

MIDSOUTH BANCORP INC  
Form DEFA14A  
April 13, 2012

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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  S

Filed by a Party other than the Registrant  F

Check the appropriate box:

F Preliminary Proxy Statement  
 F Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 F Definitive Proxy Statement  
 S Definitive Additional Materials  
 F 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):

S No fee required.

F 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:

(2) Aggregate number of securities to which transaction applies:

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

F Fee paid previously with preliminary materials:

F Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

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Form or Schedule and the date of its filing.

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| (1) | Amount Previously Paid:                       |
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| (3) | Filing Party:                                 |
| (4) | Date Filed:                                   |

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MidSouth Bancorp, Inc.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on Wednesday, May 23, 2012

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 11, 2012, to facilitate timely delivery.

MIDSOUTH BANCORP, INC.

Dear MidSouth Bancorp, Inc. Stockholder:

The 2012 Annual Meeting of Stockholders of MidSouth Bancorp, Inc. (the "Company") will be held at our Corporate office, 102 Versailles Blvd., Lafayette, Louisiana, 70501, on Wednesday, May 23, 2012, at 1:00 p.m. (local time).

Proposals to be considered at the Annual Meeting:

- (1) to elect four Class I Directors to serve until the 2015 annual meeting of stockholders of the Company;
- (2) Approval of a non-binding advisory resolution on the compensation of our Named Executive Officers;
- (3) to vote on a proposal to approve a non-binding advisory resolution on the frequency of future advisory votes on the compensation of our Named Executive Officers;
- (4) to consider and act upon any other business that may properly come before the meeting or any adjournment(s) thereof.

The Board of Directors recommends a vote "FOR" Items 1 and 2 and for every "1 year" for Item 3.

The Board of Directors has fixed the close of business on March 15, 2012 as the record date (the "Record Date") for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

Stockholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting. Directions to attend the annual meeting where you may vote in person can be found on our website, [www.midsouthbank.com](http://www.midsouthbank.com).

Meeting Location:

MidSouth Bancorp, Inc. Corporate Office  
102 Versailles Blvd.  
Lafayette, LA 70501

The following Proxy Materials are available for you to review online:

the Company's 2012 Proxy Statement (including all attachments thereto);  
the Company's Annual Report for the year ended December 31, 2011 (which is not deemed to be part of the official proxy soliciting materials); and  
any amendments to the foregoing materials that are required to be furnished to stockholders.

To request a paper copy of the Proxy Materials:

(you must reference your 11-digit control number located on the reverse side of this form)

Telephone: 1-888-313-0164 (outside of the U.S. and Canada call 201-680-6688)

Email: [shrrelations@bnymellon.com](mailto:shrrelations@bnymellon.com) (you must reference your 11-digit control number in your email)

Internet: <http://www.proxyvoting.com/msl>

The Proxy Materials for MidSouth Bancorp, Inc. are available to review at:

<http://www.proxyvoting.com/msl>

Have this notice available when you request a PAPER copy of the Proxy Materials,  
when you want to view your proxy materials online  
**OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.**

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