

RENASANT CORP  
Form DEFA14A  
March 16, 2017

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UNITED STATES  
SECURITIES AND  
EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to  
Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the   
Registrant   
                  ]  
Filed by a Party  
other than the   
Registrant

Check the  
appropriate box:

- Preliminary Proxy  
Statement  
Confidential, for Use  
of the Commission
- Only (as permitted by  
Rule 14a-6(e)(2))
- Definitive Proxy  
Statement
- Definitive Additional  
Materials
- Soliciting Material  
Under Rule 14a-12

RENASANT CORPORATION

(Name of Registrant as  
Specified In Its Charter)

(Name of  
Person(s)  
Filing  
Proxy  
Statement,  
if other  
than the  
Registrant

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

- 1.) Title of each class of securities to which transaction applies:  
Aggregate number of securities to which transaction applies:
- 2.) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
Proposed maximum aggregate value of transaction:
- 3.) Total fee paid:
- 4.)
- 5.)

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as

provided by Exchange  
Act Rule 0-11(a)(2)  
and identify the filing  
for which the offsetting  
fee was paid  
previously. Identify the  
previous filing by  
registration statement  
number, or the Form or  
Schedule and the date  
of filing.

- 1.) Amount  
previously paid:
  - 2.) Form, Schedule  
or Registration  
Statement No.:
  - 3.) Filing Party:
  - 4.) Date Filed:
-

RENASANT CORPORATION  
IMPORTANT ANNUAL MEETING INFORMATION 00004 +  
ENDORSEMENT LINE \_\_\_\_\_ SACKPACK \_\_\_\_\_ C 1234567890

MR A SAMPLE  
DESIGNATION (IF ANY)

- ADD 1
- ADD 2
- ADD 3
- ADD 4
- ADD 5
- ADD 6

Vote by Internet

- Go to [www.envisionreports.com/RNST](http://www.envisionreports.com/RNST)
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

Shareholder Meeting Notice 1234 5678 9012 345

Important Notice Regarding the Availability of Proxy Materials for the  
Renasant Corporation Shareholder Meeting to be Held on April 25, 2017

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. Our 2017 proxy statement, our Annual Report on Form 10-K for the year ended December 31, 2016 (which serves as our Annual Report to shareholders) and our proxy card are available at:

[www.envisionreports.com/RNST](http://www.envisionreports.com/RNST)

Easy Online Access - A Convenient Way to View Proxy Material and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to [www.envisionreports.com/RNST](http://www.envisionreports.com/RNST) to view the materials.

Step 2: Click on Cast Your Vote or Request Materials.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

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Obtaining a Copy of the Proxy Materials – If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 18, 2017 to facilitate timely delivery.

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Shareholder Meeting Notice

Renasant Corporation's Annual Meeting of Shareholders will be held on April 25, 2017 at the principal office of Renasant Bank, 209 Troy Street, Tupelo, Mississippi 38804-4827, at 1:30 p.m. Central time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL NOS. 1, 2 and 4, AND A VOTE OF "EVERY YEAR" ON PROPOSAL NO. 3:**

1. To elect 5 class 3 directors for a three-year term expiring in 2020: Marshall Dickerson, R. Rick Hart, Richard L. Heyer, Jr., J. Niles McNeel and Michael D. Shmerling
  2. To adopt, in a non-binding advisory vote, a resolution approving the compensation of our named executive officers, as described in the proxy statement;
  3. To recommend, in a non-binding advisory vote, whether the non-binding shareholder vote to approve the compensation of our named executive officers should occur every year, every other year or every three years;
  4. To ratify the appointment of HORNE, LLP as our independent registered public accountants for 2017; and
  5. Transact such other business as may properly come before the annual meeting or any adjournments thereof.
- PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must vote online or by telephone (the telephone number for voting is listed on our proxy card) or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. Our proxy statement includes instructions about how to obtain driving directions to the meeting.

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Here's how to order a copy of the proxy materials and select a future delivery preference:

**Paper copies:** Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

**Email copies:** Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- Internet – Go to [www.envisionreports.com/RNST](http://www.envisionreports.com/RNST). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

- Telephone – Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

- Email – Send email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Renasant Corporation" in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 18, 2017.

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