

TRUSTMARK CORP  
Form 8-K  
December 04, 2009

**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  
December 1, 2009**

**Date of Report (Date of earliest event reported)**

**TRUSTMARK CORPORATION**

(Exact name of registrant as specified in its charter)

**Mississippi**

(State or other jurisdiction of  
incorporation)

**000-03683**

(Commission File Number)

**64-0471500**

(IRS Employer Identification No.)

**248 East Capitol Street, Jackson, Mississippi**

(Address of principal executive offices)

**39201**

(Zip Code)

Registrant's telephone number, including area code:

**(601) 208-5111**

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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 1, 2009, Trustmark Corporation (the Company ) entered into an Underwriting Agreement (the Agreement ) with UBS Securities LLC and J. P. Morgan Securities Inc., as representatives of the several underwriters named in Schedule A attached to the Agreement (the Underwriters ), in connection with the public offering of 5,405,406 shares of its common stock, without par value (the Common Stock ) at a public offering price of \$18.50 per share. The Agreement grants the Underwriters an option to purchase up to an additional 810,810 shares of Common Stock from the Company to cover over-allotments, if any, until December 31, 2009.

The Underwriters exercised their over-allotment option in full on December 2, 2009.

The net proceeds to the Company of the offering described in the Agreement, taking into account the exercise of the Underwriters over-allotment option, and after deducting the underwriting discount and estimated offering expenses payable by the Company, will be approximately \$109.3 million.

The closing of the offering is expected to occur on December 7, 2009, and is subject to closing conditions customary for an offering of its kind.

A copy of the Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

**Number**

**Description of Exhibits**

- |     |  |
|-----|--|
| 1.1 | Underwriting Agreement, dated December 1, 2009, among Trustmark Corporation, UBS Securities LLC and J. P. Morgan Securities Inc., as representatives of the several Underwriters listed in Schedule A thereto. |
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**SIGNATURES**

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.

**TRUSTMARK CORPORATION**

BY: /s/ Louis E. Greer

Name: Louis E. Greer

Title: Treasurer and Principal Financial Officer

DATE: December 4, 2009