

RENASANT CORP  
Form 10-K/A  
August 22, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K/A**

AMENDMENT NO. 1

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**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

For fiscal year ended December 31, 2005

Commission file number 000-12154

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**RENASANT CORPORATION**

(Exact name of registrant as specified in its charter)

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**Mississippi**  
(State or other jurisdiction of  
incorporation or organization)

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

**209 Troy Street**  
**Tupelo, Mississippi 38802**  
(Address of principal executive offices) (Zip Code)

**(662) 680-1001**  
(Registrant's telephone number)

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Securities registered pursuant to Section 12(b) of the Act: Common Stock, \$5.00 Par Value

Securities registered pursuant to Section 12(g) of the Act: NONE

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES  NO

As of June 30, 2005, the aggregate market value of the registrant's common stock, \$5.00 par value per share, held by non-affiliates of the registrant, computed by reference to the last sale price as reported by Nasdaq for such date, was \$296,329,198.

As of July 31, 2006, 10,354,917 shares of the registrant's common stock, \$5.00 par value per share, were outstanding. The registrant has no other classes of securities outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement dated March 9, 2006, relating to the 2006 annual meeting of shareholders of Renasant Corporation, are incorporated by reference into Part III.

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**EXPLANATORY NOTE**

Renasant Corporation (the Company) filed its Annual Report on Form 10-K for the year ended December 31, 2005 on March 9, 2006 (the Original Filing). The Company is filing this Amendment No. 1 on Form 10-K/A (this Amendment) solely to disclose under Part II, Item 9B information about changes in the compensation paid to the Company's non-employee directors that was inadvertently omitted from the Original Filing. No revisions have been made to the Company's financial statements or any other disclosure contained in the Original Filing.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment contains only the text of Part II, Item 9B and new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Those sections or exhibits of the Original Filing that are unaffected by this Amendment are not included herein. There was no disclosure in the Original Filing under Part II, Item 9B, and thus the entire text set forth in this Amendment is new.

This Amendment continues to speak as of the date of the Original Filing, and the Company has not updated the disclosure contained herein to reflect events that have occurred since the filing of the Original Filing. Accordingly, this Amendment should be read in conjunction with the Company's other filings, if any, made with the Securities and Exchange Commission subsequent to the filing of the Original Filing, including the amendments to those filings, if any.

**PART II**

**Item 9B. Other Information.**

*Increase in Directors Compensation*

Upon the recommendation of the Compensation Committee of the Board of Directors of Renasant Corporation (the Company), the Board of Directors of the Company, at a meeting held on December 20, 2006, approved certain modifications to the Company's existing director compensation program. The modifications, which are effective on January 1, 2006, are described below.

The director compensation program, as modified by the Board, provides that each non-employee director will receive the following annual compensation: (i) a cash retainer in the amount of \$15,000 (increased from \$6,000) and (ii) an additional cash payment in the amount of \$7,500 to be pro rated and paid monthly and, at each director's election, deferred into the Company's Deferred Stock Unit Plan. In addition, fees for attendance at Board meetings have been eliminated, and fees for attendance at meetings of the Audit Committee of the Board of Directors have been increased from \$700 per meeting to \$1,000 per meeting for the Chairman of the Audit Committee and from \$350 per meeting to \$500 per meeting for each other Audit Committee member. Fees for attendance at other committee meetings remain at \$350 per meeting. Finally, the Board approved an additional payment in the amount of \$6,500 to the lead director of the Board (as defined in the Company's Bylaws, as amended). Non-employee directors will continue to be reimbursed for expenses incurred to attend Board and committee meetings.

Directors who are employees of the Company continue to receive no additional compensation for service as a director.

**PART IV**

**Item 6. Exhibits, Financial Statement Schedules.**

(a) - (3) Exhibits required by Item 601 of Regulation S-K

<b>Exhibit Number</b>	<b>Description</b>
31.1	Certification of the Chief Executive Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

August 17, 2006

RENASANT CORPORATION

/s/ E. Robinson McGraw

E. Robinson McGraw

Chairman, President & Chief Executive Officer

**EXHIBIT INDEX**

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