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**FEDERAL DEPOSIT INSURANCE CORPORATION  
WASHINGTON, DC 20429**

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**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): November 15, 2022 (November 14, 2022)

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**CADENCE BANK**

(Exact Name of Registrant as Specified in Charter)

<b>Mississippi</b>	<b>11813</b>	<b>64-0117230</b>
(State or Other Jurisdiction of Incorporation)	(FDIC Certificate No.)	(IRS Employer Identification No.)
<b>One Mississippi Plaza 201 South Spring Street Tupelo, Mississippi</b>		<b>38804</b>
(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code **(662) 680-2000**

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$2.50 par value	CADE	New York Stock Exchange per share
Series A Preferred Stock, \$0.01 par value per share	CADE-PrA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01. Other Events.**

On December 14, 2022, the Board of Directors of Cadence Bank (“Cadence”) authorized a new share repurchase program (the “Repurchase Program”) pursuant to which Cadence may repurchase up to an aggregate of 10,000,000 shares of Cadence common stock, par value \$2.50 per share. Subject to the approval of the Federal Deposit Insurance Corporation, the Repurchase Program will be effective on January 3, 2023 and will expire on December 29, 2023. The Repurchase Program will be conducted pursuant to a written plan and is intended to comply with federal securities laws. Cadence’s current share repurchase program expires December 30, 2022. Under that program, Cadence has repurchased 6.1 million shares of the Cadence common stock authorized for repurchase.

A copy of the press release announcing the new Repurchase Program is filed as Exhibit 99.1 to this Current Report on Form 8-K.

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

(d) Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
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99.1	Press release of Cadence Bank, dated December 15, 2022.
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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.

### CADENCE BANK

By: /s/ Cathy S. Freeman  
Cathy S. Freeman  
Senior Executive Vice President and  
Chief Administrative Officer

Date: December 15, 2022



**News Release**

**For Immediate Release**

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**Cadence Bank Announces 2023 Share Repurchase Program**

HOUSTON and TUPELO, Miss. – December 15, 2022 – Cadence Bank’s (NYSE: CADE) (Cadence) Board of Directors authorized a new share repurchase program allowing the company to purchase up to an aggregate of 10 million shares of Cadence’s common stock. Subject to the approval of the Federal Deposit Insurance Corporation, this new share repurchase program will be effective on January 3, 2023 and will expire on December 29, 2023. Cadence has repurchased 6.1 million shares of Cadence common stock authorized under its current share repurchase program, which expires December 30, 2022.

Under the new share repurchase program, Cadence’s shares may be purchased periodically in open market transactions at prevailing market prices, in privately negotiated transactions, or by other means in accordance with federal securities laws. The new share repurchase program may be extended, modified, amended, suspended or discontinued at any time at the discretion of Cadence’s Board of Directors and does not commit Cadence to repurchase shares of its common stock. With respect to repurchases made pursuant to the new share repurchase program, the actual means of purchase, the timing of purchases, the target number of shares per purchase, and the maximum price or range of prices per purchase will be determined by management in its discretion and will depend upon a number of factors, including Cadence’s capital position,

liquidity, financial performance and alternate uses of capital, the market price of Cadence's common stock, general market and economic conditions, and applicable legal and regulatory requirements.

### **About Cadence Bank**

Cadence Bank (NYSE: CADE) is a leading regional banking franchise with approximately \$50 billion in assets and nearly 400 branch locations across the South and Texas. Cadence provides consumers, businesses and corporations with a full range of innovative banking and financial solutions. Services and products include consumer banking, consumer loans, mortgages, home equity lines and loans, credit cards, commercial and business banking, treasury management, specialized lending, asset-based lending, commercial real estate, equipment financing, correspondent banking, SBA lending, foreign exchange, wealth management, investment and trust services, financial planning, retirement plan management, and personal and business insurance. Cadence is committed to a culture of respect, diversity and inclusion in both its workplace and communities. Cadence Bank, Member FDIC. Equal Housing Lender.

### **Forward-Looking Statements**

Certain statements made in this news release are not statements of historical fact and constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the safe harbor created thereby under the Private Securities Litigation Reform Act of 1995. These statements are often, but not always, made through the use of words or phrases such as "anticipate," "assume," "believe," "budget," "contemplate," "continue," "could," "expect," "foresee," "goal," "indicate," "may," "might," "outlook," "plan," "project," "prospect," "potential," "roadmap," "should," "target," "will," "would," or the negative version of those words, or other comparable words of a future or forward-looking nature. These forward-looking statements include, without limitation, statements related to the terms, timing, logistics and conditions of Cadence's share repurchase programs, Cadence's utilization of the share repurchase programs, and Cadence's compliance with applicable law including, but not limited to, federal securities laws, in connection with the administration of the share repurchase programs.

These forward-looking statements are not historical facts, and are based upon current expectations, estimates, and projections about Cadence's industry, management's beliefs, and certain assumptions made by management, many of which, by their nature, are inherently uncertain, involve risk, and are beyond Cadence's control. The inclusion of these forward-looking statements should not be regarded as a representation by Cadence or any other person that such expectations, estimates, or projections will be achieved. Accordingly, Cadence cautions that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, and uncertainties that are difficult to predict and that are beyond Cadence's control. Although Cadence believes these forward-looking statements are reasonable as of the date of this news release, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements. Undue reliance should not be placed on any such forward-looking statements.

Any forward-looking statement speaks only as of the date of this news release, and Cadence does not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by applicable law. New risks and uncertainties may emerge from time to time, and it is not possible for Cadence to predict their occurrence or how they will affect Cadence. The foregoing should be read in conjunction with those risk factors that are set forth from time to time in Cadence's periodic and current reports filed with the FDIC, including those factors included in Cadence's Annual Report on Form 10-K for the year ended December 31, 2020 under the heading "Item 1A. Risk Factors," in Cadence's Quarterly Reports on Form 10-Q under the heading "Part II-Item 1A. Risk Factors," in Cadence's Current Reports on Form 8-K, and Cadence's other filings with the FDIC, which are available at <https://www.fdic.gov> and at Cadence's website <https://ir.cadencebank.com> under the heading "Public Filings."

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