

MIDSOUTH BANCORP INC  
Form 8-K  
January 31, 2013

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) January 29, 2013

MidSouth Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Louisiana (State or other jurisdiction of incorporation)	1-11826 (Commission File Number)	72-1020809 (I.R.S. Employer Identification No.)
102 Versailles Boulevard, Lafayette, Louisiana (Address of principal executive offices)		70501 (Zip Code)

Registrant's telephone number, including area code 337-237-8343

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On January 29, 2013, MidSouth Bancorp, Inc. (the "Company") issued a press release regarding the Company's earnings for the quarter ended December 31, 2012. The Company's earnings release, including financial highlights, is attached as Exhibit 99.1.

The preceding information (including Exhibit 99.1) is being furnished pursuant to Item 2.02 of this Form 8-K. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS, APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On January 30, 2013, the Compensation Committee of the Board of Directors of MidSouth Bancorp, Inc. approved the 2013 Annual Incentive Compensation Plan (“AICP”), under which each of the Company’s Named Executive Officer’s participates. Under the AICP, an annual bonus pool is established and will be funded based on the achievement of goals established by the Compensation Committee. Awards under the AICP are based on the extent to which the established goals are met based on a “target” level established by the Compensation Committee and no payments will be made under awards unless the “threshold” levels established by the Compensation Committee are achieved. For 2013, the Compensation Committee has determined that 100% of each Named Executive Officer’s potential award under the AICP will be based on the achievement of overall Bank goals, which, like 2012, are based on net income improvement, net core deposit growth and net loan growth.

Item 8.01. OTHER EVENTS AND REGULATION FD DISCLOSURE

On January 30, 2013, the Board of MidSouth Bancorp, Inc. announced a cash dividend was declared in the amount of seven cents (\$.07) per share to be paid on its common stock on April 15, 2013 to shareholders of record on April 1, 2013. The Board also announced a cash dividend of 1.00% per preferred share was declared on its 4.00% Non-Cumulative Perpetual Convertible Preferred Stock. The dividend is payable on April 15, 2013 to shareholders of record on April 1, 2013. The Company’s press release announcing the cash dividends is attached as Exhibit 99.2.

Supplemental information on fourth quarter 2012 results can be found on the Investor Relations tab of the Company’s website at [www.midsouthbank.com](http://www.midsouthbank.com). A copy of the slides included under the Investor Relations tab is filed herewith as Exhibit 99.3.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 Press Release for 4th Quarter Earnings dated January 29, 2013.

99.2 Press Release for Quarterly Dividend dated January 31, 2013.

99.3 Supplemental Materials for 4th Quarter 2012 – Slide Deck

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MIDSOUTH BANCORP, INC.  
Registrant

By: /s/ James R. McLemore  
James R. McLemore  
Chief Financial Officer

Date: January 31, 2013

