

MIDSOUTH BANCORP INC
Form DEF 14A
April 12, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

MidSouth Bancorp, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

MIDSOUTH BANCORP, INC.

102 Versailles Boulevard
Versailles Centre
Lafayette, Louisiana 70501

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Lafayette, Louisiana
April 12, 2016

We will hold our annual shareholders meeting on Wednesday, May 25, 2016, at 1:00 p.m., local time, at our corporate offices, located at 102 Versailles Boulevard, Lafayette, Louisiana 70501, where we will vote upon:

1. the election of three directors for a term to expire in 2019;
2. a proposal to approve a non-binding advisory resolution on the compensation of our named executive officers;
3. a proposal to ratify the appointment of Porter Keadle Moore, LLC (“PKM”) as the Company’s independent registered public accounting firm for the year ending December 31, 2016; and
4. such other matters as may properly come before the meeting or any adjournments.

The items of business listed above are more fully described in the Proxy Statement accompanying this notice. If you were a holder of our common stock on March 31, 2016, you are entitled to notice of and to vote at the meeting.

Your vote is important. Whether or not you expect to attend the annual meeting, it is important that your shares be represented and voted at the meeting.

PLEASE MARK, SIGN, DATE, AND PROMPTLY RETURN YOUR PROXY BY FOLLOWING THE INSTRUCTIONS FOR VOTING BY MAIL, OR SUBMIT YOUR PROXY BY FOLLOWING THE INSTRUCTIONS FOR VOTING BY PHONE OR ON THE INTERNET. THANK YOU.

BY ORDER OF THE BOARD OF DIRECTORS

R. Glenn Pumpelly
Secretary to the Board

Internet Availability of Proxy Materials

A U.S. Securities and Exchange Commission rule allows us to furnish proxy materials to shareholders over the Internet. As a result, beginning on or about April 12, 2016, we send by mail a Notice of Internet Availability of Proxy Materials, containing instructions on how to access our proxy materials, including our Proxy Statement and 2015 Annual Report, over the Internet and how to vote. Internet availability of our proxy materials is designed to expedite receipt by shareholders and lower the cost and environmental impact of the annual meeting. However, if you received such a notice and would prefer to receive paper copies of the proxy materials, please follow the instructions included in the Notice of Internet Availability of Proxy Materials.

If you have received paper copies of the proxy materials and would prefer to receive only electronic copies of such materials, please contact Shaleen B. Pellerin at (337) 593-3011, or write to her at 102 Versailles Boulevard, Versailles Center, Lafayette, Louisiana 70501, if your shares are registered in your name, or by calling your bank, broker or other nominee.

If you hold our stock through more than one account, you may receive multiple copies of these proxy materials and will have to follow the instructions of each in order to vote all of your shares of our stock.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR OUR ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 25, 2016.

Our Proxy Statement for the 2016 Annual Meeting and our Annual Report to shareholders for the year ended December 31, 2015 are available at www.envisionreports.com/MSL.

MIDSOUTH BANCORP, INC.
102 Versailles Boulevard
Versailles Centre
Lafayette, Louisiana 70501

PROXY STATEMENT

This Proxy Statement is being sent to our shareholders to solicit on behalf of our Board of Directors proxies for use at our annual shareholders meeting (the “Annual Meeting”) to be held on Wednesday, May 25, 2016, at 1:00 p.m. at our corporate offices, located at 102 Versailles Boulevard, Versailles Center, Lafayette, Louisiana and at any adjournments thereof. Directions to attend the Annual Meeting, where you can vote in person, can be found on our website at MidsouthBank.com or may be obtained by calling Shaleen B. Pellerin at (337) 593-3011. This Proxy Statement is first being mailed to shareholders on or about April 12, 2016. As used in this Proxy Statement, the terms, “we,” “us,” “our” and the “Company” refer to MidSouth Bancorp, Inc., and the terms “MidSouth Bank” and the “Bank” refer to our wholly owned subsidiary, MidSouth Bank, N.A.

Only holders of our common stock as of the close of business on March 31, 2016, are entitled to notice of and to vote at the Annual Meeting. On that date we had outstanding 11,373,399 shares of common stock, each of which is entitled to one vote. On that date we also had outstanding shares of two series of non-voting preferred stock, our Senior Non-Cumulative Perpetual Preferred Stock, Series B and our 4.00% Non-Cumulative Perpetual Convertible Preferred Stock, Series C.

The presence, in person or by proxy, of holders of a majority of our common stock is needed to make up a quorum for the Annual Meeting. Abstentions will be treated as present for purposes of determining a quorum. In addition, shares held by a broker as nominee (i.e., in “street name”) that are represented by proxies at the Annual Meeting, but that the broker fails to vote on one or more matters as a result of incomplete instructions from a beneficial owner of the shares (“broker non-votes”), will also be treated as present for quorum purposes.

The proposal to elect three directors to serve as members of our Board of Directors requires the affirmative vote of a plurality of the shares of common stock present, in person, or represented by proxy at the Annual Meeting. “Plurality” means that the individuals who receive the largest number of votes are elected as directors, up to the maximum number of directors to be chosen. As a result, abstentions and broker non-votes will have no effect on this proposal. The proposal to approve a non-binding resolution regarding the compensation of our named executive officers (the “Named Executive Officers” or “NEOs”), often called a “say-on-pay” proposal, requires a majority of the votes cast at the Annual Meeting. Accordingly, abstention and broker non-votes will have no effect on this proposal. The proposal to ratify the appointment of Porter Keadle Moore, LLP (“PKM”) as the Company’s independent registered public accounting firm for the year ending December 31, 2016 requires a majority of the votes cast at the Annual Meeting. Accordingly, abstention and broker non-votes will have no effect on this proposal.

Under the rules of the New York Stock Exchange (“NYSE”), if your broker holds your shares (i.e., in “street name”) and delivers this proxy statement to you, the broker generally has authority to vote the shares on “routine” matters. Item 3, the ratification of PKM as the Company’s independent registered public accounting firm, is a matter we believe will be considered “routine”; even if the broker does not receive instructions from you, the broker is entitled to vote your shares in connection with Item 3. The other Items (1 and 2) are matters we believe will be considered “non-routine”; the broker is not entitled to vote your shares without instructions.

Each of these proposals was recommended by our Board of Directors. If any proposal comes before the Annual Meeting that has not been recommended by a majority of our “Continuing Directors,” as defined in our Articles of Incorporation, then approval of any such proposal requires the affirmative vote of at least 80% of the “Total Voting Power” of the Company, as defined in our Articles of Incorporation.

You may vote your shares by any one of the following methods:

• By mail: Mark your votes, sign and return the proxy card or vote instruction form in the enclosed postage paid envelope.

• By Internet: Log onto the website indicated on your enclosed proxy card or vote instruction form.

• You may attend the Annual Meeting in person and use a ballot to cast your vote.

If you vote by the Internet, you do not need to send in your proxy card or vote instruction form. The deadline for Internet voting will be 1:00 a.m., Eastern Time, on May 24, 2016. If your shares are held in street name, and you wish to vote your shares at the Annual Meeting, you will need to contact your bank, broker or other nominee to obtain a legal proxy form that you must bring with you to the meeting to exchange for a ballot.

All proxies received in the enclosed form will be voted as you specify. If you sign and return your proxy form but do not specify how to vote your shares, your shares will be voted for the election of the director nominees named herein that have been recommended by the Board of Directors for election, for the proposal to approve a non-binding advisory resolution on our compensation of our NEOs and for the ratification of the appointment of PKM. We do not know of any other matters to be presented at the Annual Meeting other than the election of directors, the approval of the say-on-pay proposal and the ratification of the appointment of PKM described in this Proxy Statement, but if any other matter does come up, the persons named in the enclosed proxy will vote the shares covered by the proxy as determined by the Board of Directors.

You have the right to change and revoke your proxy at any time before the Annual Meeting. If you hold your shares in your name, you may contact our Corporate Secretary and request that another proxy card be sent to you. Alternatively, you may use the Internet to re-vote your shares, even if you mailed your proxy card or previously voted using the Internet. The latest-dated, properly completed proxy that you submit, whether through the Internet or by mail, will count as your vote. Please note that if you re-vote your shares by mail, your re-vote will not be effective unless it is received by our Corporate Secretary at the address specified herein prior to the Annual Meeting. If your shares are held in street name, you must contact your broker or other nominee and follow its procedures for changing your vote.

The cost of soliciting proxies will be borne by us. In addition to the mail, proxies may be solicited by our directors and officers through personal interview, telephone, facsimile, internet and e-mail. Banks, brokerage houses and

other nominees or fiduciaries may be asked to forward these materials to their principals and to get authority to execute proxies, and we will, upon request, reimburse them for their expenses in so acting.

ANNUAL MEETING BUSINESS

Item 1. Election of Directors.

Our Articles of Incorporation provide for three classes of directors, with one class to be elected at each annual meeting for a three-year term. At the Annual Meeting, three Class II Directors will be elected to serve until the 2019 Annual Meeting or their earlier resignation, removal or death and until their successors are elected and qualified.

Unless you withhold authority, the persons named in the enclosed proxy will vote the shares covered by the proxies received by them for the election of the three Class II director nominees named below that have been nominated and recommended by the Board. The Board of Directors has no reason to believe that any of the persons nominated and recommended by the Board is not available or will not serve if elected. If for any reason a nominee becomes unavailable for election, the Board of Directors may designate substitute nominees, in which event the shares represented by proxies returned to us will be voted for such substitute nominees, unless an instruction to the contrary is indicated on the proxy.

Other than the Board of Directors, only shareholders who have complied with the procedures described below under “Corporate Governance – Director Nomination” may nominate a person for election. No shareholder nominations for the election of directors were received in connection with the Annual Meeting.

The following table gives information as of March 31, 2016, about each person nominated by the Board for election as a director and each director whose term will continue after the Annual Meeting, including information regarding why we believe such person should serve as a director of the Company. Unless otherwise indicated, each person has had the principal occupation shown for at least the past five years.

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF EACH OF THE FOLLOWING NOMINEES.

Director Nominees for terms that expire in 2019 (Class II Directors)

Name	Age	Principal Occupation, Background and Qualifications
Will Charbonnet, Sr. Director since 1984	68	Our Chairman of the Board; Treasurer of Crossroads Catholic Bookstore (non-profit corporation); Controller of Philadelphia Fresh Foods, L.L.C. Mr. Charbonnet's degree in Civil Engineering, coupled with his financial expertise, extensive business background, and experience on numerous boards and committees has equipped him with the leadership and analytical skills necessary to serve as the Chairman of the Board, to direct the affairs of a highly regulated company, and to provide guidance on technology issues.
Joseph V. Tortorice, Jr. Director since 2004	67	C.E.O., Deli Management, Inc. (Jason's Deli) Mr. Tortorice's familiarity with the Texas markets we serve and his experience in corporate management coupled with his leadership, human relations and strategic planning background provide significant guidance and value to the Board.
Leonard Q. "Pete" Abington Director since 2012	78	Entrepreneur Mr. Abington's professional experience serving as Chairman of the Boards of PSB Financial Corporation and Peoples State Bank and his in-depth understanding of the North Louisiana business climate, automobile industry, and our customer base is valuable to the Board.

Directors whose terms expire in 2017 (Class III Directors)

Name	Age	Principal Occupation, Background and Qualifications
James R. Davis, Jr. Director since 1991	63	President, Quigley & Company, L.L.C.; Chairman of our Audit Committee Mr. Davis' extensive understanding of real estate, oil and gas, and related investment and financing activities provides the Board with the expertise in understanding financial statements, accounting methodologies and compensation practices which is essential to his service on the Audit Committee as our audit committee financial expert.
Milton B. Kidd, III, O.D. Director since 1996	67	Optometrist, Kidd & Associates, L.L.C. Dr. Kidd's corporate experience in the medical profession in addition to his contacts in our Louisiana markets provide a broad base of relevant financial and operations experience adds depth to the Company's Board.
R. Glenn Pumpelly Director since 2007	57	President, GP Holdings of Louisiana, L.L.C.; Our Secretary to the Board Mr. Pumpelly's experience and relationships in the energy industry as well as his past leadership involvement on various boards, including the Federal Reserve Board, gives him an intrinsic understanding of the Company's financial strategic management which is a skill essential to the Board's risk oversight function.

Director whose terms expire in 2018 (Class I Directors)

Name	Age	Principal Occupation, Background and Qualifications
C. R. Cloutier Director since 1984	69	Our President and C.E.O., and C.E.O. of MidSouth Bank Mr. Cloutier brings knowledge of the day-to-day management of the Company as well as his expertise in many areas, including financial, corporate governance, risk assessment, and operational matters. In addition, his 50+ years in the banking industry, his service on the Federal Reserve Board, and his extensive contacts and involvement within our communities and on the national scene are valuable to the Board. Mr. Cloutier is the father of Mr. Troy M. Cloutier, the Bank's President and Chief Banking Officer.
Jake Delhomme Director since 2015	41	Business owner and retired NFL Quarterback Mr. Delhomme's youth and leadership experience equip him with the vision and understanding to contribute broad perspective and insight to Board discussions on technology-driven products and services and strategic planning.
Timothy J. Lemoine Director since 2007	65	Independent Construction Consultant Mr. Lemoine's leadership experience in the various aspects of the construction industry, including contract negotiations, investments activities, and risk management provide the board with an important resource for assessing and managing risks and planning corporate strategy.
William M. Simmons Director since 1984	82	Investor, Retired Mr. Simmons' business experience and contacts in the Louisiana and Texas markets throughout his long-term relationship and service to the Company are among his qualifications to provide significant value to the Board.

Item 2. Proposal to Approve a Non-binding Advisory Resolution on the Compensation of our Named Executive Officers

Pursuant to Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we are seeking advisory shareholder approval of the compensation of our Named Executive Officers as disclosed in this Proxy Statement, commonly known as a "say-on-pay" proposal. At the 2015 Annual Meeting, our shareholders expressed their continued support of our executive compensation programs by approving the non-binding advisory vote on our executive compensation for 2014. A majority of our shareholders previously expressed a preference for holding say-on-pay votes every year. Accordingly, we intend to hold annual say-on-pay votes.

Shareholders are being asked to vote on the following advisory resolution:

"Resolved, that the shareholders hereby approve the compensation of our Named Executive Officers as reflected in the Proxy Statement for the Annual Meeting and as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, which disclosure includes the Compensation Discussion and Analysis, the compensation tables and all related material in the Proxy Statement."

Shareholders are encouraged to carefully review the executive compensation sections of this Proxy Statement outlining the Company’s executive compensation program. The Board of Directors believes that the Company’s compensation policies and procedures are centered on a pay-for-performance culture and are aligned with the long-term interests of shareholders, and, accordingly, recommends a vote in favor of this resolution.

If this resolution is not approved by our shareholders, such a vote shall not be construed as overruling a decision by the Board of Directors or Compensation Committee of the Board, nor create or imply any additional fiduciary duty by the Board of Directors or the Compensation Committee. However, while not binding, the Board of Directors and the Compensation Committee will consider the non-binding vote of our shareholders on this resolution when reviewing compensation policies and practices in the future.

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE PROPOSED RESOLUTION APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

Item 3. To ratify the appointment of Porter Keadle Moore, LLC (“PKM”) as the Company’s independent registered public accounting firm for the year ending December 31, 2016.

The Audit Committee of the Board of Directors has appointed the firm of PKM to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2016. Our organizational documents do not require that our shareholders ratify the appointment of the independent registered public accounting firm, but we do so because we believe it is a matter of good corporate practice. If the shareholders do not ratify the appointment, the Audit Committee will reconsider whether to retain PKM, but still may retain them. Even if the appointment is ratified, the Audit Committee may change, in its discretion, the appointment at any time if it determines that it would be in the best interests of our Company and our shareholders to do so.

Representatives of PKM will be present at the Annual Meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate shareholder questions.

During the period covering the fiscal years ended December 31, 2015 and 2014, PKM performed the following professional services:

Description	2015	2014
Audit Fees	\$ 239,192	\$ 228,607
Audit-Related Fees	\$ -	\$ 9,580
Tax Fees	\$ 47,518	\$ 26,549
All Other Fees	-	-

Audit Fees. This category includes aggregate fees billed for professional services rendered by PKM for the audit of the Company’s annual consolidated financial statements for the years ended December 31, 2015 and 2014, including the audit of internal controls over financial reporting; review of the annual report on Form 10-K; review of quarterly condensed consolidated financial statements included in periodic reports filed with the SEC; and the review of regulatory filings included in documents filed with the SEC, including out of pocket expenses.

Audit-Related Fees. This category includes aggregate fees billed for professional services rendered by PKM for the review of the Company's compliance with ATM Network Security Compliance (TR-39) in 2014.

Tax Fees. This category includes aggregate fees billed for professional services by PKM for tax compliance, tax advice and tax planning. These services include assistance regarding federal and state tax compliance.

Pre-Approval Policy. The Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent auditors and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent auditors in accordance with this pre-approval and the fees for services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis. The Audit Committee approved all of the services performed by PKM in 2015.

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF PORTER KEADLE MOORE, LLC ("PKM") AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

AUDIT COMMITTEE REPORT

Our Audit Committee is composed of five non-employee directors. The Board has made a determination that each of the members of the Audit Committee satisfies the SEC and NYSE's requirements as to independence, financial literacy and experience applicable to Audit Committee members, and that several members have accounting or related financial management expertise. The Board of Directors has determined that Mr. James R. Davis, Jr., Chairman of the Audit Committee is an audit committee financial expert as that term is defined under regulations of the SEC. The responsibilities of the Audit Committee are set forth in our Audit Committee Charter.

The Committee reviewed and discussed the audited financial statements with management including a discussion of the quality of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures contained in the financial statements. The Committee also discussed with the independent auditors the matters required to be discussed by Auditing Standard No. 16. The Committee also received the written disclosures and the letter from the independent auditors required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence, and has discussed with the independent auditors the independent auditors' independence.

The Committee discussed with our internal and independent auditors the overall scope and plans for their respective audits. The Committee met with the internal and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of our internal controls, and the overall quality of our financial reporting.

Based on the reviews and discussions referred to above, the Committee recommended to the Board that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2015 for filing with the SEC.

By the members of the Audit Committee:

James R. Davis, Jr., Chairman
Will Charbonnet, Sr.
Clayton Paul Hilliard
Milton B. Kidd, III, O.D.
R. Glenn Pumpelly

Item 4. Such other matters as may properly come before the Annual Meeting or any adjournments

The Board of Directors knows of no other matters to be brought before the shareholders at the Annual Meeting. If other matters are presented for a vote at the meeting, the proxy holders will vote shares represented by properly executed proxies as directed by the Board of Directors.

Corporate Governance

Shareholder, Board and Committee Meetings. The following chart details the composition of the Board and its committees and also includes the number of meetings held by each group in 2015. For additional information on the committees, see “Standing Board Committees” below.

Director	Independent Director	Holding Company Board	Bank Board	Committees of the Holding Company Board			
				Audit	Comp	Exec	Corp Gov & Nom
Will Charbonnet Sr.	Yes	Chair	Chair	Member	Chair	Chair	Member
Leonard Q. Abington	Yes	Member	Member				
James R. Davis Jr.	Yes	Member	Member	Chair	Member	Member	
Jake Delhomme	Yes	Member	Member				
Clayton Paul Hilliard ⁽¹⁾	Yes	Member	Member	Member			Member
Milton B. Kidd III, O.D.	Yes	Member	Member	Member			
Timothy J. Lemoine	Yes	Member	Member				Member
R. Glenn Pumpelly	Yes	Member	Member	Member	Member	Member	Chair
William M. Simmons	Yes	Member	Member				Member
Joseph V. Tortorice, Jr.	Yes	Member	Member		Member	Member	
C. R. Cloutier	No	Member	Member			Member	
Total Members as of 12/31/2015		11	13 ⁽²⁾	5	4	5	5
Number of Meetings Held in 2015		11	11	8	8	10	5

⁽¹⁾ Clayton Paul Hilliard will not be standing for reelection and will be retiring as a director at the Annual meeting.

⁽²⁾ Troy M. Cloutier and Andrew G. Hargroder, M.D. are members of the Bank Board.

All directors attended at least 75% of the aggregate of the total number of meetings of the board of directors and the total number of meetings held by all committees of the board on which he served during 2015. While we encourage all Board members to attend the annual shareholder meeting, there is no formal policy as to their attendance. All of our directors attended the 2015 Annual Meeting.

Board Independence. Each year, our Corporate Governance and Nominating Committee review the relationships that each director has with us and with other parties. Only those directors who do not have any relationships that keep them from being independent within the meaning of applicable NYSE rules and who the Committee finds have no relationships that would interfere with the exercise of independent judgment in carrying out their responsibilities are considered to be “independent directors.” The Committee reviews a number of factors to evaluate independence, including the directors’ relationships with us and our competitors, suppliers and customers;

the relationships with management and other directors; the relationships their current and former employers have with us; and the relationships between us and other companies of which they are directors or executive officers. After evaluating these factors, the Committee determined all of the current directors, other than Mr. Cloutier, who is also an employee of the Bank, are independent within the meaning of applicable NYSE and SEC rules.

Director Training. We are committed to education and training in essential “best practices” for community banking. We provide our directors with current regulatory expectations for the execution of their duties as directors of the Company and the Bank. Our directors have the opportunity to attend education programs provided by federal banking regulators, including the Office of the Comptroller of the Currency, as well as other educational sessions directed to the due and proper execution of their duties. Such educational training includes presentations to the full Board of Directors on issues such as cybersecurity, information security, and business continuity by Jonathan Neel, our in-house Information Security Officer as well as off-site certification programs including the Certified Community Bank Director designation (CCBD), which is a collaboration of and administered by the Independent Bankers Association of Texas (IBAT) and the SW Graduate School of Banking Foundation (SWGSB). Currently, over half of our Board members have obtained the CCBD designation. In addition, Board members take an active role in the monitoring and development of information security, cybersecurity strategy, and risk assessment programs at the Bank.

Leadership Structure and Risk Management. The Board believes that our leadership structure, with separate persons serving as our Chairman of the Board and Chief Executive Officer (“CEO”), is the optimum leadership structure for our Company. We believe this structure recognizes the differences between the two roles. Our CEO is responsible for setting the strategic direction for the Company and the day-to-day leadership and performance of the Company, while our Chairman of the Board provides guidance to our CEO and sets the agenda and presides over meetings of the full Board of Directors as well as all regularly scheduled Executive Sessions of non-management/independent directors. We believe that the role of a separate Chairman, who is also an outside director, also helps enhance the independent oversight of management of the Company and helps to ensure that the Board is engaged with the Company’s strategy and how well it is being implemented.

In addition to the roles outlined above, the Board takes an active role in overseeing the management, operations, risk, and soundness of the Company. The Chairman of the Board and the Audit Committee Chairman serve as voting members of the Bank’s Special Assets Committee. In addition, the Chairman of the Company’s Audit Committee also chairs the Bank’s Risk Committee. The Bank’s Risk Committee assures that we maintain an effective system for identifying, measuring, monitoring, and controlling entity wide risk. The Committee also provides for the oversight of the quality and integrity of accounting, financial reporting, risk management, and control practices of the Company. We believe that such active Board participation strengthens the Company’s operations.

Shareholder and Interested Party Communications. Shareholders and all interested parties may communicate directly with the Board, the Chairman of the Board or the individual chairmen of committees by writing to them at P.O. Box 3745, Lafayette, Louisiana 70502. We will forward, and not screen, any mail we receive that is directed to an individual, unless we believe the communication may pose a security risk.

Code of Ethics. The Board has adopted a Code of Ethics and Corporate Governance Principles for our directors, officers and employees to promote honest and ethical conduct, full and accurate reporting, and compliance with laws as well as other matters. Copies of both documents are posted on the Investor Relations page of our website at MidsouthBank.com. A printed copy of our Code of Ethics and Corporate Governance Principles are available to any shareholder that requests it in writing from our Corporate Secretary. In addition, should there be any waivers of or amendments to these documents, those waivers or amendments will be posted on our website.

Standing Board Committees. The Board has an Audit Committee, an Executive Committee, a Compensation Committee, and a Corporate Governance and Nominating Committee. Each of these committees operates pursuant to a charter. The charters are available on the Investor Relations page of our website at MidsouthBank.com. A printed copy of each document is also available to any shareholder that requests it in writing from our Corporate Secretary.

Audit Committee. The responsibilities of the Audit Committee are set forth in our Audit Committee Charter. The Board has determined that each of the Audit Committee members has the requisite expertise generally required of an audit committee member under NYSE's requirements as to independence, financial literacy and experience applicable to Audit Committee members and that the Chairman of the Audit Committee, Mr. Davis, is an "audit committee financial expert" as defined in Item 407(d) (5) of SEC Regulation S-K.

Executive Committee. The responsibilities of the Executive Committee are set forth in our Executive Committee Charter. Its duties include shareholder relations, Bank examination and SEC reporting.

Compensation Committee. The responsibilities of the Compensation Committee are set forth in our Compensation Committee Charter. The board has made a determination that each of the members of the Compensation Committee satisfies the NYSE's independence requirements for Compensation Committee members. It is responsible for evaluating the performance and approving the compensation of our executive officers and administering our 2007 Omnibus Incentive Compensation Plan.

Corporate Governance and Nominating Committee. The responsibilities of the Corporate Governance and Nominating Committee are set forth in our Corporate Governance and Nominating Committee Charter. It is responsible for making determinations of director independence, assessing overall and individual Board performance and recommending director candidates, including recommendations submitted by shareholders.

Director Nominations. It is the Corporate Governance and Nominating Committee's policy that candidates for director have high personal and professional integrity, proven ability and judgment, and skills and expertise appropriate for serving the long-term interests of our shareholders. While we have not adopted a written diversity policy with respect to the composition of our Board, when selecting new, non-management candidates to serve on the Board, the Corporate Governance and Nominating Committee seeks directors with diverse experiences and perspectives. The committee considers, among other things, diverse backgrounds, professional experience, education and community involvement, as well as racial and gender diversity that would benefit the Board's deliberations and decisions. The Committee's process for identifying and evaluating nominees is as follows: (1) in the case of incumbent directors whose terms of office are set to expire, the Committee reviews their service, including the number of meetings attended, level of participation, quality of performance, and any related party transactions with us during the applicable time period; and (2) in the case of new director candidates, appropriate inquiries into their backgrounds and qualifications are made after considering the needs of the Board. The Committee meets to discuss and consider such candidate's qualifications, including whether the nominee is independent within the meaning of NYSE rules, and then recommends a candidate to the Board. In seeking potential nominees, the Committee uses its and management's network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm, although to date it has not done so.

The Committee will consider director candidates nominated by shareholders who follow the procedures set out in Article IV (H) of our Articles of Incorporation. In order to nominate a candidate for election as a director, pursuant to Article IV (H), unless otherwise required by law, the nominating shareholder individually, or together with a nominating shareholder group, must hold at least 3% of the total voting power of the Company's securities that are entitled to be voted on the election of directors. In addition, such securities must have been held continuously for at least three years as of the date of the notice of such nomination and must continue to be held through the date of the subject election of directors. In addition, any shareholder or group that makes a nomination must confirm that he, she or they are not holding any of the Company's securities with the purpose, or with the effect, of changing control of the Company. Further, any shareholder nominee for election as a director must also meet the objective criteria for "independence" of the NYSE.

Pursuant to Article IV (H), any such shareholder nomination delivered to the Company should include the following:

as to each person whom you propose to nominate:

- his or her name, age, business address, residence address, principal occupation or employment,
- the number of shares of our stock of which the person is the beneficial owner, and
- any other information relating to the person that would be required to be disclosed in solicitations of proxies for the election of directors by Regulation 14A under the Exchange Act; and

as to the nominating shareholder or nominating shareholder group:

- the name of the shareholder making such nomination, or if a group, the name of each shareholder in such nominating group,
- the business address, or if none, residence of the nominating shareholder or members of a nominating group,
- the number of shares of our stock of which such shareholder or nominating group are the beneficial owner,
- a statement that the nominee, if elected, consents to serve on the Board of Directors,
- the disclosures regarding the director nominee that would be required by Schedule 14A under the Exchange Act,
- a description of any agreements, arrangements or relationships between the nominating shareholder or nominating group giving the notice and the nominee,
- a statement regarding whether the nominating shareholder or any member of the nominating group has been involved in any litigation adverse to the Company or any of its subsidiaries within the past ten years and, if so, a description of such litigation, and
- a statement that, to the best of the nominating shareholder's or nominating group's knowledge, such nominee meets the Company's director qualification standards then in effect.

Shareholder nominations for election must be provided to the Company no earlier than 150 calendar days, and no later than 120 calendar days, before the anniversary of the date that we mailed our proxy materials for the prior year's Annual Meeting, except that, if we did not hold an Annual Meeting during the prior year, or if the date of the meeting has changed by more than 30 days from the prior year (or if we are holding a special meeting or conducting an election of directors by written consent) then such nomination must be transmitted to us within a reasonable time before we mail proxy materials for such meeting.

An inspector, not affiliated with us and appointed by our Corporate Secretary, will determine whether the notice provisions described above were met. If they determine that you have not complied with Article IV (H), your nomination will be disregarded. The foregoing is only a summary of the shareholder nomination procedures included in Article IV (H) of our Articles of Incorporation, is not complete and is qualified in its entirety to the full text of Article IV (H). You are encouraged to read the full text of Article IV (H) prior to submitting any nomination for election as a director of the Company.

The Committee will also consider director candidates recommended (but not nominated) by shareholders so long as such recommendations are received at least 120 days before the anniversary date that we mailed our proxy materials for the prior year's annual meeting.

The Corporate Governance and Nominating Committee does not intend to alter the manner in which it evaluates candidates, including the criteria set forth above, based on whether the candidate was nominated or recommended by a shareholder or otherwise.

Shareholder Proposals. Eligible shareholders who want to present a proposal qualified for inclusion in our proxy materials for the 2017 Annual Meeting must forward such proposal to our Secretary at the address listed on the first page of this Proxy Statement in time to arrive before December 14, 2016. Proxies may confer discretionary authority to vote on any matter for which we receive notice after February 26, 2017, without the matter being described in the Proxy Statement for our 2017 Annual Meeting.

Section 16(a) Beneficial Ownership Reporting Compliance. Section 16(a) of the Securities and Exchange Act of 1934 requires our directors, executive officers and 10% shareholders to file with the SEC initial reports of ownership and reports of changes in ownership of our equity securities, and to furnish us with copies of all the reports they file. On the basis of reports and representation of our directors, executive officers, and greater than 10% shareholders, all required reports were filed timely during 2015.

Compensation Committee Interlocks and Insider Participation. The Compensation Committee is composed entirely of independent directors. None of our executive officers has served on the board of directors or compensation committee (or other committee serving an equivalent function) of any other entity, whose executive officers served on our Board of Directors or Compensation Committee. None of the members of the Compensation Committee were an officer or other employee of our Company or any of our subsidiaries during 2015, or is a former officer or other employee of our Company or any of our subsidiaries.

SECURITY OWNERSHIP OF MANAGEMENT
AND CERTAIN BENEFICIAL OWNERS

Security Ownership of Management

The following table shows as of March 31, 2016, the beneficial ownership of our common stock by each director, nominee, and each NEO, and by all directors, nominees, and Executive Officers as a group.

Name	Amount and Nature of Beneficial Ownership ⁽¹⁾	Percent of Class	
Directors and Nominees:			
Will Charbonnet, Sr.	199,609 ^(1,2)	1.76	%
Leonard Q. Abington	821,980 ⁽³⁾	7.23	%
C. R. Cloutier	436,923 ^(1,4)	3.84	%
James R. Davis, Jr.	82,892 ^(1,5)	*	
Jake Delhomme	31,650 ⁽⁶⁾	*	
Clayton Paul Hilliard	178,870 ⁽⁷⁾	1.57	%
Milton B. Kidd, III, O.D.	248,658 ⁽⁸⁾	2.19	%
Timothy J. Lemoine	39,084 ⁽⁹⁾	*	
R. Glenn Pumpelly	90,473 ^(1,10)	*	
William M. Simmons	239,217 ⁽¹¹⁾	2.10	%
Joseph V. Tortorice, Jr.	134,462 ^(1,12)	1.18	%
Named Executive Officers:			
Jeffery L. Blum	5,500 ⁽¹³⁾	*	
Troy M. Cloutier	67,219 ⁽¹⁴⁾	*	
James R. McLemore	24,286 ⁽¹⁵⁾	*	
All directors, nominees, and Executive Officers as a group (14 persons)	2,646,762	23.27	%

* Less than 1%.

Stock held by our Directors' Deferred Compensation Plan & Trust (the "DDCP") is beneficially owned by its Plan Administrator, our Executive Committee, the members of which could be deemed to share beneficial ownership of all Stock held in the DDCP (356,969 shares or 3.14% as of March 31, 2016). For each director, the table includes the number of shares held for his or her account only, while the group figure includes all shares held in the DDCP.

(1) Stock held by our Employee Stock Ownership Plan (the "ESOP") is not included in the table, except that shares allocated to an individual's account are included as beneficially owned by that individual. Shares which may be acquired by exercise of options currently exercisable or that will become exercisable within 60 days of March 31, 2016 ("Current Options") are deemed outstanding for purposes of computing the percentage of outstanding Common Stock owned by persons beneficially owning such shares and by all directors and Executive Officers as a group but are not otherwise deemed to be outstanding.

(2) Includes 5,556 shares of common stock into which the 1,000 shares of Series C Preferred Stock that are beneficially owned by Mr. Charbonnet may be converted into and 23,792 shares as to which he shares voting and investment power.

(3) Includes 45,307 shares as to which Mr. Abington shares voting and investment power, including 19,179 shares of common stock into which the 3,452 shares of Series C Preferred Stock may be converted into and 327,382 shares of common stock into which the 58,924 shares of Series C Preferred Stock that are beneficially owned by Mr. Abington may be converted into.

(4) Mr. C. R. Cloutier and his wife, Brenda Cloutier, have pledged 41,000 shares to Whitney Bank securing a loan in the amount of \$281,591 with a balance of \$247,218 for their daughter's daycare business. Additionally, Mr. and Mrs. Cloutier have pledged 16,979 shares to First National Banker's Bank to secure a personal loan in the amount of \$130,000 with a balance of \$32,114. In addition, includes 75,248 shares as to which he shares voting and investment power and 28,340 shares issuable upon the exercise of Current Options.

(5) Mr. Davis has pledged 27,375 shares to Fidelity Homestead Savings Bank as partial security on a \$250,000 line of credit with a balance of \$247,000. The same shares are partial security and pledged to Tri Parish Bank for a \$140,000 loan with an outstanding balance of \$140,000.

(6) Includes 31,650 shares as to which he shares voting and investment power.

(7) Mr. Hilliard has pledged 43,672 shares to MidSouth Bank as partial security on a \$1,000,000 line of credit with a balance of \$270,000. In addition, includes 2,581 shares as to which he shares voting and investment power.

(8) Includes 900 shares of common stock into which the 162 shares of Series C Preferred Stock that are beneficially owned by Dr. Kidd may be converted into and 47,828 shares as to which he shares voting and investment power.

(9) Includes 18,532 shares as to which he shares voting and investment power.

(10) Includes 90,473 shares as to which he shares voting and investment power.

(11) Includes 4,650 shares as to which he shares voting and investment power.

(12) Includes 5,556 shares of common stock into which the 1,000 shares of Series C Preferred Stock he shares voting and investment power may be converted into and 111,805 shares as to which he shares voting and investment power.

(13) Includes 3,500 shares issuable upon the exercise of Current Options.

(14) Includes 41,976 shares as to which he shares voting and investment power. Additionally, he has 14,854 shares issuable upon the exercise of Current Options.

(15) Includes 17,024 shares issuable upon the exercise of Current Options.

The following table shows the number of shares in the Directors Deferred Compensation Plan (“DDCP”) and the Employee Stock Ownership Plan (“ESOP”), and the number of shares subject to Current Options that have been included in the above ownership table (see footnote 1 above).

Name	DDCP	ESOP	Current Options
Directors and Nominees:			
Leonard Q. Abington	--	--	--
Will Charbonnet, Sr.	58,815	--	--
C. R. Cloutier	71,613	41,222	28,340
James R. Davis, Jr.	46,519	--	--
Jake Delhomme	--	--	--
Clayton Paul Hilliard	26,763	--	--
Milton B. Kidd, III, O.D.	21,115	--	--
Timothy J. Lemoine	8,477	--	--
R. Glenn Pumpelly	--	--	--
William M. Simmons	60,627	--	--
Joseph V. Tortorice, Jr.	17,101	--	--
Named Executive Officers:			
Jeffery L. Blum	--	--	3,500
Troy M. Cloutier	--	8,389	14,854
James R. McLemore	--	3,069	17,024

Security Ownership of Certain Beneficial Owners

The following lists the only persons, other than our director Mr. Abington shown in the prior table, known to us as of March 31, 2016 to beneficially own more than five percent of our stock.

Name and Address Of Beneficial Owner	Common Stock Beneficially Owned as of Record Date	
	Amount	Percent of Class ⁽¹⁾
MidSouth Bancorp, Inc., Employee Stock Ownership Plan, ESOP Trustees and ESOP Administrative Committee ⁽²⁾ P. O. Box 3745 Lafayette, LA 70502	720,552	6.34%
DePrince Race & Zollo Inc. 250 S Park Ave Ste 250 Winter Park, FL 32789	598,085 ⁽³⁾	5.26%

⁽¹⁾ Based on 11,373,399 shares outstanding as of March 31, 2016.

⁽²⁾ Voting rights of the shares allocated to ESOP participants' accounts are passed through to them. The Trustees have investment power with respect to the ESOP's assets, but must exercise it in accordance with an investment policy established by the Administrative Committee. The Trustees are Irving Boudreaux, Regional President, Stephanie Burge, Financial Reporting Accountant, and Susan Benoit, Bank Officer. The Administrative Committee consists of the following three Bank Officers: Brenda Thibeaux, Monique Bradberry, and Susan Haydel.

⁽³⁾ As reported on Schedule 13F, DePrince Race & Zollo Inc., has shared voting power and shared dispositive power with respect to the shares.

Certain Relationships and Related Transactions

Directors, nominees, executive officers and their associates have been customers of, and have borrowed from MidSouth Bank in the ordinary course of business, and such transactions are expected to continue in the future. Any loans or other extensions of credit made by the Bank to such individuals were made in the ordinary course of business on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unaffiliated third parties and did not involve more than the normal risk of collectability or present other unfavorable features.

We have adopted a formal policy with respect to the approval of related party transactions, other than our policies with respect to the approval of loans made to directors and executive officers. Pursuant to this policy, the Audit Committee (or with respect to compensation matters, the Compensation Committee) will review and, if appropriate, approve any transaction in which the Company is or will be a party of and in which the amount exceeds \$120,000, and in which any of the Company's directors, executive officers or significant shareholders had, has or will have a material interest. Such transactions will only be approved if they are deemed to be in the best interest of the Company and its shareholders.

COMPENSATION DISCUSSION AND ANALYSIS

The following Compensation Discussion and Analysis (“CD&A”) may contain statements regarding current and future individual and Company performance targets and/or goals. We have disclosed this information in the limited context of our compensation programs; therefore, these statements should not be interpreted to be management’s expectations or estimates of results or other guidance. We specifically caution investors not to apply such statements to other contexts.

Executive Summary

We have prepared this CD&A to assist you in understanding our compensation programs. It is intended to explain the philosophy underlying our compensation strategy and the fundamental elements of the compensation we paid to our Chief Executive Officer, Chief Financial Officer, and other individuals included in the Summary Compensation Table for 2015 (collectively, the “NEOs”). Our compensation programs have been designed to reward performance in order to align the NEO’s interests with that of our shareholders. Given our operation in the highly-regulated banking industry, our compensation programs must also comply with the executive compensation disclosures outlined by federal agencies that oversee our operations, including the Board of Governors of the Federal Reserve System, the Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation. In recent years, such regulations have provided us with less flexibility in establishing our compensation programs than what others in the general industry may experience.

Our financial performance over the past several years has been impacted by the disruptions in the national economy and the resulting financial uncertainty that affected the banking industry. The recent sharp decline in energy prices added additional pressure on the market value of our common stock in 2015. MidSouth Bank began as an energy lender during the oil downturn of the 80’s and we have a strong thirty year track record of lending to this industry. We have seen many ups and downs in the oil and gas industry over the years, and continue to communicate with our customers who provide valuable insight on the present energy cycle. In the fourth quarter of 2014, as a prudent risk management strategy, we established a special reserve for potential future energy loan losses. At December 31, 2015, the energy-related reserve totaled \$6.8 million or approximately 2.6% of energy related loans. Our energy-related net charge-offs totaled \$1.6 million for 2015. We will continue to monitor credit exposure within the oil and gas portfolio and we will also continue to apply conservative underwriting practices that have served us well over our thirty year history.

Highlights for 2015 include:

Our earnings available to common shareholders decreased \$8.1 million, from \$18.4 million at December 31, 2014 to \$10.3 million at December 31, 2015. The decrease resulted primarily from an \$8.3 million increase in the provision for loan losses. Additionally, 2014 net earnings included \$3.0 million of executive officer life insurance proceeds. Pre-tax, pre-provision earnings totaled \$29.5 million in 2015 compared to \$32.1 million in 2014.

Total loans decreased \$20.8 million, or 1.62%, for the year ended December 31, 2015. The decrease in the loan portfolio during 2015 occurred primarily in the commercial and industrial and consumer loan portfolios.

Our stable core deposit base, which excludes time deposits, grew \$47.3 million to end the year at \$1.4 billion and accounted for 89.1% of deposits at December 31, 2015.

Our core FTE net interest margin decreased 19 basis points, from 4.39% in 2014 to 4.20% in 2015. The reported FTE net interest margin, including purchase accounting adjustments, decreased 29 basis points, from 4.63% for the year ended December 31, 2014 to 4.34% for the year ended December 31, 2015.

Our capital levels remain strong with Tier 1 leverage capital of 10.10% at December 31, 2015. Tier 1 risk-based capital and total risk-based capital ratios were 13.25% and 14.50%, respectively. Tier 1 common equity to total risk-weighted assets at December 31, 2015 was 8.91%.

We will continue our focus on growth in core revenues, loan production and stable core margins to support our strong balance sheet foundation in 2016. This solid foundation strengthened by strategic objectives for revenue enhancement and expense reduction combined with progress made in 2015 formed an important basis for the Compensation Committee's (the "Committee") executive compensation decisions.

Overview of Elements of Compensation

Historically we have used the following elements as part of our compensation program for our executive officers:

Base Salary – Fixed base pay reflective of each officer's position, individual performance, experience, and expertise.

While not at risk like incentive compensation, increases in base salary are also based on aligning our NEOs with peers of our asset size as well as tied to our performance.

• Annual Incentives – Generally cash awards based upon the achievement of defined performance targets under the Company’s 2015 Annual Incentive Compensation Plan (the “AICP”).

• Equity-based Awards – Equity incentive awards under our 2007 Omnibus Incentive Plan to encourage and reward long-term performance and retention.

• Discretionary Bonus Awards – Payment of discretionary bonuses provides flexibility to reward levels of performance that might not otherwise be reflected in other established incentive awards.

• Retirement Benefits – Includes the Employee Stock Ownership Plan (the “ESOP”), 401(k) retirement plan, and, with respect to Mr. C. R. Cloutier, the Executive Indexed Salary Continuation Agreement (the “EISCP”).

• Other Compensation – Certain executives also receive additional benefits and perquisites such as split dollar life insurance, supplemental term life insurance, supplemental disability insurance, company car, cell phone, Board of Director fees, and club memberships.

In establishing the 2015 compensation program, base salary and annual incentives comprised the largest part of potential total compensation payable to the executive officers. In determining annual compensation we consider a number of factors, including our goals for the upcoming year and how the various elements can be used to help achieve such goals in a prudent manner, the total compensation paid in the prior year, and the elements utilized for such compensation. In addition, regulatory restrictions on the ability to utilize certain elements also impacted our decisions.

Objectives of Our Compensation Programs

Our culture continues to strive for performance while prudently managing risks. We believe it is in the best interest of our shareholders and the Company to provide competitive compensation to attract and retain the most qualified executive officers with demonstrated leadership abilities that will secure our future. The Committee has the responsibility for continually monitoring the compensation paid to our NEOs as well as other executive employees. The Committee believes that compensation of our executive officers should encourage creation of shareholder value and achievement of strategic corporate objectives, while proactively managing risks associated with all such compensation programs impacting the Company, its subsidiaries, and its shareholders. Specifically, the Committee is committed to ensuring that the total compensation package for our executive officers will serve to:

• attract, retain, and motivate outstanding executive officers who add value to us based on individual and team contributions;

• provide a competitive salary structure and asset size in all markets where we operate;

• align the executive officers’ interests with the long-term interests of our shareholders to enhance shareholder value; and

• ensure that compensation programs do not encourage excessive risk taking or pose a threat to the safety and soundness of the organization.

Process for Determining Executive Officer Compensation

The Committee annually reviews and recommends the levels, performance goals, and strategic objectives, for the CEO to our Board, which has final approval of the CEO's compensation. The Board also has the authority at all times to make decisions to withhold incentive compensation awards, earned or unearned, in the event of unforeseen occurrences that could threaten the financial viability of the organization and its shareholders. The Committee consults with the CEO on the compensation levels of the other executive officers. Based on these discussions, the Committee, along with the CEO, recommends the compensation levels for the other NEOs to the Board. The Committee has the authority to retain separate advisors, including a compensation consultant, to assist the Committee in carrying out its responsibilities. In 2015, the Committee did not engage any compensation consultants or other third party consultants.

At the 2015 Annual Meeting, the shareholders approved the 2014 compensation of our NEOs with 97% of the votes cast. After considering this substantial level of approval as well as the Company's financial and operational performance over the past several years, the Committee determined that the executive compensation program was working as intended and did not make any significant changes to the program for 2015.

In connection with establishing the 2015 compensation program, the salaries of the NEOs were reviewed to help the Committee determine if our compensation arrangements were competitive in order to meet our goal of attracting, retaining and motivating our executive officers. The Committee reviewed limited publicly available data on SNL Financial from a few banks of similar asset size in Texas, Louisiana and Alabama. The committee also considered salary administration information prepared by regional resources including Independent Bankers Association of Texas, Louisiana Bankers Association, and Texas Bankers Association as well as McLagan whose reports were tailored to financial institutions in the \$1 to \$3 billion asset size range and within similar geographic locations as the Company. The Committee did not use this data to benchmark the total compensation, or any individual element thereof. While the Committee recognized the benefit of using this data to gauge the competitiveness of the Company's compensation programs, the Committee recognized that each financial institution is unique and that significant differences between institutions in regard to executive compensation practices exist.

Overview of 2015 Performance and Compensation

Base Salary. We believe it is necessary and prudent to pay a portion of total compensation in the form of a competitive fixed base salary. We believe the payment of a fixed base salary to our executive officers helps maintain productivity by providing a guaranteed and dependable base amount of income. In addition, we believe utilizing base salary as a large portion of the total potential compensation helps mitigate risks as the executives do not have to meet certain operational incentives in order to receive the payments.

It is our goal to set specific base salary levels which appropriately reflect the role and responsibility of the executive officer. During this process the Committee considers the abilities, qualifications, accomplishments, and prior work experience of the individual as well as the overall competitiveness of the compensation package when determining the final recommendation to the Board, including whether or not any changes to annual base salary should be made from the prior year. Salary changes from 2014 to 2015 are shown in the table below.

Named Executive Officer	2014 Base Salary	2015 Base Salary
C. R. Cloutier	\$425,000	\$441,000
James R. McLemore	\$240,000	\$252,500
Troy M. Cloutier	\$255,000	\$280,000
Jeffery L. Blum	\$220,000	\$225,000

In recommending the increases in base salary for 2015 set forth above, the Committee found that some of our NEOs base salaries, Messrs. C.R. Cloutier and Troy Cloutier, fell below the midpoint range of executives with similar responsibilities at similarly sized financial institutions based on the Committee's review of the information described above. The Committee felt these increases were appropriate in order to bring the salaries of those individuals in line with the market rate for their position and experience. For Messrs. McLemore and Blum, the Committee considered their added responsibilities and increased supervisory duties due to the death of our Former Chief Operating Officer in 2014 and the long term succession planning of the Company in determining that the raises were appropriate.

Annual Incentives. We believe annual incentives are an important element of executive officers' compensation because they provide additional incentive and motivation to the participants to lead us in achieving success. The AICP was designed to increase shareholder value by focusing the executive officers on our goals for the year and reward them for achievement of those goals. Payments under the AICP are based on a percentage of the participant's base salary including 5% for achievement of goals at the threshold level and 10% for achievement of goals at the target level. At its discretion, the Committee may pay awards above the 10% of base salary level if results are above the target level.

Awards under the AICP are tied to the achievement of goals in up to three categories: overall Bank goals, regional/departamental goals, and/or individual goals. The intent is to provide a plan that is based on what we believe are industry best practices and to provide motivation for each officer to achieve goals relative to overall Bank performance (thereby aligning their interests with those of our shareholders) and goals related to an officer's specific job function. We believe the AICP also helps mitigate risks by providing each officer with three company-wide goals as opposed to a single goal. Having multiple goals helps ensure there is an appropriate balance of objectives, which otherwise could lead to performance inconsistencies within other areas of the organization.

For all NEOs, 100% of eligible award payout dollars under the 2015 AICP were based on the achievement of our overall Company's goals, which were improvements in net income (80% weighting), net core deposit growth (10% weighting), and net loan growth (10% weighting). The AICP specifies that the net income goal must be reached to approve the payout of incentive compensation under the plan.

Performance Measure	Threshold Level	Target Level
Net income	\$18.67 million	\$18.67 million
Net core deposit growth	\$57.26 million	\$63.63 million
Net loan growth	\$125.93 million	\$139.92 million

The Committee reviewed the Company's 2015 financial performance and determined the Company had not achieved the target net income goal, which was defined as the forecasted 2015 net income approved by the Board of Directors in January 2015; therefore, there was no payout in 2015 under the AICP.

Equity-based Awards.

On August 17, 2015, awards of restricted stock were granted to the NEOs on a discretionary basis pursuant to our 2007 Omnibus Incentive Plan. The restricted stock awards include a three-year cliff vesting period from the date of grant and are nontransferable and subject to forfeiture until vested. The awards were granted based on the Committee's assessment of each officer's individual performance in 2014, expected future contributions, and were distributed in a prorated manner proportionate to a hierarchy of responsibilities of the NEOs. These equity-based awards are intended to retain executive officers and reward them for long-term stock price appreciation while providing some value to the recipient even if the stock price declines. They also serve to balance the riskier nature of stock options and provide a significant incentive to stay with the company.

Discretionary Bonuses. No discretionary bonuses were paid in 2015.

Retirement Benefits. Executive officers are eligible to participate in our 401(k) retirement plan, which is a Company-wide, tax-qualified retirement plan. The intent of this plan is to provide eligible employees with a tax-advantaged savings opportunity for retirement. We sponsor this plan to help employees save and accumulate assets for use during their retirement. As required, eligible pay under this plan is capped at annual limits defined under the Internal Revenue Code. The 401(k) plan allows for us to make a discretionary matching contribution. Matching contributions made to each participating NEO are included in the "All Other Compensation Table" below.

For 2015, an EISCP was in place for Mr. C. R. Cloutier. The agreement provides that upon the executive officer reaching normal retirement age, the executive officer can elect to receive payment of amounts as defined in the agreement and presented under the "Nonqualified Deferred Compensation" section below.

To encourage ownership by all employees and therefore tie their interest to the interests of the shareholders, we established the ESOP in 1986. The ESOP covers all employees who meet minimum age and service requirements. Amounts of annual contributions to the ESOP are determined on a discretionary basis by the Board. Information with respect to contributions made to each NEO under the ESOP is included in the "All Other Compensation Table" below.

Other Compensation. Certain executives receive additional benefits and perquisites such as split dollar life insurance, supplemental term life insurance, supplemental disability insurance, company car, moving expenses, cell phone, Board of Director fees, and club memberships.

We maintain a split dollar life insurance arrangement with Mr. C. R. Cloutier. This arrangement provides benefits to the executive officer's designated beneficiary in the event of the executive officer's death.

We provide Messrs. C. R. Cloutier, McLemore, T. Cloutier, and Blum with reimbursements for an individual supplemental term life insurance policy payable to a beneficiary of their choice and reimbursements for a supplemental long-term disability policy.

We view certain perquisites as beneficial to us as well as compensation to the executive officers. For example, the club memberships are regularly used in the general course of our business such as for business meetings or entertaining. Company cars are used primarily for business purposes.

The executive officers are eligible to participate in benefit plans sponsored by us on the same terms and conditions as those generally provided to salaried employees. Basic health benefits, dental benefits, and similar programs are provided to make certain that access to healthcare and income protection is available to our employees and the employee's family members. The cost of our benefit plans are negotiated with the providers of such benefits and the executive officers contribute to the cost of the benefits.

Severance Benefits Plan. The purpose of the Severance Benefits Plan is to provide temporary and short-term unemployment-type benefits to eligible employees whose employment is terminated under specific conditions described in the plan. The Committee adopted the plan to remain competitive with other financial institutions, many of which provide benefits similar to those provided under the Severance Benefits Plan. For additional information on payments to the NEOs that may be required under the Severance Benefits Plan, please see "Potential Payments upon Termination or Change-in-Control" below.

Employment Agreements. The Company currently has no active employment agreements in place for any of the NEOs. The Company's Board will evaluate employment agreements as needed in the future.

Financial Restatement. We adhere to Section 304 of the Sarbanes-Oxley Act of 2002 which requires a Company's chief executive officer and chief financial officer to give back certain incentive based or equity based compensation received in the event such company is required to restate its financial statements. We have also structured, with intention to modify as needed, our internal policies related to regulatory compliance guidelines in the event that recovery of erroneously awarded compensation would be necessary. In addition to the Sarbanes-Oxley Act of 2002, we anticipate additional claw back rules to be implemented pursuant to the Dodd-Frank Wall Street Reform and Recovery Act.

Stock Ownership Requirements. The Committee does not maintain a policy relating to stock ownership guidelines or requirements for our executive officers. The Committee does not believe it is necessary to impose such a policy on the executive officers. Currently, the NEOs as a group own 4.87% of our stock. If circumstances change, the Committee will review whether such a policy is appropriate for our executive officers.

Trading in the Company's Stock Derivatives. As part of the Company's Code of Ethics Policy, our Board of Directors and executive officers are prohibited from hedging their ownership of MidSouth Bancorp stock, including trading in publicly-traded options, puts, calls, or other derivative instruments related to MidSouth Bancorp stock or debt, as well as from engaging in short sales of the same. We are not aware that any of the executive officers have entered into these types of arrangements.

Tax Deductibility of the Named Executive Officers' Incentive and Equity Compensation. Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public companies for compensation over \$1.0 million paid to a corporation's CEO and its four other most highly compensated officers.

Tax and Accounting Implications. We consider the tax and accounting implications regarding the delivery of different forms of compensation. We believe that the most efficient form of compensation for the executive officers is cash; therefore, we place a greater emphasis on cash compensation over other forms (i.e., equity).

§409A Compliance. All compensation plans and other relevant documents were reviewed and modified as needed to comply with Internal Revenue Code - Section §409A requirements.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management.

Based upon such review, the related discussions and such other matters deemed relevant and appropriate to the Committee, the Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement to be delivered to shareholders.

Submitted by the Compensation Committee:

Will Charbonnet Sr., Chairman

James R. Davis, Jr.

R. Glenn Pumpelly

Joseph V. Tortorice, Jr.

Summary Compensation Table

The following table sets forth compensation earned from the Company for the fiscal years ended December 31, 2015, 2014 and 2013, by its NEOs.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽³⁾	Option Awards (\$)	Non-Equity Incentive Plan Comp (\$)	Change in Pension Value and Non-qualified Deferred Comp Earnings (\$)	All Other Comp (\$) ⁽¹⁾	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
C. R. Cloutier	2015	441,000	-	34,800	-	-	-	113,829	589,629
President & Chief Executive Officer	2014	425,000	-	-	-	38,250	-	110,917	574,167
	2013	425,000	-	-	-	-	-	111,586	536,586
James R. McLemore	2015	252,500	-	24,360	-	-	-	34,598	311,458
Senior Executive VP & Chief Financial Officer	2014	240,000	-	-	-	21,600	-	27,157	288,757
	2013	240,000	-	-	-	-	-	25,076	265,076
Troy M. Cloutier	2015	280,000	-	27,840	-	-	-	59,689	367,529
President, MidSouth Bank, N.A. & Chief Banking Officer	2014	255,000	-	-	-	22,950	-	58,196	336,146
	2013	255,000	-	-	-	-	-	52,673	307,673
Jeffery L. Blum	2015	225,000	-	20,880	-	-	-	43,209	289,089
Senior Executive VP & Chief Credit Officer	2014	90,000	35,000	-	100,894 ⁽²⁾	4,950	-	37,077	267,921
	2013	-	-	-	-	-	-	-	-

⁽¹⁾ All other 2015 compensation for NEOs includes the total of benefit and perquisite amounts as listed in the table below.

⁽²⁾ Consists of shares of stock options granted on August 5, 2014 at a fair value on grant date (estimated using the Black-Scholes Option Pricing Model) of \$5.77 for a five year vesting period.

⁽³⁾ Represents the grant date fair value of restricted stock granted on a discretionary one-time basis during 2015.

All Other Compensation Table

The following table sets forth all other compensation received from the Company in the form of benefits and perquisites for the fiscal year ended December 31, 2015, by its NEOs.

Name	Auto Expense (\$)	Board of Director Fees (\$)	Cell Phone (\$)	Club Membership (\$)	EIS/CP/Co. Contribution (\$)	ESOP Co. Contribution (\$)	401(k) Co. Contribution (\$)	Imputed Income-Split Dollar Life Ins (\$)	Supplemental Life Ins Premiums (\$)	Dividends (\$)	Supplemental Disability Ins Premiums (\$)	COBRA Reimburse (\$)
C. R. Cloutier	760	61,600	919	1,854	16,893	8,861	1,505	874	17,024			