

TRUSTMARK CORP  
Form 4  
January 31, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Owens Thomas C

(Last) (First) (Middle)

P. O. BOX 291

(Street)

JACKSON, MS 39205

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TRUSTMARK CORP [TRMK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/28/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

Executive Officer of

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common stock	01/28/2017		F		569 <sup>(1)</sup>	D	
					\$ 33.68		5,628 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**



(c)

**Number of securities remaining  
available for future issuance under  
equity compensation plans  
(excluding securities reflected in  
column (a))**

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Equity compensation plans approved by security holders (1):

Options

7,809,080 \$27.37

Restricted Stock Units

1,355,370

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Total

9,164,450 2,742,923

Equity compensation plans not approved by security holders (2):

Options

1,259,738 \$30.10 1,005,633

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Total Options

9,068,818 \$27.75

Total RSUs

1,355,370

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- (1) Includes shares to be issued under our Restated 1996 Flexible Stock Incentive Plan and our 1998 Employee Stock Purchase Plan.
- (2) Includes 963,824 shares to be issued upon exercise of outstanding options under our 2001 Nonstatutory Stock Option Plan. There are 842,732 shares remaining available for future grants under such plan. Also includes 864 shares to be issued upon exercise of outstanding options under the SaveSmart, Inc. 1997 Equity Incentive Plan and the Saraide.com Inc. 1998 Equity Incentive Plan, which were assumed by InfoSpace on acquisition of the companies sponsoring such plans. No shares remain available for future grants under these plans. Also includes 1,000 shares to be issued upon exercise of outstanding options under the InfoSpace, Inc. and Saraide Inc. 2000 Stock Plan, which was adopted by InfoSpace in connection with the acquisition of Saraide. No shares remain available for future grants under such plan. Also includes 294,050 shares to be issued upon exercise of outstanding options under the InfoSpace, Inc. Switchboard Incorporated Stock Incentive Plan, which was assumed in connection with the acquisition of Switchboard. There are 162,901 shares remaining available for future grants under such plan.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our executive officers and directors, and persons who own more than ten percent of a registered class of our equity securities to file reports of ownership on Form 3 and changes in ownership on Form 4 and Form 5 with the SEC. Executive officers, directors and greater than ten percent stockholders are required by SEC regulations to furnish InfoSpace with copies of all Section 16(a) forms they file. Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, InfoSpace believes that all filing requirements applicable to its executive officers and directors, and persons who own more than ten percent of a registered class of our equity securities have been complied with during 2006.

**Transactions with Related Persons**

Under our Code of Business Conduct and Ethics, related party transactions must be disclosed to our Chief Financial Officer. If the Chief Financial Officer determines that the transaction is material, the Audit Committee must review and approve in writing in advance of such related party transactions. The most significant related party transactions, particularly those involving our directors or executive officers, must be reviewed and approved in writing in advance by our Board of Directors. We currently have no such transactions to report. Additionally, pursuant to our Audit Committee Charter, the Audit Committee reviews proposed related party transactions for potential conflicts of interests and approves all such transactions in advance.

*Indemnification Arrangements*

In addition to InfoSpace's expense advancement and indemnification obligations under our Bylaws and applicable law, we have entered into standard indemnification agreements in the ordinary course of business with each of our executive officers and directors.

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**TRANSACTION OF OTHER BUSINESS**

The Board of Directors of InfoSpace knows of no other matters to be submitted at the meeting. If any other matters come before the meeting, it is the intention of the persons named in the accompanying form of proxy to vote the shares they represent as the Board of Directors may recommend.

**DEADLINE FOR RECEIPT OF STOCKHOLDER PROPOSALS**

Stockholders are entitled to present proposals for action at a forthcoming meeting if they comply with the requirements of the proxy rules promulgated by the SEC. Proposals of stockholders of InfoSpace intended to be presented for consideration at our 2008 Annual Meeting of Stockholders must be received by InfoSpace no later than [ ], 2007 in order that they may be considered for inclusion in the proxy statement and form of proxy relating to that meeting.

In addition, our Bylaws establish an advance notice procedure with regard to certain matters, including stockholder proposals not included in our proxy statement, to be brought before an annual meeting of stockholders. In general, nominations for the election of directors may be made by: (i) the Board of Directors or (ii) any stockholder entitled to vote who has delivered written notice to the Corporate Secretary of InfoSpace not fewer than 60 days nor more than 90 days in advance of the annual meeting (or, with respect to an election of directors to be held at a special meeting, the close of business on the seventh day following the date on which notice of such meeting is first given to stockholders), which notice must contain specified information concerning the nominees and concerning the stockholder proposing such nominations. In the event that less than 70 days notice or prior public disclosure of the date of the annual meeting is given or made to stockholders, notice by the stockholders must be received not later than the close of business on the tenth day following the earlier of the day on which such notice of the date of the annual meeting was mailed or such public disclosure was made. Our Bylaws also provide that the only business that shall be conducted at an annual meeting is business that is brought before such meeting: (i) by or at the direction of the Board of Directors, or (ii) by any stockholder entitled to vote who has delivered written notice to the Corporate Secretary of InfoSpace not less than 60 days nor more than 90 days in advance of the annual meeting, which notice must contain specified information concerning the matters to be brought before such meeting and concerning the stockholder proposing such matters. In the event that less than 70 days notice or prior public disclosure of the date of the annual meeting is given or made to stockholders, notice by the stockholder must be received not later than the close of business on the tenth day following the earlier of the day on which such notice of the date of the annual meeting was mailed or such public disclosure was made. If a stockholder who has notified InfoSpace of his or her intention to present a proposal at an annual meeting does not appear or send a qualified representative to present his or her proposal at such meeting, InfoSpace need not present the proposal for a vote at such meeting. For further information regarding nomination of directors, see the description of the Nominating and Governance Committee of our Board of Directors under the heading Board Meetings and Committees; Corporate Governance Matters.

A copy of the full text of the Bylaws discussed above is available on our company Web site at [www.infospaceinc.com](http://www.infospaceinc.com) or may be obtained by writing to the Corporate Secretary of InfoSpace. All notices of proposals by stockholders, whether or not included in our proxy materials, should be sent to InfoSpace's principal executive offices at 601 10<sup>th</sup> Avenue NE, Suite 1200, Bellevue, Washington 98004, Attention: Corporate Secretary.

**ANNUAL REPORT ON FORM 10-K**

Our Annual Report on Form 10-K for the year ended December 31, 2006 is available on our company Web site at [www.infospaceinc.com](http://www.infospaceinc.com). Upon written request by any stockholder to R. Bruce Easter, the Corporate Secretary of InfoSpace, at 601 108<sup>th</sup> Avenue NE, Suite 1200, Bellevue, Washington 98004, a copy of the Annual Report on Form 10-K, without exhibits, will be furnished without charge, and a copy of any or all exhibits to the Annual Report on Form 10-K will be furnished for a fee which will not exceed our reasonable expenses in furnishing the exhibits.

By Order of the Board of Directors,

R. Bruce Easter, Jr.  
*Senior Vice President, General Counsel and Secretary*

Bellevue, Washington

[April ], 2007

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**APPENDIX A**

The following sets forth the name, business address, present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which their employment is carried on, of the directors, director nominees and those officers of the Company who, under SEC rules, are participants in the Company's solicitation of proxies from its stockholders in connection with the 2007 Annual Meeting of Stockholders.

**Directors and Nominees**

The principal occupations of the Company's directors and nominees are set forth in the section of this Proxy Statement entitled "Proposal One Election of Directors." Their present employers and business addresses are set forth below.

<u>Name</u>	<u>Employer and Business Address</u>
John E. Cunningham IV	Clear Fir Partners, LP 2415 Carillon Point Kirkland, WA 98003
Jules Haimovitz	Dick Clark Productions, Inc. 9200 Sunset Blvd. Los Angeles, CA 90069
Richard D. Hearney	c/o InfoSpace, Inc. 601 108 <sup>th</sup> Avenue NE, Suite 1200 Bellevue, WA 98004
Lewis M. Taffer	Pegasus Capital Advisors 505 Park Avenue, 21 <sup>st</sup> Floor New York, NY 10022
George M. Tronsrue, III	c/o InfoSpace, Inc. 601 108 <sup>th</sup> Avenue NE, Suite 1200 Bellevue, WA 98004
James F. Voelker	InfoSpace, Inc. 601 108 <sup>th</sup> Avenue NE, Suite 1200 Bellevue, WA 98004
Vanessa A. Wittman	c/o InfoSpace, Inc.

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601 108<sup>th</sup> Avenue NE, Suite 1200

Bellevue, WA 98004

William J. Ruckelshaus

Revenue Science Inc.

10500 NE 8<sup>th</sup> St., 13<sup>th</sup> Floor

Bellevue, WA 98004

**Officers**

The names and principal occupations of the Company's officers who are not also directors and who are participants in the Company's solicitation of proxies are set forth below. Their business address is InfoSpace Inc., 601 108<sup>th</sup> Avenue NE, Suite 1200, Bellevue, Washington 98004.

**Name**

**Principal Occupation**

R. Bruce Easter, Jr.

Senior Vice President, General Counsel and Secretary

John W. Foster

Senior Vice President, Corporate Development

Allen M. Hsieh

Chief Financial Officer

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**Information Regarding Ownership of the Company's Securities by Participants**

None of the persons listed above under Directors and Nominees or Officers owns any of the Company's securities of record but not beneficially. The shares of common stock of the Company held as of March 16, 2007 by all of the persons listed above are set forth in the Security Ownership of Certain Beneficial Owners and Management section of this Proxy Statement, except for Mr. Foster whose beneficial ownership information is set forth below.

Name	Shares Beneficially Owned	
	Number	Percent
John W. Foster	218,126 <sup>(1)</sup>	*

\* Less than 1%

(1) Includes 215,334 shares of common stock subject to options exercisable within 60 days of March 16, 2007

**Information Regarding Transactions in the Company's Securities by Participants**

Other than Allen M. Hsieh, none of the persons listed above under Directors and Nominees and Officers have purchased or sold shares of common stock of the Company during the past two years. On November 1, 2005, Mr. Hsieh exercised and sold 9,375 shares of common stock for \$25.65 per share pursuant to a stock option grant.

**Miscellaneous Information Concerning Participants**

Except as described in this Appendix A or otherwise disclosed in this Proxy Statement, no person listed above under Directors and Nominees or Officers or any of his or her associates (as defined in Rule 14a-1 under the Exchange Act) beneficially owns, directly or indirectly, any shares or other securities of the Company or any of its subsidiaries. Furthermore, except as disclosed in the sections of this Proxy Statement titled Potential Payments Upon Termination or Change in Control, since January 1, 2006 none of such persons or any of their associates had or will have a direct or indirect material interest in any transaction or series of similar transactions or any currently proposed transaction or series of similar transactions to which the Company or any of its subsidiaries was or is to be a party in which the amount involved exceeds \$120,000.

Except as described in this Appendix A or otherwise disclosed in this Proxy Statement, no person listed above under Directors and Nominees and Officers or any of his or her associates has entered into any arrangement or understanding with any person with respect to (i) any future employment with the Company or its affiliates or (ii) any future transactions to which the Company or any of its affiliates will or may be a party.

Except as described in this Appendix A or otherwise disclosed in this Proxy Statement, there are no contracts, arrangements or understandings by any of the persons listed under Directors and Nominees or Officers within the past year with any person with respect to any of the Company's securities, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies.

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Except as described in this Appendix A or otherwise disclosed in this Proxy Statement, no person listed above under Directors and Nominees and Officers has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon at the Meeting.

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**PLEASE VOTE TODAY!**

**SEE REVERSE SIDE**

**FOR THREE EASY WAYS TO VOTE.**

**Ú TO VOTE BY MAIL PLEASE DETACH PROXY CARD HERE AND RETURN IN THE ENVELOPE PROVIDED Ú**

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**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF**

**INFOSPACE, INC.**

**ANNUAL MEETING OF STOCKHOLDERS**

**May 31, 2007**

**[ ] (Local Time)**

**WHITE PROXY**

The undersigned stockholder(s) of InfoSpace, Inc., a Delaware corporation, hereby acknowledge(s) receipt of the Notice of Annual Meeting of Stockholders dated [April , 2007], and hereby appoints Allen M. Hsieh and R. Bruce Easter, Jr., and each of them, proxies and attorneys-in-fact, each with full power of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the Annual Meeting of Stockholders of InfoSpace, Inc. to be held on May 31, 2007, at [ ] local time, at [ ], and at any adjournment or postponement thereof, and to vote all shares of Common Stock which the undersigned would be entitled to vote if then and there personally present, on the matters set forth on the reverse side.

**The shares represented by this proxy will be voted in accordance with the specifications made. If no specification is made, the shares represented by this proxy will be voted FOR the persons and proposals on the reverse side. If any other matters properly come before the meeting, the persons named in the proxy will vote in their discretion.**

Continued on reverse side.

**YOUR VOTE IS IMPORTANT**

Please take a moment now to vote your shares of InfoSpace, Inc.  
common stock for the upcoming Annual Meeting of Stockholders.

**PLEASE REVIEW THE PROXY STATEMENT**

**AND VOTE TODAY IN ONE OF THREE WAYS:**

- 1. Vote by Telephone** Please call toll-free in the U.S. or Canada at **1-866-888-4064**, on a touch-tone telephone. If outside the U.S. or Canada, call **1-215-521-1340**. Please follow the simple instructions. You will be required to provide the unique control number indicated below.

OR

- 2. Vote by Internet** Please access **https://www.proxyvotenow.com/insp**, and follow the simple instructions. Please note you must type an **s** after http. You will be required to provide the unique control number indicated below.

**You may vote by telephone or Internet 24 hours a day, 7 days a week.**

**Your telephone or Internet vote authorizes the named proxies to vote your shares in the same manner**

**as if you had marked, signed and returned a proxy card.**

OR

- 3. Vote by Mail** If you do not wish to vote by telephone or over the Internet, please complete, sign, date and return the proxy card in the envelope provided, or mail to: InfoSpace, Inc., c/o Innisfree M&A Incorporated, FDR Station, P.O. Box 5155, New York, NY 10150-5155  
**Ú TO VOTE BY MAIL PLEASE DETACH PROXY CARD HERE AND RETURN IN THE ENVELOPE PROVIDED Ú**

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**WHITE PROXY**

**The Board of Directors Recommends a Vote FOR Proposals 1 and 2.**

1. Election of Directors:	01 Richard D. Hearney	FOR	WITHHOLD	FOR ALL
	02 James F. Voelker	All	All	EXCEPT
	03 William J. Ruckelshaus	..	..	..

**To withhold authority to vote for any individual nominee, mark FOR ALL EXCEPT**

Explanation of Responses:

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and write the number(s) of the nominee(s) on the line provided to the right. \_\_\_\_\_

	FOR	AGAINST	ABSTAIN
2. Proposal to ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm of the Company for the fiscal year ending December 31, 2007 For address changes, please mark box and indicate changes below: "	"	"	"

Date \_\_\_\_\_, 2007

Signature

Signature

Please sign name(s) exactly as shown at left. Joint owners should each sign. Executors, administrators, trustees, etc., should so indicate when signing. If signer is a corporation, please sign in full corporate name by duly authorized officer.