy at any time before it is voted by signing and returning a proxy card with a later date, delivering a written revocation letter to Renasant's Secretary, or by attending the special meeting in person and voting by ballot at the special meeting. If you have voted your shares through the internet, you may revoke your prior internet vote by recording a different vote using internet voting, or by signing and returning a proxy card dated as of a date that is later than your last internet vote. If you have voted your shares through a telephone call, you may revoke your prior telephone vote by calling the toll-free number listed on the Renasant proxy card and recording a different vote, or by signing and returning a proxy card dated as of a date that is later than your last telephone vote.

Any shareholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence of a shareholder at the special meeting will not constitute revocation of a previously given proxy.

Written notices of revocation and other communications about revoking your proxy should be addressed to:

Renasant Corporation

Attn: Secretary

209 Troy Street

Tupelo, Mississippi 38804-4827



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If your shares are held in street name by a bank or broker, you should follow the instructions of your bank or broker regarding the revocation of proxies.

All shares represented by valid proxies that Renasant receives through this solicitation, and that are not revoked, will be voted in accordance with your instructions on the proxy card or as instructed via internet or telephone. If you make no specification on your proxy card as to how you want your shares voted before signing and returning it, your proxy will be voted FOR approval of the merger agreement and FOR approval of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies. According to the Renasant Bylaws, business to be conducted at the special meeting must be confined to the subjects stated in Renasant's notice of the special meeting.

### ***Solicitation of Proxies***

Renasant will bear the entire cost of soliciting proxies from its shareholders. In addition to solicitation of proxies by mail, Renasant will request that banks, brokers and other record holders send proxies and proxy material to the beneficial owners of Renasant common stock and secure their voting instructions. Renasant will reimburse the record holders for their reasonable expenses in taking those actions. If necessary, Renasant may use several of its regular employees, who will not be specially compensated, to solicit proxies from Renasant shareholders, either personally or by telephone, facsimile, letter or other electronic means.

### ***Record Date***

The close of business on \_\_\_\_\_, 2013 has been fixed as the record date for determining the Renasant shareholders entitled to receive notice of and to vote at the special meeting. At that time, \_\_\_\_\_ shares of Renasant common stock were outstanding, held by approximately \_\_\_\_\_ holders of record.

### ***Quorum***

In order to conduct voting at the special meeting, there must be a quorum. A quorum is the number of shares that must be present at the meeting, either in person or by proxy. To have a quorum at the special meeting requires the presence of shareholders or their proxies who are entitled to cast at least a majority of the votes that all shareholders are entitled to cast. Abstentions and broker non-votes will be counted for the purpose of determining whether a quorum is present.

### ***Vote Required***

Approval of the merger agreement requires the affirmative vote of a majority of the votes cast, assuming that a quorum is present. You are entitled to one vote for each share of Renasant common stock you hold as of the record date. Assuming that a quorum is present, your failure to vote, an abstention or a broker non-vote will have no effect on the proposal to approve the merger agreement.

Approval of the proposal to adjourn the special meeting if necessary or appropriate in order to solicit additional proxies requires the affirmative vote of a majority of the votes cast, assuming that a quorum is present. Assuming there is a quorum, your failure to vote, an abstention or a broker non-vote will have no effect on the proposal.

**The Renasant board of directors urges Renasant shareholders to promptly vote by: accessing the internet site listed in the proxy card instructions if voting through the internet; calling the toll-free number listed on the proxy card if voting by telephone; or completing, dating, and signing the accompanying proxy card and returning it promptly in the enclosed postage-paid envelope if voting by mail. If you hold your stock in street name through a bank or broker, please vote by following the voting instructions of your bank or broker.**

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If you are the registered holder of your Renasant common stock or you obtain a broker representation letter from your bank, broker or other holder of record of your Renasant common stock and in all cases you bring proof of identity, you may vote your Renasant common stock in person by ballot at the special meeting. Votes properly cast at the special meeting, in person or by proxy, will be tallied by Renasant's inspector of elections.

As of the record date, directors and executive officers of Renasant had the right to vote approximately \_\_\_\_\_ shares of Renasant common stock, or approximately \_\_\_\_\_ % of the outstanding Renasant shares entitled to vote at the special meeting. We currently expect that each of these individuals will vote their shares of Renasant common stock in favor of the proposals to be presented at the special meeting.

### ***Recommendation of the Renasant Board of Directors***

The Renasant board of directors has unanimously adopted and approved the merger agreement and the transactions it contemplates, including the merger. The Renasant board of directors determined that the merger, merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of Renasant and its shareholders and recommends that you vote FOR approval of the merger agreement and FOR the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies. See The Merger Renasant's Reasons for the Merger; Recommendation of the Renasant Board of Directors on page \_\_\_\_\_ for a more detailed discussion of the Renasant board of directors' recommendation.

### ***Attending the Special Meeting***

All holders of Renasant common stock, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. Renasant reserves the right to refuse admittance to anyone without proper proof of share ownership and without proper photo identification. Everyone who attends the special meeting must abide by the rules for the conduct of the meeting. These rules will be printed on the meeting agenda. Even if you plan to attend the special meeting, we encourage you to vote by telephone, internet or mail so your vote will be counted if you later decide not to attend the special meeting.

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**THE FIRST M&F SPECIAL MEETING**

This section contains information about the special meeting of First M&F shareholders that has been called to consider and approve the merger agreement. Together with this document, First M&F is also sending you a notice of the special meeting and a form of proxy that the First M&F board of directors is soliciting. The First M&F special meeting will be held on June , 2013, at the Mary Ricks Thornton Cultural Center, located at the corner of East Washington Street and North Huntington Street, Kosciusko, Mississippi, 39090 at , local time.

***Matters to Be Considered***

The purpose of the special meeting is to vote on:

a proposal to adopt and approve the merger agreement;

a proposal to approve, on an advisory (nonbinding) basis, the compensation proposal;

a proposal to approve the adjournment of the special meeting, if necessary or appropriate, in the event that there are not sufficient votes at the time of the special meeting to approve the foregoing proposal; and

any other business properly brought before the special meeting or any adjournment or postponement thereof.

***Compensation Proposal***

In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and Section 14A of the Securities Exchange Act of 1934, as amended, or the Exchange Act, First M&F is providing the holders of its common stock the opportunity to cast an advisory (nonbinding) vote on the compensation that may be paid or become payable to the named executive officers of First M&F in connection with the merger and the agreements and understandings pursuant to which such compensation may be paid or become payable , as disclosed in the table in the section of the proxy statement/prospectus entitled *The Merger Interests of Certain First M&F Directors and Executive Officers in the Merger Golden Parachute Compensation for First M&F Named Executive Officers*, including the associated narrative discussion. As required by those rules, First M&F is asking holders of First M&F common stock to vote on the approval of the following resolution:

RESOLVED, that the compensation that may be paid or become payable to First M&F named executive officers in connection with the merger and the agreements or understandings pursuant to which such compensation may be paid or become payable are hereby APPROVED.

The vote on the compensation proposal is a vote separate and apart from the vote to approve the merger agreement. Accordingly, you may vote to approve the merger agreement and vote not to approve the compensation proposal, or vice versa. Because the vote on the compensation proposal is advisory only, it will not be binding on either First M&F or Renasant. Accordingly, because First M&F is contractually obligated to pay the compensation, if the merger agreement is approved and the merger is consummated, it is expected that the compensation will be payable, subject only to the conditions applicable thereto, regardless of the outcome of the advisory vote.

***Proxies***

Each copy of this document mailed to holders of First M&F common stock is accompanied by a form of proxy with instructions for voting by mail, through the internet or by telephone. If you hold stock in your name as a shareholder of record and are voting by mail, you should complete, sign, date and return the proxy card accompanying this document in the enclosed postage-paid return envelope to ensure that your vote is counted at the special meeting, or at any adjournment or postponement of the special meeting, regardless of whether you

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plan to attend the special meeting. You may also vote your shares through the internet or by calling the toll-free number listed on the First M&F proxy card. Instructions and applicable deadlines for voting through the internet or by telephone are set forth in the enclosed proxy card.

If you hold your stock in street name through a bank or broker, you must direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker.

If you hold common stock in your name as a shareholder of record or in the 401(k) plan, you may revoke any proxy at any time before it is voted by signing and returning a proxy card with a later date, delivering a written revocation letter to the First M&F Corporate Secretary, or by attending the special meeting in person and voting by ballot at the special meeting. If you have voted your shares through the internet, you may revoke your prior internet vote by recording a different vote using internet voting, or by signing and returning a proxy card dated as of a date that is later than your last internet vote. If you have voted your shares through a telephone call, you may revoke your prior telephone vote by calling the toll-free number listed on the First M&F proxy card and recording a different vote, or by signing and returning a proxy card dated as of a date that is later than your last telephone vote.

Any shareholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence of a shareholder at the special meeting will not constitute revocation of a previously given proxy.

Written notices of revocation and other communications about revoking your proxy should be addressed to:

First M&F Corporation

Attn: Corporate Secretary

134 West Washington Street

Kosciusko, Mississippi 39090

If your shares are held in street name by a bank or broker, you should follow the instructions of your bank or broker regarding the revocation of proxies.

All shares represented by valid proxies that First M&F receives through this solicitation, and that are not revoked, will be voted in accordance with your instructions on the proxy card or as instructed via internet or telephone. If you make no specification on your proxy card as to how you want your shares voted before signing and returning it, your proxy will be voted FOR approval of the merger agreement and merger, FOR the compensation proposal and FOR approval of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies. According to the First M&F Bylaws, business to be conducted at the special meeting must be confined to the subjects stated in First M&F's notice of the special meeting.

### ***Solicitation of Proxies***

First M&F will bear the entire cost of soliciting proxies from its shareholders. In addition to solicitation of proxies by mail, First M&F will request that banks, brokers, and other record holders send proxies and proxy material to the beneficial owners of First M&F common stock and secure their voting instructions. First M&F will reimburse the record holders for their reasonable expenses in taking those actions. First M&F has also made arrangements with AST Phoenix Advisors to assist it in soliciting proxies and has agreed to pay them a fee of approximately \$5,500, plus \$4.50 for each phone call made and payment of reasonable expenses for their services. If necessary, First M&F may use several of its regular employees, who will not be specially compensated, to solicit proxies from First M&F shareholders, either personally or by telephone, facsimile, letter or other electronic means.



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### ***Record Date***

The close of business on \_\_\_\_\_, 2013 has been fixed as the record date for determining the First M&F shareholders entitled to receive notice of and to vote at the special meeting. At that time, \_\_\_\_\_ shares of First M&F common stock were outstanding, held by approximately \_\_\_\_\_ holders of record.

### ***Quorum***

In order to conduct voting at the special meeting, there must be a quorum. A quorum is the number of shares that must be present at the meeting, either in person or by proxy. To have a quorum at the special meeting requires the presence of holders of First M&F common stock or their proxies who are entitled to cast at least a majority of the votes that all holders of common stock are entitled to cast. Abstentions and broker non-votes will be counted for the purpose of determining whether a quorum is present.

### ***Vote Required***

Approval of the merger agreement requires the affirmative vote of a majority of the votes cast by holders of First M&F common stock, assuming that a quorum is present. You are entitled to one vote for each share of First M&F common stock you hold as of the record date. Holders of First M&F CDCI Preferred Stock are not entitled to vote on the adoption and approval of the merger agreement or otherwise at the special meeting. Assuming that a quorum is present, your failure to vote, an abstention or a broker non-vote will have no effect on the proposal to approve the merger agreement.

Approval of the compensation proposal requires the affirmative vote of a majority of the votes cast, assuming that a quorum is present. Assuming there is a quorum, your failure to vote, an abstention or a broker non-vote will have no effect on the proposal.

Approval of the proposal to adjourn the special meeting if necessary or appropriate in order to solicit additional proxies requires the affirmative vote of a majority of the votes cast, assuming that a quorum is present. Assuming there is a quorum, your failure to vote, an abstention or a broker non-vote will have no effect on the proposal.

**The First M&F board of directors urges First M&F shareholders to promptly vote by: accessing the internet site listed in the proxy card instructions if voting through the internet; calling the toll-free number listed on the proxy card if voting by telephone; or completing, dating, and signing the accompanying proxy card and returning it promptly in the enclosed postage-paid envelope if voting by mail. If you hold your stock in \_\_\_\_\_ street name through a bank or broker, please vote by following the voting instructions of your bank or broker.**

If you are the registered holder of your First M&F common stock or you obtain a broker representation letter from your bank, broker or other holder of record of your First M&F common stock and in all cases you bring proof of identity, you may vote your First M&F common stock in person by ballot at the special meeting. Votes properly cast at the special meeting, in person or by proxy, will be tallied by First M&F's inspector of elections.

As of the record date, and assuming no options are exercised, directors and executive officers of First M&F had the right to vote approximately \_\_\_\_\_ shares of First M&F common stock, or approximately \_\_\_\_\_ % of the outstanding First M&F shares entitled to vote at the special meeting. All of the directors and senior executive officers of First M&F and M&F Bank have entered into agreements with Renasant pursuant to which they have agreed, in their capacity as holders of First M&F common stock, to vote all of their shares in favor of the adoption and approval of the merger agreement. We expect these individuals to vote their First M&F common stock in accordance with these agreements.

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***Recommendation of the First M&F Board of Directors***

The First M&F board of directors has unanimously adopted and approved the merger agreement and the transactions it contemplates, including the merger. The First M&F board of directors determined that the merger, merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of First M&F and its shareholders and recommends that you vote FOR approval of the merger agreement, FOR approval, on an advisory (nonbinding) basis, of the compensation proposal, and FOR the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies. See The Merger First M&F s Reasons for the Merger; Recommendation of the First M&F Board of Directors on page for a more detailed discussion of the First M&F board of directors recommendation.

***Attending the Special Meeting***

All holders of First M&F common stock, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. First M&F reserves the right to refuse admittance to anyone without proper proof of share ownership and without proper photo identification. Everyone who attends the special meeting must abide by the rules for the conduct of the meeting. These rules will be printed on the meeting agenda. Even if you plan to attend the special meeting, we encourage you to vote by telephone, internet or mail so your vote will be counted if you later decide not to attend the special meeting.

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**INFORMATION ABOUT THE COMPANIES**

***Renasant Corporation***

Renasant Corporation is a Mississippi corporation and a registered bank holding company headquartered in Tupelo, Mississippi. Renasant was organized in 1982 under the Bank Holding Company Act of 1956, as amended, and the laws of the State of Mississippi. Renasant currently operates 84 banking (including loan production), wealth management and insurance offices and 76 automated teller machines (ATMs) throughout north and north central Mississippi, Tennessee, north and central Alabama and north Georgia through its wholly-owned bank subsidiary, Renasant Bank. Through Renasant Bank, Renasant is also the owner of Renasant Insurance Agency, Inc. As of December 31, 2012, Renasant had total assets of approximately \$4.179 billion and total deposits of approximately \$3.461 billion. The principal executive offices of Renasant are located at 209 Troy Street, Tupelo, Mississippi 38804-4827, and its telephone number is (662) 680-1001. Additional information about Renasant and its subsidiary is included in documents incorporated by reference in this document. See [Where You Can Find More Information](#) on page .

***First M&F Corporation***

First M&F Corporation is a bank holding company headquartered in Kosciusko, Mississippi. First M&F was organized in 1979 under the Bank Holding Company Act of 1956, as amended, and the laws of the State of Mississippi. First M&F currently operates 42 banking (including loan production), financial services and insurance offices and more than 37 automated teller machines (ATMs) throughout north and north central Mississippi, west Tennessee, and central Alabama through its wholly-owned bank subsidiary, Merchants and Farmers Bank. As of December 31, 2012, First M&F had total assets of approximately \$1.602 billion and total deposits of approximately \$1.403 billion. The principal executive offices of First M&F are located 134 West Washington Street, Kosciusko, Mississippi 39090, and its telephone number is (662) 289-5121. Additional information about First M&F and its subsidiary is included in documents incorporated by reference in this document. See [Where You Can Find More Information](#) on page .

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**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA**

The following unaudited pro forma condensed combined financial information and explanatory notes present how the combined financial statements of Renasant and First M&F may have appeared had the businesses actually been combined, and had First M&F redeemed (or Renasant purchased) the First M&F CDCI Preferred Stock, at the beginning of the period presented. The unaudited pro forma condensed combined financial information shows the impact of the merger of Renasant and First M&F on the companies' respective historical financial positions and results of operations under the acquisition method of accounting with Renasant treated as the acquiror. Under this method of accounting, the assets and liabilities of First M&F will be recorded by Renasant at their estimated fair values as of the date the merger is completed. The unaudited pro forma condensed combined financial information combines the historical financial information of Renasant and First M&F as of and for the year ended December 31, 2012. The unaudited pro forma condensed combined statement of income gives effect to the merger as if the merger had been completed on January 1, 2012. The unaudited pro forma combined selected financial data is derived from such balance sheets and statements of income. According to the terms of the merger agreement which was announced on February 7, 2013, each share of First M&F common stock will be converted into 0.6425 of a share of Renasant common stock. The unaudited pro forma condensed combined financial information has been derived from and should be read in conjunction with the historical consolidated financial statements and the related notes of both Renasant and First M&F which are incorporated in this document by reference. See [Where You Can Find More Information](#) on page .

The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and does not indicate the financial results of the combined company had the companies actually been combined at the beginning of the period presented and had the impact of possible revenue enhancements and expense efficiencies, among other factors, been considered and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had the companies been combined during this period. In addition, as explained in more detail in the accompanying notes to the unaudited pro forma condensed combined financial information, the fair values of the First M&F assets acquired and liabilities assumed reflected in the pro forma condensed combined financial information are subject to adjustment and may vary from the actual fair values assigned that will be recorded upon completion of the merger.

**Table of Contents****Renasant Corporation and Subsidiaries****Pro Forma Condensed Combined Balance Sheet***(In thousands)*

	<b>Renasant Corporation 12/31/2012 (as reported)</b>	<b>First M&amp;F Corporation 12/31/2012 (as reported)</b>	<b>Redemption of CDCI Preferred Stock</b>	<b>Purchase Accounting Adjustments</b>	<b>Pro Forma 12/31/2012 Combined</b>
<b>Assets</b>					
Cash and due from banks	\$ 132,420	\$ 159,124	\$	\$	\$ 291,544
Securities	674,077	348,562	(30,000)(a)		992,639
Mortgage loans held for sale	34,845	21,014		384 (b)	56,243
Loans, net of unearned income	2,810,253	975,473		(66,679)(c)	3,719,047
Allowance for loan losses	(44,347)	(17,492)		17,492 (d)	(44,347)
Loans, net	2,765,906	957,981		(49,187)	3,674,700
Premises and equipment, net	66,752	37,264			104,016
Other real estate owned	90,251	25,970		(7,791)(e)	108,430
Goodwill	184,859			74,340 (f)	259,199
Other intangible assets, net	6,066	4,159		20,173 (g)	30,398
Other assets	223,440	47,609		10,025 (h)	281,074
<b>Total assets</b>	<b>\$ 4,178,616</b>	<b>\$ 1,601,683</b>	<b>\$ (30,000)</b>	<b>\$ 47,944</b>	<b>\$ 5,798,243</b>
<b>Liabilities and shareholders equity</b>					
<b>Liabilities</b>					
Deposits					
Noninterest-bearing	\$ 568,214	\$ 276,295	\$	\$	\$ 844,509
Interest-bearing	2,893,007	1,126,380		4,332 (i)	4,023,719
Total deposits	3,461,221	1,402,675		4,332	4,868,228
Borrowings	164,706	70,655		(13,211)(j)	222,150
Other liabilities	54,481	9,910		4,638 (k)	69,029
<b>Total liabilities</b>	<b>3,680,408</b>	<b>1,483,240</b>		<b>(4,241)</b>	<b>5,159,407</b>
<b>Shareholders equity</b>					
Preferred stock		18,865	(18,865)(a)		
Common stock	133,579	46,154		(15,300)(l)	164,433
Surplus	218,128	32,713	(11,135)(a)	88,196 (m)	327,902
Retained earnings	180,628	19,180		(19,180)(m)	180,628
Treasury stock, at cost	(25,626)				(25,626)
Accumulated other comprehensive loss, net of taxes	(8,501)	1,531		(1,531)(m)	(8,501)
<b>Total shareholders equity</b>	<b>498,208</b>	<b>118,443</b>	<b>(30,000)</b>	<b>52,185</b>	<b>638,836</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 4,178,616</b>	<b>\$ 1,601,683</b>	<b>\$ (30,000)</b>	<b>\$ 47,944</b>	<b>\$ 5,798,243</b>

*See the accompanying Notes to Unaudited Pro Forma Condensed Combined Financial Data*



**Table of Contents****Renasant Corporation and Subsidiaries****Pro Forma Condensed Combined Income Statement***(In thousands, except share data)*

	<b>Renasant Corporation</b>	<b>First M&amp;F Corporation</b>		<b>Pro Forma</b>
	<b>12/31/2012 (as reported)</b>	<b>12/31/2012 (as reported)</b>	<b>Pro Forma Adjustments</b>	<b>12/31/2012 Combined</b>
<b>Interest income</b>				
Loans	\$ 137,800	\$ 55,772	\$ 2,400 (c)	\$ 195,972
Securities	21,314	7,004	(1,920)(a)(n)	26,398
Other	199	146		345
<b>Total interest income</b>	<b>159,313</b>	<b>62,922</b>	<b>481</b>	<b>222,716</b>
<b>Interest expense</b>				
Deposits	19,030	8,627	(1,444)(i)	26,213
Borrowings	6,945	2,902	(107)(j)	9,740
<b>Total interest expense</b>	<b>25,975</b>	<b>11,529</b>	<b>(1,551)</b>	<b>35,953</b>
<b>Net interest income</b>	<b>133,338</b>	<b>51,393</b>	<b>2,031</b>	<b>186,762</b>
Provision for loan losses	18,125	8,520	(d)	26,645
<b>Net interest income after provision for loan losses</b>	<b>115,213</b>	<b>42,873</b>	<b>2,031</b>	<b>160,117</b>
<b>Noninterest income (1)</b>				
Income from deposit activities	28,830	10,180		39,010
Income from mortgage banking activities	19,109	5,304		24,413
Insurance commissions	3,630	3,486		7,116
Wealth Management revenue	6,926	587		7,513
Gains on sales of securities, net of other than temporary impairment	1,894	528		2,422
BOLI income	3,370	696		4,066
Other	4,952	2,017		6,969
<b>Total noninterest income</b>	<b>68,711</b>	<b>22,798</b>		<b>91,509</b>
<b>Noninterest expense</b>				
Salaries and employee benefits	81,002	26,887		107,889
Data processing	8,724	1,428		10,152
Net occupancy and equipment	14,597	5,280		19,877
Other real estate owned	13,596	5,186		18,782
Advertising and public relations	4,835	1,071		5,906
Intangible amortization	1,381	427	3,997 (g)	5,805
Other	26,324	15,999		42,323
<b>Total noninterest expense</b>	<b>150,459</b>	<b>56,278</b>	<b>3,997</b>	<b>210,734</b>
Income before income taxes	33,465	9,393	(1,966)	40,892
Income taxes	6,828	2,408	(747)(o)	8,489
<b>Net income</b>	<b>26,637</b>	<b>6,985</b>	<b>(1,219)</b>	<b>32,403</b>
Dividends and accretion on preferred stock		1,901	(1,901)(a)	

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<b>Net income applicable to common stock</b>	\$ 26,637	\$ 5,084	\$ 682	\$ 32,403
<b>Earnings per common share:</b>				
Basic	\$ 1.06			\$ 1.04
Diluted	\$ 1.06			\$ 1.03
<b>Dividends per common share</b>	\$ 0.68			\$ 0.68
<b>Weighted-average common shares outstanding</b>				
Basic	25,108,652	9,181,012	(3,010,156)(p)	31,279,508
Diluted	25,174,992	9,182,034	(3,011,178)(p)	31,345,848

(1) Certain historical amounts for Renasant and First M&F have been reclassified to ensure consistency and compatibility of pro forma amounts. The reclassifications had no impact on total noninterest income or net income applicable to common stock.

*See the accompanying Notes to Unaudited Pro Forma Condensed Combined Financial Data*



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**Table of Contents****Renasant Corporation and Subsidiaries****Notes to Unaudited Pro Forma Condensed Combined Financial Data****Note 1 Pro Forma Adjustments**

(In thousands, except share data)

The following pro forma adjustments have been reflected in the unaudited pro forma condensed combined financial information. All adjustments are based on current valuations, estimates and assumptions which are subject to change.

- (a) *Redemption of First M&F CDCI Preferred Stock* Securities and shareholders' equity were adjusted for the fair value adjustment to and the subsequent redemption of the First M&F CDCI Preferred Stock. The preferred stock had a par value of \$30,000 and a carrying value of \$18,865 at December 31, 2012. The impact of the adjustment was to reverse the dividends and accretion on preferred stock recognized during the year ended December 31, 2012, as well as reduce interest income by the amount of interest foregone of \$705 on the securities sold, assuming a weighted average yield of 2.35% on the acquired portfolio. The related warrant is expected to be redeemed by First M&F, or purchased by Renasant, concurrently; however, the price cannot be reasonably estimated at this time, and so the effects of this transaction are not reflected in the pro forma financial information.
- (b) *Purchase Accounting Adjustments* A fair value adjustment was recorded to mortgage loans held for sale based on current interest rates offered by Renasant for similar loans.
- (c) *Purchase Accounting Adjustments* Based on Renasant's initial evaluation of the acquired portfolio, a mark of 6.84% was applied to the acquired loans and leases resulting in a fair value adjustment of \$66,679. The adjustment is primarily related to credit deterioration identified in the portfolio with the remainder, the accretable yield, recognized as an adjustment to reflect the difference between actual interest rates and current rates offered by Renasant on similar loans. The accretable yield adjustment will be recognized over the remaining life of the loan and lease portfolio. The impact of the adjustment was to increase loan interest income by \$2,400 for the year ended December 31, 2012.
- (d) *Purchase Accounting Adjustments* The allowance for loan losses was adjusted to reflect the reversal of First M&F's recorded allowance. Purchased loans acquired in a business combination are required to be recorded at fair value, and the recorded allowance for loan losses may not be carried over. While Renasant anticipates significantly reducing the provision for loan losses as a result of acquired loans being recorded at fair value, no adjustment to the historic amounts of First M&F's provision has been recorded in the Pro Forma Condensed Combined Income Statement.
- (e) *Purchase Accounting Adjustments* Based on Renasant's initial evaluation of the acquired portfolio of OREO, a mark of 30% was applied to acquired OREO resulting in a fair value adjustment of \$7,791. This adjustment is included to reflect Renasant's plans for accelerated disposition of the acquired OREO at current market conditions. The adjustment has no impact on the Pro Forma Condensed Combined Income Statement.
- (f) *Purchase Accounting Adjustments* Goodwill of \$74,340 was generated as a result of the total purchase price and fair value of liabilities assumed exceeding the fair value of assets purchased. See Note 2, Pro Forma Allocation of Purchase Price, for the fair values of assets acquired and liabilities assumed. The adjustment has no impact on the Pro Forma Condensed Combined Income Statement.
- (g)

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*Purchase Accounting Adjustments* First M&F's existing other intangible assets were reversed, and an identified incremental core deposit intangible of \$24,332 was recognized. The core deposit intangible will be amortized on an accelerated basis over an estimated useful life of ten years. The amortization expense associated with the core deposit intangible increased noninterest expense \$3,997 for the year ended December 31, 2012.

- (h) *Purchase Accounting Adjustments* Deferred taxes associated with the adjustments to record the assets and liabilities of First M&F at fair value were recognized using Renasant's statutory rate of 38%.

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**Renasant Corporation and Subsidiaries**

**Notes to Unaudited Pro Forma Condensed Combined Financial Data**

- (i) *Purchase Accounting Adjustments* A fair value adjustment was recorded to fixed-rate deposit liabilities based on current interest rates offered by Renasant for similar instruments. The adjustment will be recognized over the estimated remaining term of the related deposit liability. The impact of the adjustment was to decrease deposit interest expense by \$1,444 for the year ended December 31, 2012.
- (j) *Purchase Accounting Adjustments* A fair value adjustment was recorded to outstanding long-term debt instruments, which include FHLB advances and junior subordinated debentures. The adjustment will be recognized over the estimated remaining term of the long-term debt instruments. The impact of the adjustment was to decrease interest expense related to borrowings by \$107 for the year ended December 31, 2012.
- (k) *Purchase Accounting Adjustments* Other liabilities were adjusted to reflect the accrual of approximately \$4,638 of anticipated merger related expenses to be incurred by First M&F. Anticipated merger related expenses to be incurred by Renasant are not included in the pro forma financial information but will be expensed in the period after the merger is completed. Anticipated merger related expenses consist of investment banking fees, legal fees, accounting fees, registration fees, contract termination fees, printing costs, etc.
- (l) *Purchase Accounting Adjustments* Common stock was adjusted to reverse First M&F's common stock outstanding and to recognize the \$5.00 par value of shares of Renasant common stock issued to effect the transaction. The adjustment has no impact on the Pro Forma Condensed Combined Income Statement, but only affects the number of shares outstanding used in the calculation of earnings per common share.
- (m) *Purchase Accounting Adjustments* Other shareholders' equity accounts were adjusted to reverse First M&F's historical shareholders' equity balances and to reflect the net impact of all purchase accounting adjustments. The adjustments had no impact on the Pro Forma Condensed Combined Income Statement.
- (n) *Pro Forma Adjustments* A net premium was recorded to reflect the excess of the purchase price over the par value of acquired investment securities. The net premium will be recognized over the estimated remaining life of the related investment securities. The impact was to reduce interest income related to securities by \$1,215 for the year ended December 31, 2012.
- (o) *Pro Forma Adjustments* Income taxes were adjusted to reflect the tax effects of purchase accounting adjustments using Renasant's statutory tax rate of 38%.
- (p) *Pro Forma Adjustments* Weighted-average basic and diluted shares outstanding were adjusted to reverse First M&F basic and diluted shares outstanding and to record shares of Renasant common stock issued to effect the transaction.

**Table of Contents****Renasant Corporation and Subsidiaries****Notes to Unaudited Pro Forma Condensed Combined Financial Data****Note 2 Pro Forma Allocation of Purchase Price***(In thousands, except share data)*

The following table shows the pro forma allocation of purchase price to net assets acquired and the pro forma goodwill generated from the transaction:

<b>Purchase Price:</b>	
First M&F common shares outstanding at December 31, 2012	9,230,799
Restricted stock awards vested at acquisition date	373,646
Total First M&F shares to be paid in stock	9,604,445
Exchange ratio	0.6425
Renasant shares to be issued for First M&F shares	6,170,856
Price per share, based on Renasant price of \$22.77 as of March 25, 2013	\$ 22.77
Pro forma value of Renasant stock to be issued	\$ 140,510
Fair value of First M&F options assumed	118
<b>Total pro forma purchase price</b>	<b>\$ 140,628</b>
<b>Net Assets Acquired:</b>	
Cash and due from banks	\$ 159,124
Securities	318,562
Mortgage loans held for sale	21,398
Loans, net of unearned income	908,794
Premises and equipment	37,264
Other real estate owned	18,179
Other intangible assets	24,332
Other assets	57,634
Total Assets	1,545,287
Deposits:	
Non-interest bearing	276,295
Interest bearing	1,130,712
Total Deposits	1,407,007
Borrowings	57,444
Other liabilities	14,548
Total Liabilities	1,478,999
Net Assets	66,288
Goodwill (excess of estimated purchase price over net assets acquired)	\$ 74,340



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**THE MERGER**