

Ameris Bancorp
Form 8-K
June 15, 2012

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): June 13, 2012

Ameris Bancorp

(Exact Name of Registrant as Specified in Charter)

Georgia
(State or Other Jurisdiction
of Incorporation)

001-13901
(Commission
File Number)

58-1456434
(IRS Employer
Identification No.)

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310 First Street, S.E., Moultrie, Georgia

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (229) 890-1111

31768

(Zip Code)

(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 (*see* General Instruction A.2. below):

- ☐ 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 1.01 Entry Into a Material Definitive Agreement.

On June 13, 2012, Ameris Bancorp (the "Company") and its wholly-owned subsidiary, Ameris Bank (the "Bank"), entered into an underwriting agreement (the "Underwriting Agreement") with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Sandler O'Neill & Partners, L.P., as representatives of the several underwriters named therein (collectively, the "Underwriters"), and the United States Department of the Treasury ("Treasury") with respect to the offer and sale by Treasury of 52,000 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series A, \$0.01 par value per share (the "Preferred Stock"), at a public offering price of \$930.600 per share in an underwritten public offering. The Underwriting Agreement contains customary representations, warranties and covenants among the parties and also provides for, among other things, customary conditions to closing, rights to indemnification and termination provisions. The Preferred Stock was originally issued to Treasury on November 21, 2008 in connection with the Company's participation in Treasury's Troubled Asset Relief Program Capital Purchase Program.

The offering and sale of the Preferred Stock is being made pursuant to the Company's effective shelf registration statement on Form S-3 (File No. 333-180820) originally filed with the Securities and Exchange Commission on April 19, 2012, as supplemented by a final prospectus supplement dated June 13, 2012, and is expected to close on or about June 19, 2012. The Company will not receive any of the proceeds from the offering.

The public offering price and the allocation of the Preferred Stock in the offering were determined through an auction process conducted by the Underwriters. The Company did not submit any bids in the auction and will not purchase any of the Preferred Stock in the offering.

The description of the terms of the Underwriting Agreement above is only a summary, does not purport to be complete and is qualified in its entirety by the complete terms of the Underwriting Agreement, a copy of which is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 1.1 Underwriting Agreement dated June 13, 2012 among Ameris Bancorp, Ameris Bank, the United States Department of the Treasury and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Sandler O'Neill & Partners, L.P., as representatives of the several underwriters named therein.
- 12.1 Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERIS BANCORP

By: /s/ Dennis J. Zember Jr.
Dennis J. Zember Jr.
Executive Vice President and Chief Financial Officer
(principal accounting and financial officer)

Dated: June 15, 2012

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