

Section 1: 8-K/A (FORM 8-K/A)

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

FORM 8-K/A
(Amendment No. 2)

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 27, 2019

Ameris Bancorp

(Exact Name of Registrant as Specified in Charter)

Georgia 001-13901 58-1456434
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

3490 Piedmont Road N.E., Suite 1550, Atlanta, Georgia 30305
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (404) 639-6500

(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))

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.

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, par value \$1.00 per share	ABCB	Nasdaq Global Select Market

Explanatory Note

This Amendment No. 2 to the Current Report on Form 8-K/A (this "Amendment No. 2") amends our previously filed Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on July 1, 2019 (the "Original Report"), as amended by Amendment No. 1 on Form 8-K/A as filed with the SEC on September 12, 2019 ("Amendment No. 1").

This Amendment No. 2 is being filed solely to update the Consent of Ernst & Young LLP (the "Consent") as Exhibit 23.1. The Consent is filed as Exhibit 23.1 attached hereto. Except as stated above, there are no other changes to the Original Report, as amended by Amendment No. 1. Accordingly, this Amendment No. 2 should be read in conjunction with the Original Report, as amended by Amendment No. 1.

Capitalized terms used herein but not defined herein have the meanings ascribed to them in the Amendment No. 1.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

Attached hereto as Exhibits 99.2 and 99.3 are the audited financial statements of Fidelity and the unaudited quarterly financial statements of Fidelity, respectively, as required by this Item 9.01(a). Such financial statements are incorporated by reference into this Item 9.01(a).

(b) Pro forma financial information.

Attached hereto as Exhibit 99.4 is the unaudited pro forma combined condensed financial information reflecting the Merger as required by this Item 9.01(b). Such financial information is incorporated by reference into this Item 9.01(b).

(d) Exhibits.

- 2.1 [Agreement and Plan of Merger, dated as of December 17, 2018, by and between Ameris Bancorp and Fidelity Southern Corporation \(incorporated by reference to Exhibit 2.1 to Ameris Bancorp's Current Report on Form 8-K filed on December 17, 2018\).](#)
- 3.1 [Bylaws of Ameris Bancorp, as amended and restated through July 1, 2019.*](#)
- 4.1 [Indenture between Ameris Bancorp \(as successor to Fidelity Southern Corporation\) and U.S. Bank National Association, dated as of June 26, 2003.*](#)
- 4.2 [First Supplemental Indenture, among Ameris Bancorp, Fidelity Southern Corporation and U.S. Bank National Association, dated as of July 1, 2019.*](#)
- 4.3 [Form of Floating Rate Junior Subordinated Deferrable Interest Debentures due 2033 \(included as Exhibit A to the Indenture filed herewith as Exhibit 4.1\).*](#)
- 4.4 [Indenture between Ameris Bancorp \(as successor to Fidelity Southern Corporation\) and Wilmington Trust Company, dated as of March 17, 2005.*](#)
- 4.5 [First Supplemental Indenture, among Ameris Bancorp, Fidelity Southern Corporation and Wilmington Trust Company, dated as of July 1, 2019.*](#)
- 4.6 [Form of Floating Rate Junior Subordinated Deferrable Interest Debentures due 2035 \(included as Exhibit A to the Indenture filed herewith as Exhibit 4.4\).*](#)
- 4.7 [Indenture between Ameris Bancorp \(as successor to Fidelity Southern Corporation\) and Wilmington Trust Company, dated as of August 20, 2007.*](#)
- 4.8 [First Supplemental Indenture, among Ameris Bancorp, Fidelity Southern Corporation and Wilmington Trust Company, dated as of July 1, 2019.*](#)
- 4.9 [Form of Fixed/Floating Rate Junior Subordinated Deferrable Interest Debentures due 2037 \(included as Exhibit A to the Indenture filed herewith as Exhibit 4.7\).*](#)
- 23.1 [Consent of Ernst & Young LLP***](#)
- 99.1 [Press release, dated July 1, 2019.*](#)
- 99.2 [Audited Consolidated Financial Statements of Fidelity Southern Corporation and Subsidiaries for the years ended December 31, 2018 and 2017.**](#)
- 99.3 [Unaudited Consolidated Financial Statements of Fidelity Southern Corporation and Subsidiaries as of and for the three and six months ended June 30, 2019 and 2018.**](#)
- 99.4 [Unaudited Pro Forma Combined Condensed Financial Information reflecting the Merger.**](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

- * Previously filed with the Original Report on July 1, 2019.
 - ** Previously filed with Amendment No. 1 on September 12, 2019.
 - *** Filed herewith.
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SIGNATURE

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

AMERIS BANCORP

By: /s/ Nicole S. Stokes
Nicole S. Stokes
Executive Vice President and Chief Financial Officer

Date: November 20, 2019

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Section 2: EX-23.1 (EXHIBIT 23.1)

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Registration Statements on Form S-3 (Nos. 333-202277, 333-216254, and 333-223080) and Form S-8 (Nos. 333-131244, 333-197208, 333-200597, and 333-229626) of Ameris Bancorp of our reports dated March 13, 2019, with respect to the consolidated financial statements of Fidelity Southern Corporation and Subsidiaries, and the effectiveness of internal control over financial reporting of Fidelity Southern Corporation and Subsidiaries, included in the Form 8-K/A of Ameris Bancorp filed on September 12, 2019.

Ernst + Young LLP

Atlanta, Georgia

November 20, 2019

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