

RENASANT CORP
Form 424B3
May 01, 2015
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Joint Proxy Statement/Prospectus

**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-201993**

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Stockholder:

On December 10, 2014, Renasant Corporation (Renasant) and Heritage Financial Group, Inc. (Heritage) announced a strategic business combination in which Heritage 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 \$7.8 billion in assets and operate over 160 branches across Mississippi, Tennessee, Alabama, Georgia and Florida. We are sending you this joint proxy statement/prospectus to invite you to attend a special meeting of stockholders being held by each company to allow you to vote on the merger agreement and certain other matters.

If the merger is completed, holders of Heritage common stock, par value \$0.01 per share, will receive 0.9266 of a share of Renasant common stock, par value \$5.00 per share, in exchange for each share of Heritage 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 Heritage stockholders will receive in the merger for each share of Heritage common stock is fixed. However, the market value of the consideration Heritage stockholders 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 Heritage stockholders vote on the merger. Based on the 20-day average closing price of Renasant's common stock on the NASDAQ Global Select Market, or Nasdaq, as of December 9, 2014, the 0.9266 exchange ratio represented approximately \$27.00 in value for each share of Heritage common stock. Based on Renasant's closing price on April 24, 2015 of \$30.43 per share, the 0.9266 exchange ratio represented approximately \$28.20 in value for each share of Heritage common stock. Based on the 0.9266 exchange ratio and the number of shares of Heritage common stock outstanding as of April 24, 2015, the maximum number of shares of Renasant common stock issuable in the merger is approximately 8,567,000. **We urge you to obtain current market quotations for Renasant (trading symbol RNST) and Heritage (trading symbol HBOS) on 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 Heritage stockholders are not expected to recognize any gain or loss for United States federal income tax purposes on the exchange of shares of Heritage 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 stockholders to be held on June 16, 2015, Renasant stockholders will be asked to vote to approve the agreement and plan of merger and the transactions contemplated by the agreement and plan of merger, including the merger. Approval of the agreement and plan of merger and the transactions contemplated by the agreement and plan of merger requires the affirmative vote of a majority of the votes cast, assuming a quorum is present.

At the special meeting of Heritage stockholders to be held on June 16, 2015, holders of Heritage common stock will be asked to vote to approve the agreement and plan of merger and the transactions contemplated by the agreement and plan of merger, including the merger. Holders of Heritage common stock will also be asked to approve, on an advisory (nonbinding) basis, the compensation that may be paid or become payable to Heritage's 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 Heritage merger-related compensation proposal. Approval of the agreement and plan of merger and the transactions contemplated by the agreement and plan of merger requires the affirmative vote of the holders of a majority of the outstanding shares of Heritage common stock, and approval of the Heritage merger-related compensation proposal requires the affirmative vote of a majority of the votes cast, assuming a quorum is present.

This joint proxy statement/prospectus is dated May 1, 2015, and it is first being mailed to Renasant stockholders and Heritage stockholders, along with the enclosed form of proxy card, on or about May 1, 2015.

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The Renasant board of directors unanimously recommends that Renasant stockholders vote FOR the agreement and plan of merger and the transactions contemplated by the agreement and plan of merger and FOR the Renasant adjournment proposal.

The Heritage board of directors unanimously recommends that Heritage stockholders vote FOR the agreement and plan of merger and the transactions contemplated by the agreement and plan of merger, FOR the Heritage merger-related compensation proposal and FOR the Heritage adjournment proposal.

This joint proxy statement/prospectus 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 25 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.

E. Robinson McGraw

O. Leonard Dorminey

Chairman of the Board of Directors, President and Chief
Executive Officer Renasant Corporation

President and Chief Executive Officer Heritage
Financial Group, Inc.

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 or other obligations of any bank or savings association 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 Heritage from documents that Renasant and Heritage, respectively, have filed with the Securities and Exchange Commission and that have 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 into this joint proxy statement/prospectus by requesting them in writing or by telephone or email from Renasant or Heritage, as the case may be, at the following addresses:

Renasant Corporation

209 Troy Street

Tupelo, Mississippi 38804-4827

Attn: Kevin D. Chapman

Chief Financial Officer

Phone: (662) 680-1450

Email: KChapman@renasant.com

Heritage Financial Group, Inc.

721 N. Westover Boulevard

Albany, Georgia 31707

Attn: T. Heath Fountain

Chief Financial Officer

Phone: (229) 878-2055

Email:
hfountain@eheritagebank.com

You will not be charged for any of these documents that you request. **To obtain timely delivery of these documents, you must request them no later than five business days before the date of the applicable special meeting. This means that Renasant stockholders and Heritage stockholders requesting documents must do so by June 9, 2015 in order to receive them before the Renasant special meeting or the Heritage special meeting, respectively.**

You should rely only on the information contained in 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 May 1, 2015, 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 Heritage stockholders or Renasant stockholders 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 Heritage, or any subsidiary of Renasant or Heritage, 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 Heritage has been provided by Heritage and information contained in this document regarding Renasant, as well as all pro forma financial information, has been provided by Renasant.

See [Where You Can Find More Information](#) on page 115 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 STOCKHOLDERS

To be held on June 16, 2015

On June 16, 2015, Renasant Corporation (Renasant) will hold a **Special Meeting of Stockholders** at the Marriott Renaissance Birmingham Ross Bridge, 4000 Grand Avenue, Birmingham, Alabama 35226 at 11:00 a.m., local time, to consider and vote upon the following matters:

a proposal to approve the Agreement and Plan of Merger, dated as of December 10, 2014, by and among Renasant, Renasant Bank, Heritage Financial Group, Inc. (Heritage) and HeritageBank of the South, as it may be amended from time to time (referred to as the merger agreement), as more fully described in the attached joint proxy statement/prospectus, and the transactions contemplated by the merger agreement, including the merger, which we refer to as the Renasant merger 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 Renasant merger proposal, which we refer to as the Renasant adjournment proposal; and

any other business properly brought before the special meeting or any adjournment or postponement thereof. The Renasant board of directors has fixed the close of business on April 21, 2015, as the record date for the special meeting. Only Renasant stockholders 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 a quorum is present.

The Renasant board of directors has adopted and approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby are advisable and in the best interests of Renasant and its stockholders and unanimously recommends that Renasant stockholders vote FOR the Renasant merger proposal and FOR the Renasant adjournment proposal.

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 joint proxy statement/ prospectus.

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.

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 STOCKHOLDERS

To be held on June 16, 2015

On June 16, 2015, Heritage Financial Group, Inc. (Heritage) will hold a **Special Meeting of Stockholders** at the Merry Acres Event Center, 1500 Dawson Road, Albany, Georgia 31707 at 10:00 a.m., local time, to consider and vote upon the following matters:

a proposal to approve the Agreement and Plan of Merger, dated as of December 10, 2014, by and among Renasant Corporation (Renasant), Renasant Bank, Heritage and HeritageBank of the South, as it may be amended from time to time (referred to as the merger agreement), as more fully described in the attached joint proxy statement/prospectus, and the transactions contemplated by the merger agreement, including the merger, which we refer to as the Heritage merger proposal;

a proposal to approve, on an advisory (nonbinding) basis, the compensation that may be paid or become payable to certain executive officers of Heritage that is based on or otherwise relates to the merger, which we refer to as the Heritage merger-related 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 Heritage merger proposal, which we refer to as the Heritage adjournment proposal; and

any other business properly brought before the special meeting or any adjournment or postponement thereof. The Heritage board of directors has fixed the close of business on April 21, 2015, as the record date for the special meeting. Only Heritage stockholders 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 the Heritage merger proposal requires the affirmative vote of holders of a majority of the outstanding shares of Heritage common stock. The Heritage merger-related compensation proposal and the Heritage adjournment proposal will each be approved if a majority of the votes cast on each such proposal at the Heritage special meeting are voted in favor of such proposal, assuming a quorum is present.

The Heritage board of directors has adopted and approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby are advisable and in the best interests of Heritage and its stockholders and unanimously recommends that Heritage stockholders vote FOR the Heritage merger proposal, FOR the Heritage merger-related compensation proposal and FOR the Heritage adjournment proposal.

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 Heritage proxy card, by calling the toll-free number listed on the Heritage 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

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holder of record of Heritage 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 joint proxy statement/prospectus.

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.

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By Order of the Board of Directors

O. Leonard Dorminey

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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QUESTIONS AND ANSWERS

The following are answers to certain questions that you may have regarding the Renasant special meeting, the Heritage special meeting and the merger. We urge you to read carefully the remainder of this joint proxy statement/prospectus (including the risk factors beginning on page 25) because the information in this section may not provide all of 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 into, this document.

Q: What are Heritage stockholders being asked to vote on?

A: Heritage stockholders are being asked to vote (1) to approve an agreement and plan of merger by and among Renasant, Renasant Bank, Heritage and HeritageBank of the South (HeritageBank), which we refer to as the Heritage merger proposal, (2) to approve, on an advisory (nonbinding) basis, the compensation that may be paid or become payable to Heritage s named executive officers (as determined under Securities and Exchange Commission, or SEC, regulations) that is based on or otherwise relates to the merger, which we refer to as the Heritage merger-related compensation proposal, and (3) to approve the adjournment of the special meeting of Heritage stockholders, which we refer to as the Heritage special meeting, if necessary or appropriate, to solicit additional proxies in favor of the approval of the Heritage merger proposal, which we refer to as the Heritage adjournment proposal.

Throughout the remainder of this joint proxy statement/prospectus, the agreement and plan of merger is referred to as the merger agreement. In the merger, Heritage will merge with and into Renasant, with Renasant being the surviving corporation. Immediately thereafter, HeritageBank will merge with and into Renasant Bank, with Renasant Bank being the surviving banking association. References to the merger refer to the merger of Heritage with and into Renasant, unless the context clearly indicates otherwise.

Q: What are Renasant stockholders being asked to vote on?

A: Renasant stockholders are being asked to vote (1) to approve the merger agreement, which we refer to as the Renasant merger proposal, and (2) to approve the adjournment of the special meeting of Renasant stockholders, which we refer to as the Renasant special meeting, if necessary or appropriate, to solicit additional proxies in favor of the approval of the Renasant merger proposal, which we refer to as the Renasant adjournment proposal.

Q: What do Heritage stockholders need to do now?

A: After you have carefully read this document and have decided how you wish to vote your shares of Heritage common stock, indicate on your proxy card how you want your shares to be voted with respect to the Heritage merger proposal, the Heritage merger-related compensation proposal and the Heritage adjournment proposal. 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 Heritage special meeting. Your proxy card must be received prior to the special meeting on June 16, 2015 in order to be counted. If you would like to attend the Heritage special meeting, see Can I attend the Heritage special meeting and vote my shares in person?

Q: What do Renasant stockholders need to do now?

A: After you have carefully read this document and have decided how you wish to vote your shares of Renasant common stock, indicate on your proxy card how you want your shares to be voted with respect to the Renasant merger

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proposal and the Renasant adjournment proposal. 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

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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 16, 2015 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?](#)

Q: Why is my vote as a Heritage stockholder important?

A: If you do not vote by proxy, telephone or internet or vote in person at the Heritage special meeting, it will be more difficult for Heritage to obtain the necessary quorum to hold its special meeting. In addition, approval of the Heritage merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Heritage common stock, while approval of the Heritage merger-related compensation proposal and the Heritage adjournment proposal each requires the affirmative vote of a majority of the votes cast, assuming a quorum is present. Because approval of the Heritage merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Heritage common stock, failure to vote on the Heritage merger proposal will have the same effect as a vote against the proposal.

The Heritage board of directors unanimously recommends that you vote FOR the Heritage merger proposal, the Heritage merger-related compensation proposal and the Heritage adjournment proposal.

Q: Why is my vote as a Renasant stockholder 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 Renasant merger proposal and the Renasant adjournment proposal each requires the affirmative vote of a majority of the votes cast, assuming a quorum is present.

The Renasant board of directors unanimously recommends that you vote FOR the Renasant merger proposal and the Renasant adjournment proposal.

Q: What will happen if Heritage stockholders do not approve the Heritage merger-related compensation proposal at the Heritage special meeting?

A: Approval of the Heritage merger-related 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 Heritage (or the combined company that results from the merger) regardless of whether the merger agreement is approved. Accordingly, because Heritage 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 Heritage stockholder 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 broker non-vote will be counted toward a quorum at the Heritage special meeting. However, because approval of the Heritage merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of

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Heritage common stock, an abstention or failure to vote your shares will have the same effect as a vote against the Heritage merger proposal. An abstention or failure to vote your shares will have no effect on the vote to approve the Heritage merger-related compensation proposal or the Heritage adjournment proposal.

If you are a Renasant stockholder and you abstain from voting or fail to instruct your broker to vote your shares and the broker submits an unvoted proxy, the abstention or 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 Renasant merger proposal or to approve the Renasant adjournment proposal.

Q: How do I vote shares of Heritage common stock allocated to me in the Heritage employee stock ownership plan or the Heritage 401(k) plan?

A: If on the record date of the Heritage special meeting, Heritage common stock is allocated to your accounts in the employee stock ownership plan or the 401(k) plan maintained by Heritage, you are entitled to provide voting instructions to the trustee of each plan, who will cast your votes at the Heritage special meeting. If you do not timely provide instructions, your shares will be voted by the trustee in the same proportion as shares for which the trustee has received voting instructions. The proxy card you receive with respect to the Heritage common stock allocated to your account will contain instructions on how to vote such shares.

Q. How do I vote shares of Renasant common stock allocated to me in the Renasant employee stock ownership plan or the Renasant 401(k) plan?

A: If on the record date of the Renasant special meeting shares of Renasant common stock, or units representing shares of such stock, are allocated to your accounts in the employee stock ownership plan or the 401(k) plan maintained by Renasant, you are entitled to provide voting instructions to the trustee of each plan, Renasant Bank, who will cause your votes to be cast at the Renasant special meeting. If you do not timely provide instructions, your plan shares or units will be voted by the trustee in the same proportion as plan shares for which the trustee has received voting instructions. The proxy card you receive with respect to the Renasant common stock, or units representing shares of such stock, allocated to your accounts in the employee stock ownership plan or the 401(k) plan will contain instructions on how to vote such shares.

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

A: Yes. All Heritage stockholders, including stockholders of record and stockholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the Heritage special meeting. Stockholders of record as of the record date can vote in person at the Heritage special meeting. If you choose to vote in person at the special meeting and if you are a stockholder 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 stockholders 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, Heritage 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?

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A: Yes. All Renasant stockholders, including stockholders of record and stockholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the Renasant special meeting. Renasant stockholders as of the record date can vote in person at the Renasant special meeting except as to shares held in the Renasant 401(k) and employee stock ownership plans. If you choose to vote in person at the special meeting and if you are a stockholder of record, you should bring the enclosed proxy card and proof of

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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. 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 stockholders 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 Heritage stockholders?

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 Heritage common stock are not expected to recognize any gain or loss for United States federal income tax purposes on the exchange of shares of Heritage 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 97 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 Heritage stockholder, 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 Heritage special meeting, if you are the stockholder 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 Heritage 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. Heritage stockholders may send their written revocation letter to Heritage Financial Group, Inc., Attention: Corporate Secretary, 721 N. Westover Boulevard, Albany, Georgia 31707. 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 Heritage 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 stockholder entitled to vote in person at the Heritage special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence of a stockholder at the special meeting will not constitute revocation of a previously given proxy.

Q: If I am a Renasant stockholder, 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 Renasant special meeting, if you are the stockholder 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 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 stockholders 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

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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.

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Any stockholder 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 stockholder at the special meeting will not constitute revocation of a previously given proxy.

Q: If I am a Heritage stockholder with shares represented by stock certificates, should I send in my Heritage stock certificates now?

A: No. You should not send in your Heritage stock certificates at this time. After completion of the merger, Renasant will cause instructions to be sent to you for exchanging Heritage stock certificates for shares of Renasant common stock in book-entry form and cash to be paid in lieu of any fractional share of Renasant common stock. The shares of Renasant common stock that Heritage stockholders 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 Heritage common stock in book-entry form?

A: You are not required to take any specific actions if you hold your shares of Heritage common stock in book-entry form. After the completion of the merger, shares of Heritage 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 any fractional share of Renasant common stock.

Q: Can I place my Heritage stock certificate(s) into book-entry form prior to the merger?

A: Yes. Heritage stock certificates can be placed into book-entry form prior to the merger. For more information, please contact Heritage's transfer agent, Computershare, Inc., at (800) 368-5948.

Q: Whom can I contact if I cannot locate my Heritage stock certificate(s)?

A: If you are unable to locate your original Heritage stock certificate(s), you should contact Heritage's transfer agent, Computershare, Inc., at (800) 368-5948.

Q: When do you expect to complete the merger?

A: We currently expect to complete the merger during the third quarter of 2015. However, we cannot assure you when or if the merger will occur. We must, among other things, first obtain the approvals of Heritage stockholders and Renasant stockholders at their respective special meetings and the required regulatory approvals described below in *The Merger Regulatory and Third Party Approvals* beginning on page 79.

Q: If I hold Heritage common stock through the 401(k) plan maintained by Heritage, can I sell these shares?

A: Yes. You can sell any shares of Heritage common stock allocated to your plan account before the effective time of the merger, subject to any limitations imposed under the 401(k) plan. Heritage common stock must be allocated to your plan account at the effective time of the merger to receive the merger consideration.

Q: How do I receive the merger consideration if I hold my Heritage common stock in the employee stock ownership plan or 401(k) plan maintained by Heritage?

A: You will be entitled to receive the merger consideration for Heritage common stock that is allocated to your plan accounts at the effective time of the merger. You do not have to take any action; the trustee of each plan will exchange

Heritage common stock for shares of Renasant common stock (or cash in lieu of fractional shares) and allocate the shares to your plan accounts.

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Q: Whom should I call with questions?

A: Heritage stockholders should contact T. Heath Fountain, Heritage's Chief Financial Officer, by telephone at (229) 878-2055.

Renasant stockholders should contact Kevin D. Chapman, Renasant's Chief Financial Officer, by telephone 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 include various forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 about Renasant and Heritage that are subject to risks and uncertainties. Congress passed the Private Securities Litigation Reform Act of 1995 in an effort to encourage companies to provide information about their anticipated future financial performance. This act provides a safe harbor for such disclosure, which protects a company from unwarranted litigation if actual results are different from management expectations. This document reflects the current views and estimates of future economic circumstances, industry conditions, company performance and financial results of the management of Renasant and Heritage. These forward-looking statements are subject to a number of factors and uncertainties which could cause Renasant's, Heritage's or the combined company's actual results and experience to differ from the anticipated results and expectations expressed in such forward-looking statements, and such differences may be material.

Forward-looking statements speak only as of the date they are made, and neither Renasant nor Heritage assumes any duty to update forward-looking statements, unless required by applicable law. In addition to factors previously disclosed in Renasant's and Heritage's reports filed with the SEC and those identified elsewhere in this joint proxy statement/prospectus, these forward-looking statements include, but are not limited to, statements about (1) the expected benefits of the transaction between Renasant and Heritage and between Renasant Bank and HeritageBank, 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 Heritage's plans, objectives, expectations and intentions and other statements contained in this document that are not historical facts. Other statements identified by words such as expects, anticipates, intends, plans, believes, seeks, estimates, or words of similar meaning generally are intended to identify forward-looking statements. These statements are based upon the current beliefs and expectations of Renasant's and Heritage'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 from those indicated or implied in the forward-looking statements, and such differences may be material.

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 Heritage 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, including issues arising in connection with Heritage's integration of Alarion Financial Services, Inc. which we refer to as Alarion, and its acquisition of the Norcross, Georgia, branch of The PrivateBank and Trust Company, which we refer to as The PrivateBank;

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

Renasant's or Heritage's stockholders may fail to approve the transaction;

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

diversion of management time on merger related issues;

changes in asset quality and credit risk;

inflation;

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the cost or availability of capital;

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

customer borrowing, repayment, investment and deposit practices;

the outcome of pending litigation against, among others, Heritage, the current members of its board of directors, HeritageBank, Renasant and Renasant Bank;

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

the impact, extent and timing of technological changes;

severe catastrophic events in the companies' respective geographic area;

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 companies' markets could adversely affect operations.

Additional factors that could cause Renasant's and Heritage's results to differ materially from those described in the forward-looking statements can be found in Renasant's and Heritage'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). All subsequent written and oral forward-looking statements concerning Renasant, Heritage or the proposed merger or other matters and attributable to Renasant, Heritage or any person acting on either of their behalf are expressly qualified in their entirety by the cautionary statements above. Renasant and Heritage 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, except as may be required by applicable law.

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SUMMARY

*This summary highlights the material information from this joint proxy statement/prospectus. 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 25. See *Where You Can Find More Information* on page 115. We have included page references parenthetically to direct you to a more complete description of the topics presented in this summary.*

In the Merger, Heritage Stockholders Will Have a Right to Receive 0.9266 of a Share of Renasant Common Stock per Share of Heritage Common Stock (page 82)

Renasant and Heritage are proposing the merger of Heritage with and into Renasant. If the merger is completed, Heritage will merge with and into Renasant, with Renasant being the surviving corporation, and Heritage common stock will no longer be publicly traded. The merger agreement between Renasant and Heritage 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.

Under the terms of the merger agreement, Heritage stockholders will have a right to receive 0.9266 (the exchange ratio) of a share of Renasant common stock for each share of Heritage common stock held immediately prior to the merger, which we refer to as the merger consideration. Renasant will not issue any fractional shares of Renasant common stock in the merger. Instead, a Heritage stockholder 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 weighted average closing sale prices of one share of Renasant common stock as reported by Nasdaq for the 15 consecutive 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 Heritage common stock, you will have a right to receive 92 shares of Renasant common stock and a cash payment instead of the 0.66 of a share of Renasant common stock that you otherwise would have received.

Treatment of Heritage Restricted Stock, Stock Options and Stock Appreciation Rights (page 82)

Upon completion of the merger, and with no action required by the holder thereof, each share of non-vested Heritage restricted stock and each Heritage stock option, stock appreciation right or similar right to purchase Heritage common stock granted under Heritage's equity incentive plans or otherwise outstanding immediately prior to the merger will vest in full. Each share of vested Heritage restricted stock outstanding immediately prior to the merger will be converted into the right to receive the merger consideration, reduced by applicable tax withholding (except that no withholding will be made in respect of restricted stock held by non-employee members of the Heritage board of directors). Each in-the-money option to purchase Heritage stock will be converted into the right to receive a cash payment, the amount of which will be equal to (1) the total number of shares subject to such Heritage stock option multiplied by (2) the difference between \$27.00 and the exercise price of the Heritage stock option, less applicable tax withholding (except that no withholding will be made for cash payments to non-employee members of the Heritage board of directors). Out-of-the-money Heritage stock options and stock appreciation rights will be cancelled for no consideration.

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The Heritage Board of Directors Recommends that Heritage Stockholders Vote FOR the Heritage Merger Proposal (page 48)

The Heritage board of directors believes that the merger is in the best interests of Heritage and its stockholders and has approved the merger and the merger agreement. The Heritage board of directors unanimously recommends that Heritage stockholders vote FOR the Heritage merger proposal. In reaching its decision, the Heritage board considered a number of factors, which are described in more detail in The Merger Heritage's Reasons for the Merger; Recommendation of the Heritage Board of Directors beginning on page 48. The Heritage 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 Heritage board of directors did not reach any specific conclusion on each factor considered, but conducted an overall analysis of these factors. Individual members of the Heritage board of directors may have given different weights to different factors.

Opinion of Heritage's Financial Advisor (page 52 and Annex B)

In connection with the merger, Heritage's financial advisor, Keefe, Bruyette & Woods, Inc., which we refer to as KBW, delivered a written opinion, dated December 9, 2014, to the Heritage board of directors as to the fairness, from a financial point of view and as of the date of the opinion, to the holders of Heritage common stock of the exchange ratio in the merger. The full text of the opinion, which describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in preparing the opinion, is attached to this document as Annex B.

The opinion was for the information of, and was directed to, the Heritage board of directors (in its capacity as such) in connection with its consideration of the financial terms of the merger. The opinion did not address the underlying business decision of Heritage to engage in the merger or enter into the merger agreement or constitute a recommendation to the Heritage board of directors in connection with the merger, and it does not constitute a recommendation to any holder of Heritage common stock or any shareholder of any other entity as to how to vote in connection with the merger or any other matter.

The Renasant Board of Directors Recommends that Renasant Stockholders Vote FOR the Renasant Merger Proposal (page 50)

The Renasant board of directors believes that the merger is in the best interests of Renasant and its stockholders and has approved the merger and the merger agreement. The Renasant board of directors unanimously recommends that Renasant stockholders vote FOR the Renasant merger proposal. 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 beginning on page 50. 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 of directors 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 different weights to different factors.

Opinion of Renasant's Financial Advisor (page 63 and Annex C)

In connection with the merger, Renasant's financial advisor, Raymond James & Associates, Inc., which we refer to as Raymond James, delivered to the Renasant board of directors at its December 10, 2014 meeting its written opinion as to the fairness, as of December 10, 2014, from a financial point of view, to Renasant of the merger consideration to be paid by Renasant in the merger pursuant to the merger agreement, based upon and subject to the qualifications,

assumptions and other matters considered in connection with the preparation of its opinion. The full text of Raymond James' written opinion, which sets forth, among other things, the various qualifications, assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached to this document as Annex C.

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The opinion was provided for the information of Renasant's board of directors (solely in its capacity as such) in connection with, and for purposes of, its consideration of the merger, and the opinion only addressed whether the merger consideration to be paid by Renasant in the merger pursuant to the merger agreement was fair, from a financial point of view, to Renasant. The opinion did not address any other term or aspect of the merger agreement or the merger contemplated thereby. The opinion does not constitute a recommendation to the board or to any holder of Renasant common stock as to how the board, such stockholder or any other person should vote or otherwise act with respect to the merger or any other matter.

For further information, please see the section entitled "The Merger - Opinion of Renasant's Financial Advisor" beginning on page 63.

Risk Factors Related to the Merger (page 25)

You should consider all of the information contained in or incorporated by reference into this joint proxy statement/prospectus in deciding how to vote for the proposals presented in this document. In particular, you should consider the factors under "Risk Factors."

Comparative Market Prices and Share Information (pages 24 and 112)

Renasant common stock is listed on Nasdaq under the symbol "RNST." Heritage common stock is listed on Nasdaq under the symbol "HBOS." The following table shows the closing sale prices of Renasant common stock and Heritage common stock as reported by Nasdaq on December 9, 2014, the last trading day before we announced the merger, and on April 24, 2015, 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 Heritage common stock on December 9, 2014 and April 24, 2015, which we calculated by multiplying the 20-day average closing price of Renasant common stock as of those dates, which was \$29.14 and \$30.26, respectively, by the exchange ratio.

| | Renasant Common Stock | Heritage Common Stock | Implied Value of One Share of Heritage Common Stock |
|------------------|----------------------------------|----------------------------------|--|
| December 9, 2014 | \$ 29.76 | \$ 21.69 | \$ 27.00 |
| April 24, 2015 | \$ 30.43 | \$ 27.77 | \$ 28.04 |

The market price of Renasant common stock and Heritage common stock will fluctuate prior to the completion of the merger. Heritage stockholders and Renasant stockholders are urged to obtain current market quotations for the shares prior to making any decision with respect to the merger.

Heritage Will Hold its Special Meeting on June 16, 2015 (page 31)

The Heritage special meeting will be held on June 16, 2015, at the Merry Acres Event Center, 1500 Dawson Road, Albany, Georgia 31707 at 10:00 a.m., local time. At the special meeting, Heritage stockholders will be asked to approve the Heritage merger proposal, the Heritage merger-related compensation proposal and the Heritage adjournment proposal and to vote on any other business properly brought before the special meeting or any adjournment or postponement thereof.

Record Date. Only holders of record of Heritage common stock at the close of business on April 21, 2015 will be entitled to vote at the special meeting. Each share of Heritage common stock is entitled to one vote. As of the record date, there were 9,245,650 shares of Heritage common stock entitled to vote at the special meeting.

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Required Vote. Approval of the Heritage merger proposal requires the affirmative vote of holders of a majority of the outstanding shares of Heritage common stock. Approval of the Heritage merger-related compensation proposal and the Heritage adjournment proposal, in each case, requires the affirmative vote of a majority of the votes cast, assuming a quorum is present. With respect to the vote to approve the Heritage merger proposal, your failure to vote, an abstention or a broker non-vote will have the same effect as a vote against the Heritage merger proposal. With respect to the Heritage merger-related compensation proposal and the Heritage adjournment proposal, your failure to vote, an abstention or a broker non-vote will have no effect on the approval of either proposal, assuming a quorum is present.

All of the directors of Heritage and HeritageBank have entered into agreements with Renasant pursuant to which they have agreed, in their capacity as Heritage stockholders, to vote all of their shares in favor of the approval of the merger agreement. As of the record date, these directors of Heritage and their affiliates had the right to vote 357,701 shares of Heritage common stock, or approximately 3.9% of the outstanding Heritage shares entitled to vote at the special meeting. We expect these individuals to vote their Heritage common stock in favor of the approval of the Heritage merger proposal in accordance with those agreements. As of the record date, all directors and executive officers of Heritage, including their affiliates, had the right to vote 446,030 shares of Heritage common stock, or approximately 4.8% of the outstanding Heritage shares entitled to vote at the special meeting, and held options to purchase 265,834 shares of Heritage common stock.

As of the record date, neither Renasant nor any of its affiliates held any shares of Heritage common stock (other than shares held in trust accounts, managed accounts, mutual funds and the like or otherwise in a fiduciary or agency capacity or as a result of debts previously contracted), and Renasant's directors and executive officers and their affiliates also did not hold any shares of Heritage common stock.

Renasant Will Hold its Special Meeting on June 16, 2015 (page 37)

The Renasant special meeting will be held on June 16, 2015, at the Marriott Renaissance Birmingham Ross Bridge, 4000 Grand Avenue, Birmingham, Alabama 35226 at 11:00 a.m., local time. At the special meeting, Renasant stockholders will be asked to approve the Renasant merger proposal and the Renasant adjournment proposal and to 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 April 21, 2015 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 31,613,632 shares of Renasant common stock entitled to vote at the special meeting.

Required Vote. Approval of the Renasant merger proposal and the Renasant adjournment proposal, in each case, requires the affirmative vote of a majority of the votes cast, assuming a quorum is present. Assuming 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.

As of the record date, directors and executive officers of Renasant and their affiliates had the right to vote approximately 1,566,139 shares of Renasant common stock, or approximately 4.9% 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.

As of the record date, neither Heritage nor any of its affiliates held any shares of Renasant common stock (other than shares held in trust accounts, managed accounts, mutual funds and the like or otherwise in a fiduciary or agency capacity or as a result of debts previously contracted), and Heritage's directors and executive officers and their affiliates also did not hold any shares of Renasant common stock.

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Renasant Board of Directors Following Completion of the Merger (page 72)

Upon completion of the merger, the number of directors constituting Renasant's and Renasant Bank's respective boards of directors will be increased by one, and one individual who is currently a director of Heritage will be appointed to complete the larger boards. The Heritage board of directors has recommended that Fred F. Sharpe be appointed to the Renasant and Renasant Bank boards. Subject to the approval of the recommendation by the Renasant board of directors, Mr. Sharpe will be appointed to each board following the completion of the merger.

Heritage's Directors and Executive Officers May Receive Additional Benefits from the Merger (page 72)

When considering the information contained in this joint proxy statement/prospectus, including the recommendation of the board of directors of Heritage to vote to approve the Heritage merger proposal, Heritage stockholders should be aware that the executive officers and members of the board of directors of Heritage may have interests in the merger that are different from, or in addition to, those of Heritage stockholders generally. The board of directors of Heritage 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 Heritage stockholders. For information concerning these interests, please see the discussion under the caption "The Merger - Interests of Certain Heritage Directors and Executive Officers in the Merger" beginning on page 72.

Heritage Stockholders Do Not Have Dissenters' Rights (page 80)

Heritage stockholders do not have dissenters' rights in connection with the merger. Under the Maryland General Corporation Law, or MGCL, a stockholder of a Maryland corporation does not have dissenters' rights in connection with a merger or other extraordinary transaction if the corporation's outstanding stock is listed on a national securities exchange on the record date of the meeting to approve such merger or other extraordinary transaction and the stockholder will receive stock of the successor corporation in the merger (or cash in lieu of fractional shares). Because (1) Heritage common stock is currently listed on Nasdaq, a national securities exchange, and is expected to continue to be so listed on the record date for the Heritage special meeting, and (2) Heritage stockholders will receive Renasant common stock (or cash in lieu of fractional shares) in the merger, Heritage stockholders do not have dissenters' rights. For more information, see "The Merger - Heritage Stockholders Do Not Have Dissenters' Rights in the Merger" beginning on page 80.

The Merger Is Intended to Be Tax-Free to Heritage Stockholders as to the Shares of Renasant Common Stock They Receive (page 97)

The merger is intended to qualify 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 Heritage receive a legal opinion to that effect. Based upon the treatment of the merger as a reorganization within the meaning of Section 368(a) of the Code, the merger generally will be tax-free to Heritage stockholders for United States federal income tax purposes as to the shares of Renasant common stock received in the merger, except for any gain or loss that may result from the receipt of cash in lieu of a fractional share of Renasant common stock that would otherwise be received. See "United States Federal Income Tax Consequences of the Merger" beginning on page 97.

The United States federal income tax consequences described above may not apply to all Heritage stockholders. Your tax consequences will depend on your individual situation. Accordingly, Heritage strongly urges you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.

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Nasdaq Listing (page 80)

Renasant will cause the shares of its common stock to be issued to Heritage stockholders in the merger to be approved for listing on the NASDAQ Global Select Market, subject to notice of issuance, prior to the effective time of the merger.

Accounting Treatment of Merger (page 81)

Renasant will account for the merger under the acquisition method of accounting for business combinations under United States generally accepted accounting principles.

Conditions Exist That Must Be Satisfied or Waived for the Merger to Occur (page 93)

Currently, Renasant and Heritage expect to complete the merger during the third quarter of 2015. 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 stockholders, the receipt of all required regulatory approvals (including approval by the Board of Governors of the Federal Reserve System (the Federal Reserve), the 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. As noted below, the Federal Reserve, the FDIC and the Mississippi Department of Banking and Consumer Finance already have approved the merger.

Renasant and Heritage cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

Regulatory Approvals Required for the Merger (page 79)

Heritage 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. As of the date of this joint proxy statement/prospectus, Heritage and Renasant have received all necessary regulatory approvals of the Federal Reserve, the FDIC and the Mississippi Department of Banking and Consumer Finance for the completion of the merger.

Heritage or Renasant May Terminate the Merger Agreement Under Certain Circumstances (page 94)

Heritage and Renasant may mutually agree to terminate the merger agreement before completing the merger, even after Heritage stockholder approval and/or Renasant stockholder approval, as long as the termination is approved by each of the Heritage and Renasant board 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, 2015, unless the required regulatory approvals are pending and have not been finally resolved or any stockholder litigation relating to the merger

has not been dismissed, settled or otherwise resolved, in which event such date shall be automatically extended to December 31, 2015, 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;

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Heritage's or Renasant's stockholders do not approve the merger agreement at the applicable special meeting;

30 days pass after any application for regulatory or governmental approval is denied or withdrawn at the request or recommendation of the governmental entity, unless within such 30-day period a petition for rehearing or an amended application is filed. A party may terminate 30 or more days after a petition for rehearing or an amended application is denied. No party may terminate when the denial or withdrawal is due to that party's failure to observe or perform its covenants or agreements set forth in the merger agreement;

if there has been a final, non-appealable order enjoining the completion of the merger and the other transactions contemplated by the merger agreement;

if there is a breach of or failure to perform any of the representations, warranties, covenants or undertakings under the merger agreement by one party that prevents it from satisfying any of the closing conditions to the merger and such breach or failure to perform cannot or has not been cured within 30 days after the breaching party receives written notice of such breach;

if prior to receipt of the other party's stockholder 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 Heritage, as applicable, or refuses to make, the recommendation that its stockholders approve the merger agreement, (2) adopts, approves, recommends, endorses or otherwise declares advisable certain business combination proposals, or (3) fails to call and hold its special stockholders' meeting; and

after receipt of certain business combination proposals, Renasant advises Heritage that it has elected not to propose revisions to the merger agreement to match or better such other business combination proposal. In addition, Heritage may terminate the merger agreement if its board of directors determines in good faith, after consultation with its financial advisors and outside legal counsel, that it would be inconsistent with the directors' fiduciary duties under applicable law (1) to hold the Heritage special meeting, recommend the merger agreement or fail to withdraw, modify or change such recommendation; or (2) not to terminate the merger agreement in light of certain proposed acquisition transactions with an entity other than Renasant, even after considering changes to the merger agreement proposed by Renasant following such proposed acquisition transaction.

For a further description of the termination provisions contained in the merger agreement see *The Merger Agreement - Termination of the Merger Agreement* beginning on page 94.

Expenses and Termination Fees (page 95)

In general, each of Heritage 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, Heritage may be required to pay Renasant a termination fee equal to \$10.3 million plus up to \$750,000 of expenses incurred by Renasant in connection with the merger agreement and the merger. See *The Merger Agreement - Termination Fee* beginning on page 95 for a complete discussion of the circumstances under which termination fees will be required to be paid.

Litigation Relating to the Merger (page 81)

On December 31, 2014, a putative stockholder class action lawsuit, *Stein v. Heritage Financial Group, Inc. et al.*, was filed in the Circuit Court for Baltimore City, Maryland, Civil Division, against Heritage, the members

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of its board of directors, HeritageBank, Renasant and Renasant Bank. The complaint, which was amended on February 18, 2015, alleges that the Heritage directors breached their fiduciary duties and/or violated Maryland law in connection with the negotiation and approval of the merger agreement by failing to maximize shareholder value and failing to disclose material information in the February 9, 2015 preliminary joint proxy statement/prospectus, and that Heritage, HeritageBank, Renasant and Renasant Bank aided and abetted those alleged breaches of fiduciary duties. In addition to monetary damages in an unspecified amount and other remedies, the lawsuit seeks to enjoin Heritage stockholders from voting on the Heritage merger proposal at the Heritage special meeting and Renasant stockholders from voting on the Renasant merger proposal at the Renasant special meeting and to otherwise enjoin the directors from consummating the merger.

Heritage and Renasant believe the claims asserted are without merit and intend to vigorously defend against the lawsuit. For more information, see *The Merger Litigation Relating to the Merger* on page 81.

The Rights of Heritage Stockholders Will Change as a Result of the Merger (page 100)

The rights of Heritage stockholders are governed by Maryland law, as well as Heritage's Articles of Incorporation, as amended (which we refer to as the Heritage Articles), and Heritage's Bylaws. After completion of the merger, the rights of former Heritage stockholders will be governed by Mississippi law and by Renasant's

Articles of Incorporation, as amended (which we refer to as the Renasant Articles), and Renasant's Restated Bylaws, as amended (which we refer to as the Renasant Bylaws). This document contains descriptions of the material differences in stockholder rights beginning on page 100.

Information about the Companies (page 41)

Heritage Financial Group, Inc.

Heritage Financial Group, Inc., a Maryland corporation, is the holding company of its wholly-owned subsidiary, HeritageBank of the South, a Georgia savings bank. Heritage is a community-oriented bank serving primarily Georgia, Florida and Alabama through 36 banking locations, 21 mortgage offices and 5 investment offices.

The principal executive offices of Heritage are located at 721 N. Westover Boulevard, Albany, Georgia 31707, and its telephone number at that location is (229) 420-0000. Additional information about Heritage and its business and subsidiaries is included in documents incorporated by reference into this document. See *Where You Can Find More Information* on page 115.

Renasant Corporation

Renasant Corporation is a Mississippi corporation and a registered bank holding company headquartered in Tupelo, Mississippi. Renasant currently operates more than 120 banking, mortgage, financial services and insurance offices throughout north and 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.

The principal executive offices of Renasant are located at 209 Troy Street, Tupelo, Mississippi 38804-4827, and its telephone number at that location is (662) 680-1001. Additional information about Renasant and its business and subsidiaries is included in documents incorporated by reference into this document. See *Where You Can Find More Information* on page 115.

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

Set forth below are highlights from Renasant's consolidated financial data as of and for the fiscal years ended December 31, 2014 through December 31, 2010. The selected consolidated financial data for the years ended December 31, 2014 through December 31, 2010 is derived from the audited consolidated financial statements of Renasant. You should not assume that the results for any periods indicate results for any future period. 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, 2014, which is incorporated by reference into this joint proxy statement/prospectus. See [Where You Can Find More Information](#) beginning on page 115.

(In thousands, except share data) (Unaudited)⁽¹⁾

| | As of and for the years ended December 31, | | | | |
|----------------------------------|---|--------------|--------------|--------------|--------------|
| | 2014 | 2013 | 2012 | 2011 | 2010 |
| Summary of Operations | | | | | |
| Interest income | \$ 226,409 | \$ 180,604 | \$ 159,313 | \$ 170,687 | \$ 165,483 |
| Interest expense | 23,780 | 23,403 | 25,975 | 41,401 | 60,277 |
| Net interest income | 202,629 | 157,201 | 133,338 | 129,286 | 105,206 |
| Provision for loan losses | 6,167 | 10,350 | 18,125 | 22,350 | 30,665 |
| Noninterest income | 80,620 | 71,971 | 68,711 | 64,699 | 92,692 |
| Noninterest expense | 191,195 | 173,076 | 150,459 | 136,960 | 120,540 |
| Income before income taxes | 85,887 | 45,746 | 33,465 | 34,675 | 46,693 |
| Income taxes | 26,305 | 12,259 | 6,828 | 9,043 | 15,018 |
| Net income | \$ 59,582 | \$ 33,487 | \$ 26,637 | \$ 25,632 | \$ 31,675 |
| Dividend payout | 36.17% | 55.74% | 64.15% | 66.67% | 49.28% |
| Per Common Share Data | | | | | |
| Net income Basic | \$ 1.89 | \$ 1.23 | \$ 1.06 | \$ 1.02 | \$ 1.39 |
| Net income Diluted | 1.88 | 1.22 | 1.06 | 1.02 | 1.38 |
| Book value at December 31 | 22.56 | 21.21 | 19.80 | 19.44 | 18.75 |
| Closing price ⁽²⁾ | 28.93 | 31.46 | 19.14 | 15.00 | 16.91 |
| Cash dividends declared and paid | 0.68 | 0.68 | 0.68 | 0.68 | 0.68 |
| Financial Condition Data | | | | | |
| Assets | \$ 5,805,129 | \$ 5,746,270 | \$ 4,178,616 | \$ 4,202,008 | \$ 4,297,327 |
| Loans, net of unearned income | 3,987,874 | 3,881,018 | 2,810,253 | 2,581,084 | 2,524,590 |
| Securities | 983,747 | 913,329 | 674,077 | 796,341 | 834,472 |
| Deposits | 4,838,418 | 4,841,912 | 3,461,221 | 3,412,237 | 3,468,151 |
| Borrowings | 188,825 | 171,875 | 164,706 | 254,709 | 316,436 |
| Stockholders' equity | 711,651 | 665,652 | 498,208 | 487,202 | 469,509 |
| Selected Ratios | | | | | |

Return on average:

| | | | | | |
|---|---------|---------|---------|---------|--------|
| Total assets | 1.02% | 0.71% | 0.64% | 0.60% | 0.80% |
| Stockholders' equity | 8.61% | 6.01% | 5.39% | 5.34% | 7.16% |
| Average stockholders' equity to average assets | 11.89% | 11.78% | 11.96% | 11.27% | 11.21% |
| Actual stockholders' equity to actual assets | 12.26% | 11.58% | 11.92% | 11.59% | 10.93% |
| Allowance for loan losses to total loans, net of unearned income ⁽³⁾ | 1.29% | 1.65% | 1.72% | 1.98% | 2.07% |
| Allowance for loan losses to nonperforming loans ⁽³⁾ | 209.49% | 248.90% | 146.90% | 127.00% | 84.32% |
| Nonperforming loans to total loans, net of unearned income ⁽³⁾ | 0.62% | 0.66% | 1.17% | 1.56% | 2.46% |

- (1) Selected consolidated financial data includes the effect of mergers and other acquisition transactions from the date of each merger or other transaction. On September 1, 2013, Renasant Corporation acquired First

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M&F Corporation, a Mississippi corporation, headquartered in Kosciusko, Mississippi (First M&F). 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, 2014, filed with the SEC on March 2, 2015 and incorporated by reference herein, for additional information about the transactions involving First M&F, American Trust and Crescent.

- (2) Reflects the closing price on Nasdaq on the last trading day of Renasant's fiscal year.
- (3) Excludes assets acquired from First M&F and assets covered under loss-share agreements with the FDIC.

Table of Contents**SELECTED HISTORICAL FINANCIAL DATA OF HERITAGE**

Set forth below are highlights from Heritage's consolidated financial data as of and for the fiscal years ended December 31, 2014 through December 31, 2010. The selected consolidated financial data for the years ended December 31, 2014 through December 31, 2010 is derived from the audited consolidated financial statements of Heritage. You should not assume that the results for any periods indicate results for any future period. You should read this information in conjunction with Heritage's consolidated financial statements and related notes included in Heritage's Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus. See [Where You Can Find More Information](#) beginning on page 115.

| | 2014 | 2013 | December 31, 2012 | 2011 | 2010 |
|---|----------------|--------------|----------------------|--------------|------------|
| | (In thousands) | | | | |
| Selected Financial Condition Data: | | | | | |
| Total assets | \$ 1,705,615 | \$ 1,380,925 | \$ 1,097,506 | \$ 1,089,852 | \$ 755,436 |
| Loans held for sale | 161,104 | 110,669 | 15,608 | 7,471 | 225 |
| Loans, net | 1,075,439 | 789,798 | 660,943 | 553,126 | 410,896 |
| Acquired credit impaired loans covered | 42,404 | 50,891 | 72,425 | 107,457 | |
| Securities available for sale, at fair value | 269,678 | 294,299 | 221,406 | 259,017 | 238,377 |
| Total other real estate owned | 8,405 | 10,535 | 12,709 | 13,409 | 3,689 |
| Acquired other real estate owned covered | 5,107 | 7,053 | 9,467 | 10,047 | |
| FDIC loss-share receivable | 23,837 | 41,306 | 60,731 | 83,901 | |
| Federal Home Loan Bank stock, at cost | 8,510 | 7,342 | 4,330 | 4,067 | 3,703 |
| Other equity securities, at cost | 1,010 | 1,010 | 1,010 | 1,010 | 1,010 |
| Deposits | 1,322,109 | 1,076,421 | 869,554 | 884,187 | 534,243 |
| Other borrowings | 159,247 | 131,394 | 60,000 | 35,000 | 62,500 |
| Federal funds purchased and securities sold under repurchase agreements | 43,339 | 37,648 | 33,219 | 35,049 | 32,421 |
| Stockholders' equity | 160,018 | 125,063 | 120,649 | 124,136 | 119,340 |

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| | 2014 | Year Ended December 31, | | | 2010 |
|---|-----------|-------------------------|-----------|-----------|-----------|
| | | 2013 | 2012 | 2011 | |
| | | (In thousands) | | | |
| Selected Operations Data: | | | | | |
| Total interest income | \$ 71,412 | \$ 65,651 | \$ 54,738 | \$ 39,449 | \$ 28,439 |
| Total interest expense | 8,265 | 7,385 | 7,613 | 10,350 | 8,274 |
| Net interest income | 63,147 | 58,266 | 47,125 | 29,099 | 20,165 |
| Provision for loan losses | 1,569 | 1,735 | 5,930 | 2,800 | 5,500 |
| Net interest income after provision for loan losses | 61,578 | 56,531 | 41,195 | 26,204 | 14,665 |
| Fees and service charges | 10,565 | 9,518 | 8,305 | 7,719 | 6,177 |
| Mortgage banking activities | 21,861 | 10,509 | 4,768 | 2,377 | |
| Impairment loss on securities | | | | (43) | |
| Gain on sales of securities | 956 | 85 | 2,838 | 684 | 294 |
| Life insurance proceeds | | | | 32 | 916 |
| Gain (loss) on acquisitions | | 4,188 | (56) | 4,217 | 2,722 |
| Accretion of FDIC loss-share receivable | (10,426) | (9,293) | (4,325) | 381 | |
| Other noninterest income | 3,642 | 3,407 | 2,869 | 2,100 | 2,375 |
| Total noninterest income | 26,598 | 18,414 | 14,399 | 17,467 | 12,484 |
| Total noninterest expense | 77,354 | 58,951 | 46,252 | 38,746 | 26,049 |
| Income before tax expense (benefit) | 10,822 | 15,994 | 9,342 | 4,925 | 1,099 |
| Income tax expense (benefit) | 3,254 | 4,679 | 2,585 | 1,100 | (307) |