

Ameris Bancorp  
Form S-4  
July 10, 2013  
Table of Contents

As filed with the Securities and Exchange Commission on July 10, 2013

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-4**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**AMERIS BANCORP**

(Exact name of registrant as specified in its charter)

**Georgia**  
(State or other jurisdiction of  
incorporation or organization)

**6022**  
(Primary Standard Industrial  
Classification Code Number)

**58-1456434**  
(I.R.S. Employer  
Identification No.)

Edgar Filing: Ameris Bancorp - Form S-4

**Mr. Edwin W. Hortman, Jr.**

**Chief Executive Officer**

**Ameris Bancorp**

**Ameris Bancorp**

**310 First St., S.E.**

**310 First St., S.E.**

**Moultrie, Georgia 31768**

**Moultrie, Georgia 31768**

**(229) 890-1111**

**(229) 890-1111**

(Address, including ZIP code, and telephone

(Name, address, including ZIP code,

number, including area code, of registrant s

and telephone number, including area

principal executive offices)

code, of agent for service)

**COPIES TO:**

**Jody L. Spencer, Esq.**

**John P. Greeley, Esq.**

**Lori A. Gelchion, Esq.**

**Smith Mackinnon, PA**

**Rogers & Hardin LLP**

**255 South Orange Avenue**

**2700 International Tower**

**Suite 800**

**229 Peachtree Street, NE**

**Orlando, Florida 32801**

**Atlanta, Georgia 30303**

**(407) 843-7300**

**(404) 522-4700**

**(407) 843-2448 (facsimile)**

**(404) 525-2224 (facsimile)**

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable following the effectiveness of this Registration Statement and upon completion of the merger described herein.

If the securities being registered on this Form are being offered in connection with formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

## Edgar Filing: Ameris Bancorp - Form S-4

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated Filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

### Calculation of Registration Fee

Title of each class of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price per share	Proposed maximum aggregate offering price <sup>(2)</sup>	Amount of registration fee
Common Stock, \$1.00 par value	1,181,125	N/A	\$16,906,105	\$2,306

(1) Represents the maximum number of shares of common stock of Ameris Bancorp estimated to be issuable upon completion of the merger described herein in exchange for shares of the common stock of The Prosperity Banking Company that are currently outstanding. Pursuant to Rule 416, this registration statement also covers additional securities that may be issued as a result of stock splits, stock dividends or similar transactions.

(2) Based on the aggregate book value of the Prosperity common stock to be canceled upon completion of the merger described herein, as of March 31, 2013, the latest practicable date prior to the date of filing this registration statement, in accordance with Rule 457(f)(2). Prosperity is a privately held company, and no market exists for its common stock.

**THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.**

**Table of Contents**

**Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell nor shall there be any sale of these securities in any jurisdiction in which such offer or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.**

**PRELIMINARY SUBJECT TO COMPLETION DATED JULY 10, 2013**

**Proxy Statement of The Prosperity Banking Company**

**Prospectus of Ameris Bancorp**

**PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT**

To the Shareholders of The Prosperity Banking Company:

Ameris Bancorp ( Ameris ) and The Prosperity Banking Company ( Prosperity ) have entered into a definitive merger agreement that provides for the combination of the two companies. Under the merger agreement, Prosperity will merge with and into Ameris, with Ameris as the surviving company in the merger. Before the merger can be completed, Prosperity shareholders must approve the merger agreement pursuant to Florida law. Prosperity shareholders will vote to approve the merger agreement at a special meeting of shareholders to be held on \_\_\_\_\_, 2013. No vote of Ameris shareholders is required to complete the merger. This document, which serves as Prosperity's proxy statement for the special meeting of its shareholders and as a prospectus for the shares of Ameris common stock to be issued in the merger to Prosperity shareholders, gives you detailed information about the special meeting and the merger.

Under the terms of the merger agreement, Prosperity shareholders will be entitled to receive, at their election, for each share of Prosperity voting common stock they hold, 3.125 shares of Ameris common stock or \$41.50 in cash, subject to the requirement that no more than 50% of the shares of Prosperity voting common stock may receive cash in the merger (with Prosperity shareholder elections subject to customary proration and allocation procedures applicable to oversubscription for cash consideration). In addition, if the average closing sale price of the Ameris common stock during a specified time period prior to the completion of the merger is less than \$11.10 per share and, based on such average closing sale price, the Ameris common stock underperforms the Keefe Bruyette & Woods Regional Banking Index by more than 20% from the date of the merger agreement through a specified time period prior to the completion of the merger, then Prosperity may terminate the merger agreement unless Ameris contributes additional cash consideration for payment to Prosperity shareholders electing to receive Ameris common stock in the merger equal to the difference between such average closing sale price and \$11.10 per share.

The value of the shares of Ameris common stock to be issued in the merger will fluctuate between now and the closing date of the merger. You should obtain current sale prices for the Ameris common stock. The Ameris common stock is traded on the Nasdaq Global Select Market under the symbol ABCB. The Prosperity common stock is not listed or traded on any established securities exchange or quotation system.

**Table of Contents**

**The Prosperity board of directors has determined that the merger is fair to, and in the best interests of, Prosperity and its shareholders and unanimously recommends that Prosperity shareholders vote FOR approval of the merger agreement and FOR the approval of the other proposals described in this proxy statement/prospectus.**

You should read this entire proxy statement/prospectus, including the appendices and the documents incorporated herein by reference, carefully because it contains important information about the special meeting and the merger. **In particular, you should read carefully the information set forth under Risk Factors beginning on page 18.**

On behalf of the Prosperity board of directors, thank you for your prompt attention to this important matter.

Sincerely,

Eddie Creamer  
President and Chief Operating Officer,  
The Prosperity Banking Company

**The shares of Ameris common stock to be issued in the merger are not savings or deposit accounts or other obligations of any bank or nonbank subsidiary of Ameris or Prosperity, and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the securities to be issued in the merger or passed upon the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

This proxy statement/prospectus is dated \_\_\_\_\_, 2013, and is being first mailed to Prosperity shareholders on or about \_\_\_\_\_, 2013.

---

**Table of Contents**

**THE PROSPERITY BANKING COMPANY**

**100 Southpark Boulevard**

**St. Augustine, Florida 32086**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON \_\_\_\_\_, 2013**

Dear Shareholder of The Prosperity Banking Company:

The Prosperity Banking Company ( Prosperity ) will hold a special meeting of shareholders at its corporate headquarters, located at 100 Southpark Boulevard, St. Augustine, Florida, at \_\_\_\_\_ a.m., local time, on \_\_\_\_\_, 2013, to consider and vote on:

1. a proposal to approve the Agreement and Plan of Merger, dated as of May 1, 2013, by and between Ameris Bancorp ( Ameris ) and Prosperity, as it may be amended from time to time, pursuant to which Prosperity will merge with and into Ameris, with Ameris as the surviving company in the merger (referred to as the merger agreement );
  2. any proposal of the Prosperity board of directors to adjourn or postpone the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement; and
  3. such other business as may properly come before the special meeting or any adjournment or postponement of the special meeting.
- The Prosperity board of directors has determined that the merger is fair to, and in the best interests of, Prosperity and its shareholders. **The Prosperity board of directors unanimously recommends that Prosperity shareholders vote FOR approval of the merger agreement and FOR approval of any proposal of the Prosperity board of directors to adjourn or postpone the special meeting, if necessary.**

\_\_\_\_\_, 2013 has been fixed as the record date for the determination of Prosperity shareholders entitled to notice of, and to vote at, the special meeting and any adjournment or postponement thereof. Only holders of record of shares of Prosperity voting common stock (referred to as Prosperity common stock ) at the close of business on the record date are entitled to notice of, and to vote at, the special meeting.

You are cordially invited to attend the special meeting in person. Please vote, sign, date and return the enclosed proxy card in the enclosed, self-addressed envelope as promptly as possible, even if you plan to attend the special meeting. No additional postage is required if mailed in the United States. If you choose to attend the special meeting, then you may vote your shares in person, even if you have previously signed and returned your proxy card. If you hold your Prosperity shares through a bank, broker or other nominee (commonly referred to as held in street name ), then you must direct your bank, broker or other nominee to vote in accordance with the instructions you have received from them. You may revoke your proxy at any time prior to the special meeting as specified in the accompanying proxy statement/prospectus.

In connection with the merger, Prosperity shareholders will have the opportunity to exercise appraisal rights in accordance with the procedures specified in Sections 607.1301 through 607.1333 of the Florida Business Corporation Act (the FBCA ), which sections are included in the accompanying proxy statement/prospectus as **Appendix C**. A dissenting Prosperity shareholder who follows the required appraisal procedures may receive cash in an amount equal to the fair value of his or her shares of Prosperity common stock instead of receiving the merger consideration. A Prosperity shareholder who

**Table of Contents**

chooses to assert appraisal rights pursuant to Section 607.1302 of the FBCA may provide the required notice specified in Section 607.1321 of the FBCA to Prosperity's principal executive offices at 100 Southpark Boulevard, St. Augustine, Florida 32086, Attention: Eddie Creamer. For additional details about appraisal rights, see The Merger Appraisal Rights for Prosperity Shareholders and **Appendix C** to the accompanying proxy statement/prospectus.

By Order of the Board of Directors,

Eddie Creamer  
President and Chief Operating Officer,  
The Prosperity Banking Company

St. Augustine, Florida

, 2013

**YOUR VOTE IS VERY IMPORTANT**

**WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE MARK, SIGN AND DATE THE ENCLOSED PROXY CARD AND PROMPTLY RETURN IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE.**

**Table of Contents**

**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

Ameris files annual, quarterly and special reports, proxy statements and other business and financial information with the Securities and Exchange Commission ( SEC ). You may read and copy any materials that Ameris files with the SEC at its Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 ((800) 732-0330) for further information on the public reference room. In addition, Ameris files reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at <http://www.sec.gov> containing this information. You will also be able to obtain these documents, free of charge, from Ameris by accessing Ameris' s website at [www.amerisbank.com](http://www.amerisbank.com) under the heading Investor Relations. Copies can also be obtained, free of charge, by directing a written or oral request to:

Ameris Bancorp

310 First St., S.E.

Moultrie, Georgia 31768

Telephone: (229) 890-1111

Attn: Corporate Secretary, Ameris Bancorp

Ameris has filed a Registration Statement on Form S-4 to register with the SEC up to 1,181,125 shares of the Ameris common stock to be issued in the merger. This proxy statement/prospectus is a part of that Registration Statement on Form S-4. As permitted by SEC rules, this proxy statement/prospectus does not contain all of the information included in the Registration Statement on Form S-4 or in the exhibits or schedules to the Registration Statement on Form S-4. You may read and copy the Registration Statement on Form S-4, including any amendments, schedules and exhibits, at the SEC' s Public Reference Room at the address set forth above. The Registration Statement on Form S-4, including any amendments, schedules and exhibits, is also available, free of charge, by accessing the websites of the SEC and Ameris or upon written or oral request to Ameris at the address and telephone number set forth above.

Statements contained in this proxy statement/prospectus as to the contents of any contract or other documents referred to in this proxy statement/prospectus are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the Registration Statement on Form S-4. This proxy statement/prospectus incorporates important business and financial information about Ameris that is not included in or delivered with this document, including incorporating by reference documents that Ameris has previously filed with the SEC. These documents contain important information about Ameris and its financial condition. See Documents Incorporated by Reference. These documents are available free of charge upon written or oral request to Ameris at the address and telephone number listed above.

To obtain timely delivery of these documents, you must request them no later than \_\_\_\_\_, 2013 in order to receive them before the special meeting of shareholders.

Ameris supplied all information contained in, or incorporated by reference into, this proxy statement/prospectus relating to Ameris, and Prosperity supplied all information contained in this proxy statement/prospectus relating to Prosperity.

You should rely only on the information contained in, or incorporated by reference into, this proxy statement/prospectus. No one has been authorized to provide you with information that is different from what is contained in this proxy statement/prospectus. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than the date of this proxy statement/prospectus, and neither the mailing of this proxy statement/prospectus to Prosperity shareholders nor the issuance of Ameris common stock or the payment of cash by Ameris in the merger shall create any implication to the contrary.



**Table of Contents****TABLE OF CONTENTS**

	Page
<b>QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING</b>	
<b><u>SUMMARY</u></b>	<b>6</b>
<u>The Companies</u>	6
<u>The Merger</u>	7
<u>Closing and Effective Time of the Merger</u>	7
<u>Merger Consideration</u>	7
<u>Equivalent Prosperity Per Share Value</u>	8
<u>Surrender of Stock Certificates</u>	9
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	9
<u>Appraisal Rights</u>	9
<u>Opinion of Allen C. Ewing &amp; Co.</u>	9
<u>Recommendation of the Prosperity Board of Directors</u>	10
<u>Interests of Prosperity Directors and Executive Officers in the Merger</u>	10
<u>Treatment of Prosperity Stock Options</u>	11
<u>Regulatory Approvals</u>	11
<u>Conditions to Completion of the Merger</u>	12
<u>Third Party Proposals</u>	13
<u>Termination</u>	13
<u>Termination Fees</u>	14
<u>Comparison of Share Rights</u>	15
<u>Nasdaq Listing</u>	16
<u>Accounting Treatment</u>	16
<u>Prosperity Special Meeting</u>	16
<u>Market Prices and Dividend Information</u>	16
<b><u>RISK FACTORS</u></b>	<b>18</b>
<b><u>FORWARD-LOOKING STATEMENTS</u></b>	<b>21</b>
<b><u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF AMERIS</u></b>	<b>23</b>
<b><u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF PROSPERITY</u></b>	<b>25</b>
<b><u>SELECTED UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL DATA</u></b>	<b>27</b>
<b><u>UNAUDITED COMPARATIVE PER SHARE DATA</u></b>	<b>28</b>
<b><u>MARKET PRICES AND DIVIDEND INFORMATION</u></b>	<b>29</b>
<u>Ameris Dividend Restrictions</u>	29
<u>Prosperity Dividend Restrictions</u>	30
<b><u>INFORMATION ABOUT THE SPECIAL MEETING</u></b>	<b>31</b>
<u>Time, Date, and Place</u>	31
<u>Matters to be Considered at the Meeting</u>	31
<u>Recommendation of the Prosperity Board of Directors</u>	31
<u>Record Date and Quorum</u>	31
<u>Required Vote</u>	32

**Table of Contents**

	Page
<u>How to Vote - Shareholders of Record</u>	32
<u>How to Vote - Shares Held in Street Name</u>	32
<u>Revocation of Proxies</u>	33
<u>Shares Subject to Voting Agreements: Shares Held by Directors and Executive Officers</u>	33
<u>Solicitation of Proxies</u>	34
<u>Attending the Meeting</u>	34
<u>Adjournments and Postponements</u>	34
<u>Questions and Additional Information</u>	35
<b><u>THE MERGER</u></b>	<b>36</b>
<u>Background of the Merger</u>	36
<u>Prosperity's Reasons for the Merger; Recommendation of the Prosperity Board of Directors</u>	39
<u>Ameris's Reasons for the Merger</u>	40
<u>Opinion of Allen C. Ewing &amp; Co.</u>	41
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	46
<u>Accounting Treatment</u>	51
<u>Regulatory Approvals</u>	52
<u>Appraisal Rights for Prosperity Shareholders</u>	52
<u>Board of Directors and Management of Ameris Following the Merger</u>	55
<u>Interests of Prosperity Executive Officers and Directors in the Merger</u>	56
<b><u>THE MERGER AGREEMENT</u></b>	<b>59</b>
<u>The Merger</u>	59
<u>Closing and the Effective Time of the Merger</u>	59
<u>Merger Consideration</u>	60
<u>Elections</u>	61
<u>Proration and Adjustment Procedures</u>	62
<u>Election Statements; Exchange of Stock Certificates</u>	62
<u>Stock Options</u>	65
<u>Conduct of Business Pending the Merger</u>	65
<u>Regulatory Matters</u>	67
<u>Nasdaq Listing</u>	68
<u>Employee Matters</u>	68
<u>Indemnification and Directors and Officers Insurance</u>	69
<u>Third Party Proposals</u>	70
<u>Representations and Warranties</u>	71
<u>Conditions to Completion of the Merger</u>	73
<u>Termination</u>	74
<u>Termination Fees</u>	76
<u>Effects of Termination</u>	77
<u>Waiver; Amendment</u>	77
<u>Expenses</u>	77
<b><u>THE COMPANIES</u></b>	<b>78</b>
<u>Ameris</u>	78
<u>Prosperity</u>	78
<u>Prosperity's Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	82
<u>Security Ownership of Certain Beneficial Owners and Management of Prosperity</u>	98

**Table of Contents**

	Page
<b><u>DESCRIPTION OF AMERIS' S CAPITAL STOCK</u></b>	<b>100</b>
<u>General</u>	100
<u>Common Stock</u>	100
<u>Preferred Stock</u>	100
<u>Preferred Stock – Fixed Rate Cumulative Perpetual Preferred Stock, Series A</u>	100
<u>Certain Provisions of Articles of Incorporation and Bylaws of Ameris and the GBCC</u>	101
<u>Transfer Agent and Registrar</u>	103
<b><u>COMPARISON OF SHAREHOLDER RIGHTS</u></b>	<b>104</b>
<b><u>LEGAL MATTERS</u></b>	<b>116</b>
<b><u>EXPERTS</u></b>	<b>116</b>
<b><u>DOCUMENTS INCORPORATED BY REFERENCE</u></b>	<b>116</b>
<b><u>UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL INFORMATION</u></b>	<b>118</b>
<b><u>INDEX TO PROSPERITY' S CONSOLIDATED FINANCIAL STATEMENTS</u></b>	<b>F-1</b>
<b>APPENDICES</b>	
<b>A</b> Agreement and Plan of Merger, dated as of May 1, 2013, by and between Ameris Bancorp and The Prosperity Banking Company	
<b>B</b> Opinion of Allen C. Ewing & Co.	
<b>C</b> Florida Appraisal Rights Statutes	

---

**Table of Contents**

**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING**

**Q: Why do Ameris and Prosperity want to merge?**

A: We believe the combination of Ameris and Prosperity will create a leading community banking franchise in the Jacksonville, Palm Coast, Daytona Beach, Ormond Beach and Panama City, Florida metropolitan areas, while further expanding Ameris's existing Southeastern footprint in several attractive Florida markets. The Prosperity board of directors has determined that the merger is fair to, and in the best interests of, Prosperity and its shareholders, and unanimously recommends that Prosperity shareholders vote for approval of the merger agreement. You should review the reasons for the merger described in greater detail under [The Merger Prosperity's Reasons for the Merger](#); [Recommendation of the Prosperity Board of Directors](#) and [The Merger Ameris's Reasons for the Merger](#).

**Q: What will I receive in the merger for my shares of Prosperity common stock?**

A: Under the terms of the merger agreement, Prosperity shareholders will be entitled to receive, at their election, for each share of Prosperity common stock they hold, 3.125 shares of Ameris common stock or \$41.50 in cash, subject to the requirement that no more than 50% of the shares of Prosperity common stock may receive cash in the merger (with Prosperity shareholder elections subject to customary proration and allocation procedures applicable to oversubscription for cash consideration). Due to these limitations, Prosperity shareholders who elect to receive cash for their shares of Prosperity common stock may not receive cash consideration for all such shares and, instead, may receive shares of Ameris common stock.

In addition, if the average closing sale price of the Ameris common stock during a specified time period prior to the completion of the merger is less than \$11.10 per share and, based on such average closing sale price, the Ameris common stock underperforms the Keefe Bruyette & Woods Regional Banking Index by more than 20% from the date of the merger agreement through a specified time period prior to the completion of the merger, then Prosperity may terminate the merger agreement unless Ameris contributes additional cash consideration for payment to Prosperity shareholders electing to receive Ameris common stock in the merger equal to the difference between such average closing sale price and \$11.10 per share. See [The Merger Agreement Merger Consideration](#) and [The Merger Agreement Termination](#).

The value of the shares of Ameris common stock to be issued to Prosperity shareholders in the merger will fluctuate between now and the closing date of the merger. We make no assurances as to whether or when this merger will be completed. You are advised to obtain current sale prices for the Ameris common stock, which is traded on the Nasdaq Global Select Market under the symbol ABCB.

**Q: How and when does a Prosperity shareholder elect the form of consideration he or she prefers to receive?**

A: An election statement with instructions for making the election as to the form of consideration preferred is being mailed to Prosperity shareholders simultaneously with this proxy statement/prospectus. To make an election, a Prosperity shareholder must submit an election statement, to Ameris's exchange agent under the merger agreement (referred to as the [exchange agent](#)) by 5:00 p.m., Eastern Time, on the date prior to the fifth (5<sup>th</sup>) business day immediately preceding the closing date of the merger (or such other time and date as Ameris and Prosperity may mutually agree). This date is referred to as the [election deadline](#). Election choices and election procedures are described under [The Merger Agreement Elections](#) and [The Merger Agreement Election Statements; Exchange of Stock Certificates](#).

---

**Table of Contents**

**NOTE:** The actual election deadline is not currently known. Ameris and Prosperity anticipate issuing a press release to announce the date of the election deadline at least five (5) business days before that deadline. Additionally, Ameris and Prosperity also anticipate posting the date of the election deadline on their respective web sites at least five (5) business days before that deadline.

**Q: May a Prosperity shareholder change his or her election once it has been submitted?**

A: Yes. An election may be revoked or changed but only by written notice by the person submitting such election received by the exchange agent prior to the election deadline. If an election is revoked, and unless a subsequent properly executed election statement is actually received by the exchange agent by the election deadline, then the holder having revoked the election will be deemed to have made no election with respect to his or her shares of Prosperity common stock. See The Merger Agreement Election Statements; Exchange of Certificates.

**Q: How are outstanding Prosperity stock options addressed in the merger agreement?**

A: The merger agreement requires Prosperity to cause all outstanding and unexercised options to purchase shares of Prosperity common stock awarded under the Prosperity 2005 Stock Option and Incentive Plan and the Prosperity 2010 Officers and Employees Stock Option Plan to be canceled prior to the effective time of the merger (collectively referred to as the Prosperity stock plans). The termination of the Prosperity stock options (by their own terms or otherwise) is a condition to Ameris's obligation to complete the merger. Ameris will not assume any outstanding Prosperity stock option or any Prosperity stock plan, and none of the outstanding Prosperity stock options will be converted to, or represent rights to acquire, Ameris common stock. See The Merger Agreement Stock Options and The Merger Agreement Conditions to Completion of the Merger.

No payment will be made to any holder of Prosperity stock options with respect to their cancellation, except that certain executive officers of Prosperity will receive, at the closing of the merger, shares of restricted Ameris common stock (not to exceed 25,000 shares in the aggregate) in respect of the cancellation of certain of their Prosperity stock options. See The Merger Interests of Prosperity Executive Officers and Directors in the Merger Prosperity Stock Options.

**Q: What happens if an election is not made prior to the election deadline?**

A: If a Prosperity shareholder fails to submit an election statement to the exchange agent by the election deadline, then that holder will be deemed to have made no election and will be issued shares of Ameris common stock in exchange for all shares of Prosperity common stock held by such Prosperity shareholder. See The Merger Agreement Elections and The Merger Agreement Election Statements; Exchange of Stock Certificates.

**Q: When and where is the special meeting?**

A: The special meeting is scheduled to take place on \_\_\_\_\_, 2013, at \_\_\_\_\_ a.m., local time, at its corporate headquarters, located at 100 Southpark Boulevard, St. Augustine, Florida.

**Table of Contents**

**Q: What will be voted on at the special meeting?**

A: At the special meeting, the holders of Prosperity common stock will be asked to approve the merger agreement, as well as any proposal of the Prosperity board of directors to adjourn or postpone the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

**Q: What should I do now?**

A: After you have carefully read this proxy statement/prospectus, please vote your shares promptly. If you hold shares of Prosperity common stock in your own name as a shareholder of record, you should complete, sign, date, and mail your proxy card in the enclosed postage-paid return envelope as soon as possible. Please vote by proxy even if you plan to attend the special meeting. If you hold your shares of Prosperity common stock through a bank, broker or other nominee (commonly referred to as held in street name), you must direct your bank, broker or other nominee to vote in accordance with the instructions you have received from them.

If you choose to attend the special meeting, then you may vote your shares in person, even if you have previously returned your proxy. Please note that if you hold your shares in street name, you must obtain a legal proxy from your bank, broker or other nominee in order to vote your shares in person at the special meeting.

**Q: Why is my vote important?**

A: We cannot complete the merger unless Prosperity shareholders approve the merger agreement. Approval of the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of Prosperity common stock. Accordingly, if you do not vote or if you abstain from voting, it will have the same effect as voting against approval of the merger agreement.

**Q: If my shares are held in street name with a bank, broker or other nominee, will my bank, broker or other nominee vote my shares for me?**

A: No. Without instructions from you, your bank, broker or other nominee will not be able to vote your shares. This will have the same effect as voting against approval of the merger agreement.

**Q: Can I change my vote before the special meeting?**

A: Yes. If you are the record holder of your shares, there are three ways you can change your vote after you have submitted your proxy:

First, you may send a written notice to the Corporate Secretary of Prosperity stating that you would like to revoke your proxy.

Second, you may complete and submit a new proxy card bearing a later date. Your proxy card bearing the latest date (and received before the special meeting) will be counted, and any earlier proxy will be revoked.

Third, you may attend the special meeting in person and vote in person. Any earlier proxy will thereby be revoked. However, simply attending the meeting without voting will not revoke an earlier proxy you may have given.



## **Table of Contents**

If you hold your shares of Prosperity common stock in street name with a bank, broker or other nominee, then you must follow the directions you receive from your bank, broker or other nominee to change your vote. Your last vote will be the vote that is counted.

### **Q: What if I want to exercise appraisal rights?**

A: If you want to exercise appraisal rights and receive the fair value of your shares of Prosperity common stock in cash instead of the merger consideration, then you must file a written objection with Prosperity prior to the special meeting stating, among other things, that you will exercise your right to dissent if the merger is completed. Also, you may not vote in favor of the merger agreement and must follow other procedures, both before and after the special meeting, as described in *Appendix C* to this proxy statement/prospectus. Note that if you return a signed proxy card without voting instructions or with instructions to vote **FOR** the merger agreement, then your shares will be automatically voted in favor of the merger agreement and you will lose all appraisal rights available under Florida law. See *The Merger Appraisal Rights for Prosperity Shareholders*.

### **Q: What are the U.S. federal income tax consequences of the merger to Prosperity shareholders?**

A: It is currently unclear, and will remain unclear until the closing date of the merger, whether the merger will qualify as a tax-free reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986 as amended. Therefore, it is possible that Prosperity shareholders will be required to recognize gain or loss for U.S. federal income tax purposes taking into account the amount realized (as defined herein on page 49). Prosperity shareholders should vote to adopt the merger agreement only if they are willing to approve a taxable transaction in which they fully recognize gain or loss.

### **Q: When do you currently expect to complete the merger?**

A: We expect to complete the merger in the third quarter of 2013. However, we make no assurances as to whether or if the merger will be completed. We must first obtain the approval of Prosperity shareholders at the special meeting and the necessary regulatory approvals, and the other conditions to completing the merger must be satisfied or waived. See *The Merger Agreement Conditions to Completion of the Merger*.

### **Q: Should I send in my Prosperity stock certificates now?**

A: No. Please do not send your stock certificates with your proxy card. Promptly after the effective time of the merger, the exchange agent will mail Prosperity shareholders a letter of transmittal and instructions for the surrender of stock certificates for the merger consideration. See *The Merger Agreement Election Statements; Exchange of Stock Certificates*.

### **Q: Whom should I call with questions?**

A: If you have any questions about the merger or any of the proposals to be considered at the special meeting, need assistance in submitting your proxy or voting your shares or need additional copies of this proxy statement/prospectus or the enclosed proxy card, you should contact Prosperity at:



**Table of Contents**

The Prosperity Banking Company

100 Southpark Boulevard

St. Augustine, Florida 32086

Telephone: (904) 824-9111

Attn: Eddie Creamer

---

**Table of Contents**

**SUMMARY**

*The following summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. You should read this entire document carefully and in its entirety, including the appendices and the other documents incorporated by reference into this proxy statement/prospectus, to fully understand the merger and the related transactions. For a list of the documents incorporated by reference into this proxy statement/prospectus, see Documents Incorporated By Reference.*

*Except as otherwise indicated or unless the context requires, as used in this proxy statement/prospectus: (i) references to Ameris refer to Ameris Bancorp and its consolidated subsidiaries; and (ii) references to Prosperity refer to The Prosperity Banking Company and its consolidated subsidiaries.*

**The Companies (see page 78)**

***Ameris Bancorp***

310 First Street, S.E.

Moultrie, Georgia 31768

Telephone: (229) 890-1111

Internet Address: [www.amerisbank.com](http://www.amerisbank.com)

Ameris Bancorp, a Georgia corporation, is a bank holding company whose business is conducted primarily through Ameris Bank, a Georgia state-chartered bank and a wholly owned subsidiary of Ameris ( Ameris Bank ). As a bank holding company, Ameris performs certain shareholder and investor relations functions and seeks to provide financial support, if necessary, to Ameris Bank.

Ameris is headquartered in Moultrie, Georgia, and, through Ameris Bank, provides a full range of banking services to its retail and commercial customers through branches primarily concentrated in select markets in Georgia, Alabama, Florida and South Carolina. These branches serve distinct communities in Ameris' s business areas with autonomy but do so as one bank, leveraging Ameris' s favorable geographic footprint in an effort to acquire more customers.

Ameris was incorporated on December 18, 1980 as a Georgia corporation. Ameris operates 57 domestic banking offices with no foreign activities. At December 31, 2012, Ameris had approximately \$3.00 billion in total assets, \$1.96 billion in total loans, \$2.62 billion in total deposits and stockholders' equity of \$279.0 million. Deposits with Ameris Bank are insured, up to applicable limits, by the Federal Deposit Insurance Corporation (the FDIC ).

The Ameris common stock is traded on the Nasdaq Global Select Market under the symbol ABCB.

The information on Ameris' s website is not a part of this proxy statement/prospectus, and the reference to Ameris' s website address does not constitute incorporation by reference of any information on that website into this proxy statement/prospectus.

***The Prosperity Banking Company***

100 Southpark Boulevard

St. Augustine, Florida 32086

Telephone: (904) 824-9111

Internet Address: [www.prosperitybank.com](http://www.prosperitybank.com)

The Prosperity Banking Company is a bank holding company located in St. Augustine, Florida. Prosperity' s wholly owned subsidiaries are Prosperity Bank ( Prosperity Bank ) and Prosperity Land Holdings, LLC ( PLH ).



---

## **Table of Contents**

Prosperity Bank is a Florida state-chartered bank. Its deposits are insured up to applicable limits by the FDIC. Prosperity Bank offers a variety of community banking services, including residential, commercial and consumer loan products, consumer and business deposit products, ATM and debit cards, cash management service, and safe deposit boxes. These services are offered through 12 banking offices located in St. Johns, Duval, Flagler, Bay, Putnam and Volusia Counties, Florida. Prosperity Bank has no foreign activities. PLH was organized to facilitate certain land acquisition transactions.

Prosperity was incorporated on November 12, 2004 as a Florida corporation. At March 31, 2013, Prosperity had approximately \$761.0 million in total assets, \$470.6 million in total loans, \$498.3 million in total deposits and shareholders' equity of \$16.9 million.

The information on Prosperity's website is not a part of this proxy statement/prospectus, and the reference to Prosperity's website address does not constitute incorporation by reference of any information on that website into this proxy statement/prospectus.

### **The Merger (see page 36)**

*The terms and conditions of the merger are contained in the merger agreement, a copy of which is included as **Appendix A** to this proxy statement/prospectus and is incorporated by reference herein. You should read the merger agreement carefully and in its entirety, as it is the legal document governing the merger.*

In the merger, Prosperity will merge with and into Ameris, with Ameris as the surviving company in the merger. It is expected that, after the effective time of the merger and at or after the close of business on the closing date of the merger, Prosperity Bank will merge into Ameris Bank, with Ameris Bank as the surviving bank of such merger. The merger of Ameris Bank and Prosperity Bank may be abandoned at the election of Ameris Bank at any time. We refer to the merger of Ameris Bank and Prosperity Bank as the "bank merger."

### **Closing and Effective Time of the Merger (see page 59)**

Unless both Ameris and Prosperity agree to a later date, the closing of the merger will take place on a date no later than three (3) business days after all of the conditions to the completion of the merger have been satisfied or waived, other than those that by their nature are to be satisfied or waived at the closing of the merger. Simultaneously with the closing of the merger, Ameris will file articles of merger with the Secretary of State of the State of Georgia and the Department of State of the State of Florida. The merger will become effective at such time as the last articles of merger are filed or such other time as may be specified in the articles of merger.

### **Merger Consideration (see page 60)**

Under the terms of the merger agreement, each share of Prosperity common stock outstanding immediately prior to the effective time of the merger (excluding dissenting shares, defined below) will be converted into the right to receive, at the election of the holder, either:

3.125 shares of Ameris common stock (referred to as the "per share stock consideration"); or

\$41.50 in cash (referred to as the "per share cash consideration").

The foregoing is subject to the requirement that the number of shares of Prosperity common stock receiving the per share cash consideration in the merger may not exceed 50% of the aggregate number of outstanding shares of Prosperity common stock convertible in the merger plus the number of dissenting shares (collectively referred to as the "maximum cash shares"). Prosperity shareholder elections are subject to customary proration and adjustment procedures if the per share cash consideration is oversubscribed.

**Table of Contents**

No fractional shares of Ameris common stock will be issued in connection with the merger. Instead, Ameris will make to each Prosperity shareholder who would otherwise receive a fractional share of Ameris common stock a cash payment as specified in the merger agreement. We refer to the per share stock consideration, the per share cash consideration and cash in lieu of any fractional shares, collectively, as the merger consideration.

In addition, if the Average Ameris Stock Price (as defined below) is less than \$11.10 per share and, based on the Average Ameris Stock Price, the Ameris common stock underperforms the Keefe Bruyette & Woods Regional Banking Index by more than 20%, considering the performance of such Index during the same period used to calculate the Average Ameris Stock Price as compared to the closing price of such Index on the day immediately prior to the date of the merger agreement, then Prosperity may terminate the merger agreement unless Ameris contributes additional cash consideration for payment to Prosperity shareholders electing to receive Ameris common stock in the merger equal to the difference between the Average Ameris Stock Price and \$11.10 per share. We refer to this additional cash consideration generally as the Pricing Differential. The specific calculation of the Pricing Differential is set forth in The Merger Agreement Termination. The Average Ameris Stock Price means the average closing sale price of Ameris common stock on the Nasdaq Global Select Market for the twenty (20) consecutive trading days prior to and ending on the fifth (5<sup>th</sup>) business day immediately preceding the closing date of the merger, rounded to the nearest whole cent.

A Prosperity shareholder also has the right to obtain the fair value of his or her shares of Prosperity common stock in lieu of receiving the merger consideration by strictly following the appraisal procedures under the Florida Business Corporation Act (the FBCA ). Shares of Prosperity common stock outstanding immediately prior to the effective time of the merger and which are held by a shareholder who does not vote to approve the merger agreement and who properly demands the fair value of such shares pursuant to, and who complies with, the appraisal procedures under the FBCA are referred to as dissenting shares.

**Equivalent Prosperity Per Share Value (see page 28)**

Ameris common stock trades on the Nasdaq Global Select Market under the symbol ABCB. Prosperity common stock is not listed or traded on any established securities exchange or quotation system. The following table presents the closing sale price of Ameris common stock on May 1, 2013, the last trading day before the date of the public announcement of the merger agreement, and , 2013, the last practicable trading day prior to the printing of this proxy statement/prospectus. The table also presents the equivalent value of the merger consideration per share of Prosperity common stock on those dates (assuming such share is converted into the right to receive the per share stock consideration and excluding cash in payment of the Pricing Differential), calculated by multiplying the closing sale price of Ameris common stock on those dates by 3.125).

Date	Ameris Closing Sale Price	Equivalent Prosperity Per Share Value
May 1, 2013	\$13.32	\$41.63
, 2013	\$	\$

---

## **Table of Contents**

The value of the shares of Ameris common stock to be issued in the merger will fluctuate between now and the closing date of the merger. You should obtain current sale prices for the Ameris common stock.

### **Surrender of Stock Certificates**

Prior to the effective time of the merger, Ameris will appoint as the exchange agent under the merger agreement either its transfer agent, Computershare Investor Services, or an unrelated bank or trust company reasonably acceptable to Prosperity. Promptly after the effective time of the merger, the exchange agent will mail to each holder of record of Prosperity common stock (other than a holder of dissenting shares) a letter of transmittal and instructions for the surrender of the holder's Prosperity stock certificate(s) for the merger consideration (including cash in lieu of any fractional Ameris shares) and any dividends or distributions to which such holder is entitled to pursuant to the merger agreement.

Please do not send in your certificates until you receive these instructions.

### **Material U.S. Federal Income Tax Consequences of the Merger (see page 46)**

It is currently unclear, and will remain unclear until the closing date of the merger, whether the merger will qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). If the merger qualifies as a tax-free reorganization, then the holders of shares of Prosperity common stock are not expected to recognize any gain or loss for U.S. federal income tax purposes on the exchange of their shares in the merger, except to the extent of the total per share cash consideration, cash in lieu of any fractional shares of Ameris common stock and cash in payment of the Pricing Differential (if any) received by such holders. If the merger does not qualify as a tax-free reorganization, then the holders of shares of Prosperity common stock would recognize any gain with respect to the entire consideration received in the merger, including the per share stock consideration received.

The U.S. federal income tax consequences described above may not apply to all holders of Prosperity common stock. Tax matters are very complicated and the consequences of the merger to any particular Prosperity shareholder will depend on that shareholder's particular facts and circumstances. **You should consult your own tax advisor to determine the particular tax consequences of the merger to you.**

### **Appraisal Rights (see page 52 and Appendix C to this proxy statement/prospectus)**

Under Florida law, Prosperity shareholders have the right to dissent from the merger and receive cash equal to the fair value of their shares of Prosperity common stock instead of receiving the merger consideration. To exercise appraisal rights, Prosperity shareholders must strictly follow the procedures established by Sections 607.1301 through 607.1333 of the FBCA, which include filing a written objection with Prosperity prior to the special meeting stating, among other things, that the shareholder will exercise his or her right to dissent if the merger is completed, and not voting for approval of the merger agreement.

### **Opinion of Allen C. Ewing & Co. (see pages 41 and Appendix B)**

On April 26, 2013, Allen C. Ewing & Co. (Ewing) rendered to the Prosperity board of directors Ewing's verbal opinion, which was subsequently confirmed in writing by delivery of Ewing's written opinion also dated April 26, 2013, with respect to the fairness of the merger consideration to be received by Prosperity shareholders, from a financial point of view.

---

**Table of Contents**

Ewing's opinion is directed to the Prosperity board of directors and relates only to the fairness of the merger consideration to be received by Prosperity shareholders, from a financial point of view. Ewing's opinion does not address any other aspect of the merger and is not a recommendation to any Prosperity shareholder as to how such shareholder should vote at the special meeting.

The full text of Ewing's April 26, 2013 opinion is included as **Appendix B** to this proxy statement and is incorporated by reference herein. The opinion outlines the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Ewing in rendering its opinion. The description of the opinion set forth below is qualified in its entirety by reference to the opinion. Prosperity shareholders are urged to read the entire opinion carefully in connection with their consideration of the merger agreement.

**Recommendation of the Prosperity Board of Directors (see page 31)**

The Prosperity board of directors has determined that the merger is fair, and in the best interests of, Prosperity and its shareholders and unanimously recommends that Prosperity shareholders vote **FOR** approval of the merger agreement and **FOR** the approval of the other proposals described in this proxy statement/prospectus.

In determining whether to approve the merger agreement, the Prosperity board of directors consulted with certain of its senior management and with its legal and financial advisors. In arriving at its determination, the Prosperity board of directors also considered the factors described under The Merger Prosperity's Reasons for the Merger; Recommendation of the Prosperity Board of Directors.

**Interests of Prosperity Directors and Executive Officers in the Merger (see page 56)**

Some of the executive officers and directors of Prosperity and Prosperity Bank have interests in the merger that are in addition to, or different from, the interests of Prosperity shareholders generally. These interests include the following:

Eddie Creamer (President and Chief Operating Officer of Prosperity and President and Chief Executive Officer of Prosperity Bank) (i) will enter into, at the closing of the merger, a three-year employment agreement with Ameris with an anticipated annual base salary of \$250,000.00, (ii) will enter into, at the closing of the merger, a three-year non-competition and non-disclosure agreement with Ameris providing for an anticipated annual payment of \$350,000.00, and (iii) will receive, at the closing of the merger, 16,277 shares of restricted Ameris common stock in respect of the cancellation of certain of his outstanding Prosperity stock options;

each of Christopher J. Kaminski, Shirley P. Fiano and Kevin Haynie (each an executive officer of Prosperity Bank) (i) will enter into, at the closing of the merger, a one-year employment agreement with Ameris with an anticipated annual base salary of \$165,000.00, \$165,000.00 and \$137,500.00, respectively, (ii) will enter into, at the closing of the merger, a one-year non-competition and non-disclosure agreement with Ameris providing for an anticipated one-time payment of \$171,000.00, \$171,000.00 and \$143,000.00, respectively, and (iii) will receive, at the closing of the merger, 3,701, 2,511 and 2,511 shares of restricted Ameris common stock, respectively, in respect of the cancellation of certain of their Prosperity stock options;

each of Randall D. Peterson, Heather B. Hunter and Jason Raymond (each an executive officer of Prosperity Bank) will enter into, at the closing of the merger, a one-year non-competition and non-disclosure agreement with Ameris providing for an anticipated one-time payment of \$206,227.00, \$196,416.00 and \$203,602.00, respectively;

## **Table of Contents**

each non-employee member of the Prosperity board of directors will enter into, at the closing of the merger, a one-year non-competition and non-disclosure agreement with Ameris providing for a one-time payment of \$30,000.00; and

Prosperity's directors and executive officers will be entitled to indemnification by Ameris with respect to claims arising from matters occurring at or prior to the effective time of the merger and to coverage under a directors' and officers' liability insurance policy for six (6) years after the merger.

The Prosperity board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated by the merger agreement.

### **Treatment of Prosperity Stock Options**

The merger agreement requires Prosperity to cause all outstanding and unexercised options to purchase shares of Prosperity common stock awarded under the Prosperity 2005 Stock Option and Incentive Plan and the Prosperity 2010 Officers' and Employees' Stock Option Plan (collectively referred to as the Prosperity stock plans) to be canceled prior to the effective time of the merger. The termination of the Prosperity stock options (by their own terms or otherwise) is a condition to Ameris's obligation to complete the merger. Ameris will not assume any outstanding Prosperity stock option or Prosperity stock plan, and none of the outstanding Prosperity stock options will be converted to, or represent rights to acquire, Ameris common stock.

No payment will be made to any holder of Prosperity stock options with respect to their cancellation, except that certain executive officers of Prosperity or Prosperity Bank will receive at the closing of the merger shares of restricted Ameris common stock (not to exceed 25,000 shares in the aggregate) in respect of the cancellation of certain of their Prosperity stock options. See "The Merger - Interests of Prosperity Executive Officers and Directors in the Merger."

In the merger agreement, Prosperity has represented to Ameris that, except for the Prosperity stock options granted under the Prosperity stock plans, Prosperity does not have any outstanding options, warrants, rights or other agreements calling for the issuance of Prosperity common stock or other securities of Prosperity.

### **Regulatory Approvals**

Under federal law, the merger must be approved by the Board of Governors of the Federal Reserve System (the Federal Reserve) and the bank merger must be approved by the FDIC. The U.S. Department of Justice may review the impact of the merger and the bank merger on competition. In addition, the Georgia Department of Banking and Finance (the GDBF) also must approve the merger and the bank merger.

Once the Federal Reserve approves the merger, we must wait for up to thirty (30) days before we can complete the merger. If, however, there are no adverse comments from the U.S. Department of Justice and we receive permission from the Federal Reserve to do so, then the merger may be completed on or after the fifteenth (15<sup>th</sup>) day after approval from the Federal Reserve. Similarly, after we receive approval of the bank merger from the FDIC, we must wait for up to thirty (30) days before we can complete the bank merger. If, however, there are no adverse comments from the U.S. Department of Justice and we receive permission from the FDIC to do so, the bank merger may be completed on or after the fifteenth (15<sup>th</sup>) day after approval from the FDIC.



## **Table of Contents**

As of the date of this proxy statement/prospectus, all of the required regulatory applications have been filed. We make no assurance as to whether all regulatory approvals will be obtained or as to the dates of the approvals. We make no assurance that the regulatory approvals received will not contain any condition, or carryover of any condition applicable to Prosperity or Prosperity Bank, that would increase any of the minimum regulatory capital requirements of Ameris following the merger or of Ameris Bank following the bank merger. It is a condition to Ameris's obligation to complete the merger that no such regulatory condition be imposed. See "The Merger Agreement - Conditions to Completion of the Merger."

### **Conditions to Completion of the Merger (see page 73)**

The completion of the merger depends on a number of conditions being satisfied or, where permitted, waived, including:

the approval of the merger agreement by Prosperity shareholders;

the authorization for listing on the Nasdaq Global Select Market of the shares of Ameris common stock to be issued in the merger;

the effectiveness of the Registration Statement on Form S-4, of which this proxy statement/ prospectus is a part, under the Securities Act of 1933, as amended (the "Securities Act");

the absence of any order, injunction or decree issued by any court or agency of competent jurisdiction or other law preventing or making illegal the consummation of the merger, the bank merger or the other transactions contemplated by the merger agreement;

the receipt of all regulatory approvals required to consummate the transactions contemplated by the merger agreement, without any condition, or carryover of any condition applicable to Prosperity or Prosperity Bank, that would increase any of the minimum regulatory capital requirements of Ameris following the merger or of Ameris Bank following the bank merger, and the expiration of all statutory waiting periods;

accuracy, generally in all material respects, of Ameris's and Prosperity's respective representations and warranties in the merger agreement on the date of the merger agreement and as of the effective time of the merger (or such other date specified in the merger agreement);

performance in all material respects by Ameris and Prosperity of their respective obligations under the merger agreement;

as a condition to Ameris's obligation to complete the merger, the termination of all outstanding Prosperity stock options;

as a condition to Ameris's obligation to complete the merger, the dissenting shares constituting less than 10% of the outstanding shares of Prosperity common stock;

---

**Table of Contents**

as a condition to Ameris's obligation to complete the merger, each of Eddie Creamer (President and Chief Operating Officer of Prosperity and President and Chief Executive Officer of Prosperity Bank) and Christopher J. Kaminski, Shirley P. Fiano and Kevin Haynie (each an executive officer of Prosperity Bank) entering into employment agreements and non-competition and non-disclosure agreements with Ameris;

as a condition to Ameris's obligation to complete the merger, each of Randall D. Peterson, Heather B. Hunter and Jason Raymond (each an executive officer of Prosperity Bank) entering into non-competition and non-disclosure agreements with Ameris; and

as a condition to Ameris's obligation to complete the merger, each non-employee member of the Prosperity board of directors entering into a non-competition and non-disclosure agreement with Ameris.

No assurance is given as to when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

**Third Party Proposals (see page 70)**

Until the completion of the merger, with some exceptions, Prosperity is prohibited from soliciting, initiating, encouraging or participating in any discussion of or otherwise considering any inquiries or proposals that may lead to a proposal for the acquisition of Prosperity, such as a merger or other business combination transaction, with any person other than Ameris. Prosperity may respond to an unsolicited proposal if it is a superior proposal as defined in the merger agreement.

**Termination (see page 74)**

The merger agreement may be terminated at any time prior to the effective time of the merger, whether before or after the approval of the merger agreement by Prosperity shareholders:

by mutual written consent of Ameris and Prosperity;

by either Ameris or Prosperity, if (i) a regulatory or other governmental authority that must grant a requisite regulatory approval has denied approval of the merger or the bank merger and such denial has become final and non-appealable (provided that the denial is not attributable to the failure of the party seeking to terminate the merger agreement to perform any covenant in the merger agreement required to be performed prior to the effective time of the merger) or (ii) a regulatory or other governmental authority has issued a final, non-appealable order, injunction or decree permanently enjoining or otherwise prohibiting or making illegal the completion of the merger or the bank merger;

by either Ameris or Prosperity, if the merger has not been completed by December 31, 2013, unless the failure to complete the merger by such date is due to the failure of the party seeking to terminate the merger agreement to perform or observe the covenants and agreements of such party set forth in the merger agreement;

by either Ameris or Prosperity, if there is a breach by the other party of any representation, warranty, covenant or other agreement set forth in the merger agreement, that would, individually or in the aggregate, result in the failure to satisfy the closing conditions of the party seeking termination and such breach is not cured within twenty (20) days following written notice to the breaching party or by its nature or timing cannot be cured within that time period (provided that the terminating party is not then in material breach of any representation, warranty, covenant or other agreement contained in the merger agreement);

---

**Table of Contents**

by Ameris, if (i) the Prosperity board of directors fails to recommend that the Prosperity shareholders approve the merger agreement or withdraws or modifies, in a manner adverse to Ameris, such recommendation or makes, or causes to be made, any third party or public communication proposing or announcing an intention to withdraw or modify, in any manner adverse to Ameris, such recommendation (referred to as a change in recommendation ), or (ii) Prosperity materially breaches any of the provisions of the merger agreement relating to third party proposals;

by Prosperity, prior to obtaining the approval of the merger agreement by the Prosperity shareholders, in order to enter into an agreement relating to a superior proposal in accordance with the provisions of the merger agreement relating to third party proposals (provided that Prosperity has not materially breached any such provisions and pays Ameris the required termination fee);

by either Ameris or Prosperity, if the Prosperity shareholders fail to approve the merger agreement at a duly held meeting of Prosperity shareholders or any adjournment or postponement thereof; and

by Prosperity, in the event that the Average Ameris Stock Price is less than \$11.10 per share and, based on the Average Ameris Stock Price, the Ameris common stock underperforms the Keefe Bruyette & Woods Regional Banking Index by more than 20%, considering the performance of such Index during the same period used to calculate the Average Ameris Stock Price as compared to the closing price of such Index on the day immediately prior to the date of the merger agreement, provided that, in lieu of such termination, Ameris may contribute additional cash consideration equal to the Pricing Differential for payment to Prosperity shareholders electing to receive Ameris common stock in the merger.

**Termination Fees (see page 76)**

*Prosperity Termination Fee.* Prosperity must pay Ameris a termination fee of \$2.25 million:

if the merger agreement is terminated by Ameris because the Prosperity board of directors did not recommend that the Prosperity shareholders approve the merger agreement or made a change in recommendation, or because Prosperity materially breached any of the provisions of the merger agreement relating to third party proposals;

if the merger agreement is terminated by Prosperity, prior to obtaining approval of the merger agreement by the Prosperity shareholders, in order to enter into an agreement relating to a superior proposal; or

if the merger agreement is terminated by Ameris or Prosperity because the Prosperity shareholders fail to approve the merger agreement and, if prior to such termination, there is a publicly announced acquisition proposal (as defined in the merger agreement) and, within six (6) months of such termination, Prosperity or any of its significant subsidiaries enters into a definitive agreement with respect to such acquisition proposal or completes such acquisition proposal.

---

**Table of Contents**

*Ameris Termination Fee.* Ameris must pay Prosperity a termination fee:

equal to \$3.20 million, if the merger agreement is terminated by Prosperity as a result of a willful and material breach by Ameris of any of its covenants or agreements set forth in the merger agreement; or

equal to \$1.25 million, if the merger agreement is terminated by Ameris because a regulatory or other governmental authority that must grant a requisite regulatory approval has denied approval of the merger or the bank merger and (i) the regulatory or governmental entity conditioned its provision of such approval solely on an increase in any minimum regulatory capital requirements of Ameris (as the surviving corporation in the merger) or Ameris Bank (as the resulting institution in the bank merger) or (ii) Ameris withdrew any application seeking such approval because such approval would have included a condition increasing any such minimum regulatory capital requirements.

**Comparison of Shareholder Rights (see page 104)**

Prosperity is incorporated under the laws of the State of Florida and Ameris is incorporated under the laws of the State of Georgia. The rights of holders of Prosperity common stock are governed by Florida law and Prosperity's articles of incorporation and bylaws and the rights of holders of Ameris common stock are governed by Georgia law and Ameris's articles of incorporation and bylaws. Some of the key differences between Florida law and Georgia law and between Prosperity's and Ameris's articles of incorporation and bylaws are:

the total number of shares of authorized capital stock of Ameris is 105,000,000 shares (100,000,000 common and 5,000,000 preferred), compared to 65,000,000 shares for Prosperity (3,000,000 voting common, 57,000,000 non-voting common and 5,000,000 preferred);

Ameris's bylaws provide that any action permitted to be taken at a meeting of Ameris shareholders may instead be taken without a meeting if a unanimous consent which sets forth the action is given in writing by each shareholder; Prosperity's bylaws provide that any action permitted to be taken at a meeting of Prosperity shareholders may instead be taken without a meeting by the written consent of the holders of shares having not less than the minimum number of votes that would be necessary to take such action;

Ameris's bylaws provide that special meetings of Ameris shareholders may be called upon the written request of Ameris shareholders owning at least 50% of the issued and outstanding capital stock of Ameris; Prosperity's bylaws provide that special meetings of Prosperity shareholders may be called upon the written request of the holders of at least 10% of the shares entitled to be voted at such meeting; and

the Ameris board of directors is divided into three classes, with the directors serving staggered three-year terms and approximately one-third of the directors elected by Ameris shareholders annually; all of the directors of Prosperity are elected by Prosperity shareholders annually.

---

**Table of Contents**

**Nasdaq Listing (see page 16)**

Ameris shall use its commercially reasonable best efforts to cause the shares of Ameris common stock to be issued to the holders of Prosperity common stock in the merger to be authorized for listing on the Nasdaq Global Select Market, subject to official notice of issuance, prior to the effective time of the merger.

**Accounting Treatment (see page 51)**

Ameris will account for the merger under the acquisition method of accounting for business combinations under accounting principles generally accepted in the United States of America.

**Prosperity Special Meeting (see page 31)**

The special meeting of Prosperity shareholders will be held on \_\_\_\_\_, 2013, at \_\_\_\_\_ a.m., local time, at its corporate headquarters, located at 100 Southpark Boulevard, St. Augustine Florida. At the special meeting, Prosperity shareholders will be asked to vote on:

the proposal to approve the merger agreement;

any proposal of the Prosperity board of directors to adjourn or postpone the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement; and

any other matters as may properly be brought before the special meeting or any adjournment or postponement of the special meeting. You can vote at the special meeting if you owned Prosperity common stock as of the close of business on \_\_\_\_\_, 2013. On that date, there were \_\_\_\_\_ shares of Prosperity common stock outstanding and entitled to vote, approximately \_\_\_\_\_ % of which were owned and entitled to be voted by Prosperity directors and executive officers and their affiliates. As of the record date, neither Ameris nor any of its directors or executive officers owned or had the right to vote any of the outstanding shares of Prosperity common stock. You can cast one vote for each share of Prosperity common stock you owned on that date.

In order to approve the merger agreement, the holders of at least a majority of the outstanding shares of Prosperity common stock entitled to vote must vote in favor of doing so. Prosperity's directors have entered into shareholder voting agreements with Ameris under which they have agreed, among other things, to vote all of the shares they beneficially own for approval of the merger agreement. A total of 85,291 shares of Prosperity common stock, representing approximately 22.57% of the outstanding shares of Prosperity common stock entitled to vote at the special meeting, are subject to these shareholder voting agreements.

**Market Prices and Dividend Information (see page 29)**

The Ameris common stock is traded on the Nasdaq Global Select Market under the symbol ABCB. The Prosperity common stock is not listed or traded on any established securities exchange or quotation system. The following table sets forth the reported high and low sales prices of shares of Ameris common stock, as adjusted for stock dividends, and the quarterly cash dividends per share of Ameris common stock declared, in each case for the periods indicated. Prosperity has never paid cash dividends on the Prosperity common stock. The high and low sales prices reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not necessarily represent actual transactions.

**Table of Contents**

	High	Ameris Common Stock Low	Dividends
<b>2013</b>			
First Quarter	\$ 14.51	\$ 12.79	
Second Quarter	16.94	13.16	
Third Quarter (through July , 2013)			
<b>2012</b>			
First Quarter	\$ 13.32	\$ 10.34	
Second Quarter	13.40	10.88	
Third Quarter	12.88	11.27	
Fourth Quarter	12.71	10.50	
<b>2011</b>			
First Quarter	\$ 11.20	\$ 9.15	
Second Quarter	10.25	8.49	
Third Quarter	10.36	8.31	
Fourth Quarter	10.98	8.51	

The holders of Ameris common stock receive dividends if and when declared by the Ameris board of directors out of funds legally available, subject to certain restrictions imposed by state and federal laws and the preferential dividend rights of the Ameris preferred stock.

As of , 2013, the outstanding shares of Ameris common stock were owned by approximately holders of record and the outstanding shares of Prosperity common stock were owned by approximately holders of record.

---

**Table of Contents**

**RISK FACTORS**

*In addition to the other information contained in, or incorporated by reference into, this proxy statement/prospectus, including Ameris's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and the matters addressed under Forward-Looking Statements, Prosperity shareholders should consider the matters described below carefully in determining whether to vote to approve the merger agreement.*

***Because the sale price of the Ameris common stock may fluctuate, you cannot be sure of the value of the merger consideration that you will receive in the merger if you elect to receive the per share stock consideration.***

Under the terms of the merger agreement, each share of Prosperity common stock outstanding immediately prior to the effective time of the merger (excluding dissenting shares) will be converted into the right to receive, at the election of the holder, either 3.125 shares of Ameris common stock or \$41.50 in cash, subject to the requirement that the number of shares of Prosperity common stock receiving the per share cash consideration in the merger may not exceed the maximum cash shares (with Prosperity shareholder elections subject to customary proration and allocation procedures applicable to oversubscription for cash consideration). The value of the shares of Ameris common stock to be issued to Prosperity shareholders in the merger will fluctuate between now and the closing date of the merger due to a variety of factors, including general market and economic conditions, changes in the parties' respective businesses, operations and prospects, and regulatory considerations, among other things. Many of these factors are beyond the control of Ameris and Prosperity. We make no assurances as to whether or when the merger will be completed. Prosperity shareholders should obtain current sale prices for shares of Ameris common stock before voting their shares of Prosperity common stock at the special meeting and before submitting an election statement indicating the type of merger consideration they wish to receive.

***Prosperity shareholders may receive a form of merger consideration different from what they elect.***

Although each Prosperity shareholder may make a cash or stock election with respect to the type of merger consideration they wish to receive in the merger for their shares of Prosperity common stock, the number of shares of Prosperity common stock receiving the per share cash consideration in the merger may not exceed the maximum cash shares (with Prosperity shareholder elections subject to customary proration and allocation procedures applicable to oversubscription for cash consideration). As a result, if the cash consideration is oversubscribed, then a Prosperity shareholder who makes a cash election for such holder's shares of Prosperity common stock may nevertheless receive some stock consideration in respect of such shares. See The Merger Agreement Elections and The Merger Agreement Proration and Adjustment Procedures.

***Ameris may fail to realize all of the anticipated benefits of the merger.***

The success of the merger will depend on, among other things, Ameris's ability to realize anticipated cost savings and to combine the businesses of Ameris and Prosperity in a manner that does not materially disrupt the existing customer relationships of either Ameris or Prosperity or result in decreased revenues from customers of either of them. If Ameris is not able to successfully achieve these objectives, then the anticipated benefits of the merger may not be realized fully, if at all, or may take longer to realize than expected.

Ameris and Prosperity have operated and, until the completion of the merger, will continue to operate, independently. It is possible that the integration process could result in the loss of key employees, the disruption of either Ameris's or Prosperity's ongoing businesses or inconsistencies in standards,

---

**Table of Contents**

controls, procedures and policies that adversely affect the ability of Ameris or Prosperity to maintain relationships with their respective clients, customers, depositors and employees or to achieve the anticipated benefits of the merger. Integration efforts by Ameris and Prosperity will also divert management attention and resources. These integration matters could have an adverse effect on each of Ameris and Prosperity during the transition period and on the combined company following completion of the merger.

***The termination fees and the restrictions on third party proposals set forth in the merger agreement may discourage others from trying to acquire Prosperity.***

Until the completion of the merger, with some exceptions, Prosperity is prohibited from soliciting, initiating, encouraging or participating in any discussion of or otherwise considering any inquiries or proposals that may lead to a proposal to acquire Prosperity, such as a merger or other business combination transaction, with any person other than Ameris. In addition, Prosperity has agreed to pay to Ameris in certain circumstances a termination fee equal to \$2.25 million. These provisions could discourage other companies from trying to acquire Prosperity even though those other companies might be willing to offer greater value to Prosperity shareholders than Ameris has offered in the merger. The payment of any termination fee could also have a material adverse effect on Prosperity's financial condition. See [The Merger Agreement Third Party Proposals](#), [The Merger Agreement Termination](#) and [The Merger Agreement Termination Fees](#).

***The opinion that Prosperity has obtained from Ewing has not been, and is not expected to be, updated to reflect any changes in circumstances that may have occurred since the signing of the merger agreement.***

The opinion issued to the Prosperity board of directors by Ewing, financial advisor to Prosperity, with respect to the fairness of the merger consideration to be received by Prosperity shareholders, from a financial point of view, speaks only as of April 26, 2013. Changes in the operations and prospects of Ameris or Prosperity, general market and economic conditions and other factors which may be beyond the control of Ameris and Prosperity, and on which the opinion was based, may have altered the value of Ameris or Prosperity or the sale prices of shares of Ameris common stock as of the date of this proxy statement/prospectus, or may alter such values and sale prices by the time the merger is completed. Ewing does not have any obligation to update, revise or reaffirm its opinion to reflect subsequent developments and has not done so. Because Prosperity does not currently anticipate asking Ewing to update its opinion, the opinion will not address the fairness of the merger consideration from a financial point of view at the time the merger is completed. The Prosperity board of directors' recommendation that Prosperity shareholders vote **FOR** approval of the merger agreement, however, is made as of the date of this proxy statement/prospectus. See [The Merger Opinion of Ewing](#) and [Appendix B](#) to this proxy statement/prospectus.

***The merger and the bank merger are subject to the receipt of consents and approvals from regulatory authorities that may impose conditions that could have an adverse effect on Ameris.***

Before the merger and the bank merger can be completed, various approvals or consents must be obtained from bank regulatory authorities. These authorities may impose conditions on the completion of the merger or the bank merger or require changes to their terms. While Ameris and Prosperity do not currently expect that any such conditions or changes will be imposed, there is no assurance that they will not be, and such conditions or changes could have the effect of delaying completion of the merger or the bank merger, or imposing additional costs on or limiting the revenues of Ameris following the merger, any of which might have a material adverse effect on Ameris following the merger. Neither party is obligated to complete the merger if the regulatory approvals received in connection with the completion



---

## **Table of Contents**

of the merger impose any condition applicable to Prosperity or Prosperity Bank that would increase any of the minimum regulatory capital requirements of Ameris following the merger or of Ameris Bank following the bank merger. See The Merger Agreement Conditions to Completion of the Merger.

*The merger may not qualify as a tax-free reorganization within the meaning of the Code.*

It is currently unclear, and will remain unclear until the closing date of the merger, whether the merger will qualify as a tax-free reorganization within the meaning of the Code. If the merger does not qualify as a tax-free reorganization, then the holders of shares of Prosperity common stock would recognize any gain with respect to the entire consideration received in the merger, including the per share stock consideration received.

Tax matters are very complicated and the consequences of the merger to any particular Prosperity shareholder will depend on that shareholder's particular facts and circumstances. **You should consult your own tax advisor to determine the particular tax consequences of the merger to you.**

*The combined company expects to incur substantial expenses related to the merger.*

The combined company expects to incur substantial expenses in connection with completing the merger and combining the business, operations, networks, systems, technologies, policies and procedures of Ameris and Prosperity. Although Ameris and Prosperity have assumed that a certain level of transaction and combination expenses would be incurred, there are a number of factors beyond their control that could affect the total amount or the timing of their combination expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. Due to these factors, the transaction and combination expenses associated with the merger could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings related to the combination of the businesses following the completion of the merger.

*Shares of Ameris common stock to be received by Prosperity shareholders as a result of the merger will have rights different from the shares of Prosperity common stock.*

Upon completion of the merger, the rights of former Prosperity shareholders who receive Ameris common stock in the merger, and thereby become Ameris shareholders, will be governed by the articles of incorporation and bylaws of Ameris. The rights associated with Prosperity common stock are different from the rights associated with Ameris common stock. In addition, the rights of shareholders under Georgia law, where Ameris is incorporated, may differ from the rights of shareholders under Florida law, where Prosperity is incorporated. See Comparison of Shareholder Rights.

*Ameris has various provisions in its articles of incorporation that could impede a takeover of Ameris.*

The articles of incorporation of Ameris contain provisions providing for, among other things, a classified board of directors and the ability to issue preferred stock without shareholder approval. Although these provisions were not adopted for the express purpose of preventing or impeding the takeover of Ameris without the approval of the Ameris board of directors, such provisions may have that effect. Such provisions may prevent former Prosperity shareholders who receive shares of Ameris common stock in the merger from taking part in a transaction in which Ameris shareholders could realize a premium over the current market price of Ameris common stock. See Comparison of Shareholders Rights.

*Prosperity's executive officers and directors have financial interests in the merger that are different from, or in addition to, the interests of Prosperity shareholders.*

Executive officers of Prosperity negotiated the terms of the merger agreement with Ameris, and the Prosperity board of directors unanimously approved and recommended that Prosperity shareholders vote to approve the merger agreement. In considering these facts and the other information contained in this proxy statement/prospectus, you should be aware that certain Prosperity executive officers and directors have financial interests in the merger that are different from, or in addition to, the interests of Prosperity shareholders generally. See The Merger Interests of Prosperity Executive Officers and Directors in the Merger for information about these financial interests.

---

**Table of Contents**

**FORWARD-LOOKING STATEMENTS**

This proxy statement/prospectus, including information included in, or incorporated by reference into, this proxy statement/prospectus, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to: (i) statements about the benefits of the merger, including future financial and operating results and cost savings that may be realized from the merger; (ii) statements about our respective plans, objectives, expectations and intentions and other statements that are not historical facts; and (iii) other statements identified by words such as expects, anticipates, intends, plans, believes, estimates or words of similar meaning. These forward-looking statements are based on current beliefs and expectations of Ameris's and Prosperity's managements, and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond Ameris's and Prosperity's control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change.

Accordingly, actual results may differ materially from those expressed in, or implied by, the forward-looking statements. Some of the factors that may cause actual results or earnings to differ materially from those contemplated by the forward-looking statements include, but are not limited to, those discussed under Risk Factors and those discussed in the filings of Ameris with the SEC that are incorporated by reference into this proxy statement/prospectus, as well as the following:

the merger may not be completed when expected because the requisite regulatory approvals for the merger, and/or the approval of the merger agreement by Prosperity shareholders, might not be obtained or other conditions to the completion of the merger set forth in the merger agreement might not be satisfied or waived;

the sale price for the Ameris common stock could decline, before the completion of the merger, including as a result of the financial performance of Prosperity, or more generally due to broader stock market movements and the performance of financial companies and peer group companies;

the expected cost savings, synergies and other financial benefits from the merger might not be realized within the expected time frames or at all as a result of, among other things, changes in general economic and market conditions, interest and exchange rates, monetary policy, laws and regulations and their enforcement, and the degree of competition in the markets in which Ameris and Prosperity operate;

Prosperity's business may not be integrated into Ameris's business successfully, or such integration may take longer to accomplish than expected;

operating costs, customer losses and business disruption following the merger, including adverse developments in relationships with employees, may be greater than expected; and

management time and effort may be diverted to the resolution of merger-related issues.

Because these forward-looking statements are subject to assumptions and uncertainties, Ameris's and Prosperity's actual results may differ materially from those expressed or implied by these forward-looking statements. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this proxy statement/prospectus or the date of any document incorporated by reference into this proxy statement/prospectus.

**Table of Contents**

All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this proxy statement/prospectus, and attributable to Ameris or Prosperity or any person acting on their behalf, are expressly qualified in their entirety by the cautionary statements contained or referred to in this Forward-Looking Statements. Ameris and Prosperity undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this proxy statement/prospectus or to reflect the occurrence of unanticipated events, unless obligated to do so under the federal securities laws.

**Table of Contents****SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF AMERIS**

The following selected historical consolidated financial data as of and for the twelve months ended December 31, 2012, 2011, 2010, 2009 and 2008 is derived from the audited consolidated financial statements of Ameris. The following selected historical consolidated financial data as of and for the three months ended March 31, 2013 and 2012, is derived from the unaudited consolidated financial statements of Ameris and has been prepared on the same basis as the selected historical consolidated financial data derived from the audited consolidated financial statements and, in the opinion of Ameris's management, reflects all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of this data for those dates.

The results of operations as of and for the three months ended March 31, 2013, are not necessarily indicative of the results that may be expected for the twelve months ending December 31, 2013. You should read the following selected historical consolidated financial data in conjunction with: (i) the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Ameris's audited consolidated financial statements and accompanying notes included in Ameris's Annual Report on Form 10-K for the twelve months ended December 31, 2012; and (ii) the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Ameris's unaudited consolidated financial statements and accompanying notes included in Ameris's Quarterly Report on Form 10-Q for the three months ended March 31, 2013, both of which are incorporated by reference into this proxy statement/prospectus. See "Documents Incorporated by Reference."

	Three Months Ended March 31,		Years Ended December 31,				2008
	2013	2012	2012	2011	2010	2009	
	(In thousands, except per share data and ratios)						
<b>Selected Balance Sheet Data:</b>							
Total assets	\$2,861,651	\$3,043,234	\$3,019,052	\$2,994,307	\$2,972,168	\$2,423,970	\$2,407,090
Total legacy loans, gross	1,492,753	1,323,844	1,450,635	1,332,086	1,374,757	1,584,359	1,695,777
Covered assets (loans and OREO)	538,639	739,180	595,985	650,106	609,922	146,585	
Total deposits	2,489,973	2,665,360	2,624,663	2,591,566	2,535,426	2,123,116	2,013,525
Investment securities	324,029	371,791	346,909	339,967	322,581	245,556	367,894
Stockholders' equity	283,722	297,697	279,017	293,770	273,407	194,964	239,359
<b>Selected Income Statement Data:</b>							
Interest income	30,873	32,282	129,479	141,071	119,071	114,573	129,008
Interest expense	2,535	4,555	15,074	27,547	29,794	40,550	56,343
Net interest income	28,338	27,727	114,405	113,524	89,277	74,023	72,665
Provision for loan losses	2,923	12,882	31,089	32,729	50,521	42,068	35,030
Other income	11,360	27,264	57,874	52,807	35,248	58,353	19,149
Other expenses	28,884	34,246	119,470	101,953	81,188	124,800	62,753
Income (loss) before tax	7,891	7,863	21,720	31,649	(7,184)	(34,492)	(5,969)
Income tax expense (benefit)	2,606	2,498	7,285	10,556	(3,195)	7,297	(2,053)
Net income (loss)	5,285	5,365	14,435	21,093	(3,989)	(41,789)	(3,916)
Preferred stock dividends	441	815	3,577	3,241	3,213	3,161	328
Net income (loss) available to common stockholders	4,844	4,550	10,858	17,852	(7,202)	(44,950)	(4,244)

**Table of Contents****Per Share Data:**

Earnings (loss) per share available to common shareholders:

Basic	\$ 0.20	\$ 0.19	\$ 0.46	\$ 0.76	\$(0.35)	\$ (3.27)	\$ (0.31)
Diluted	\$ 0.20	\$ 0.19	\$ 0.46	\$ 0.76	\$(0.35)	\$ (3.27)	\$ (0.31)
Common book value per share (period end)	\$ 10.72	\$ 10.36	\$ 10.56	\$ 10.23	\$ 9.44	\$10.52	\$ 14.06
Tangible book value per share (period end)	\$ 10.57	\$ 10.15	\$ 10.39	\$ 10.06	\$ 9.22	\$10.17	\$ 9.74
Cash Dividends per share	\$	\$	\$	\$	\$	\$ 0.10	\$ 0.38
Stock dividend					3 for 157	2 for 130	

**Profitability Ratios:**

Net income (loss) to average total assets	0.75%	0.72%	0.49%	0.60%	(0.37%)	(0.52%)	(0.19%)
Net income (loss) to average stockholders equity	8.53%	8.89%	5.99%	7.21%	(4.44%)	(6.25%)	(2.22%)
Net interest margin (TE)	4.79%	4.48%	4.60%	4.57%	4.11%	3.52%	3.65%
Efficiency ratio	72.76%	62.28%	69.35%	61.30%	65.20%	74.61%	68.35%

**Asset Quality Ratios:**

Net charge-offs to average total loans*	0.76%	5.79%	2.76%	2.23%	3.33%	2.77%	1.36%
Non-performing assets to total assets	2.72%	2.91%	2.61%	4.05%	4.62%	4.85%	2.91%
Non-performing assets to total loans and OREO*	5.08%	6.50%	5.28%	8.76%	8.38%	6.87%	4.13%
Allowance for loan losses to total loans*	1.57%	2.17%	1.63%	2.64%	2.52%	2.26%	2.33%
Allowance for loan losses to nonperforming loans*	62.39%	54.90%	60.67%	49.64%	43.61%	37.20%	60.62%

**Liquidity Ratios:**

Loans to total deposits*	59.95%	49.67%	55.27%	51.40%	54.22%	74.62%	84.22%
Loans to average earning assets	80.43%	79.66%	77.83%	76.72%	76.50%	79.26%	82.32%
Noninterest-bearing deposits to total deposits	19.72%	16.68%	19.46%	15.26%	11.91%	11.16%	10.36%

**Capital Adequacy Ratios:**

Common stockholders equity to total assets	9.91%	9.78%	9.24%	9.81%	9.20%	8.04%	7.91%
Tangible common equity to tangible assets	8.83%	7.95%	8.20%	7.99%	7.35%	5.86%	5.74%

\* Excludes covered assets

**Table of Contents****SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF PROSPERITY**

The following selected historical consolidated financial data as of and for the twelve months ended December 31, 2012, 2011, 2010, 2009 and 2008 is derived from the audited consolidated financial statements of Prosperity. The following selected historical consolidated financial data as of and for the three months ended March 31, 2013, and 2012 is derived from the unaudited consolidated financial statements of Prosperity and has been prepared on the same basis as the selected historical consolidated financial data derived from the audited consolidated financial statements and, in the opinion of Prosperity's management, reflects all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of this data for those dates.

The results of operations as of and for the three months ended March 31, 2013, are not necessarily indicative of the results that may be expected for the twelve months ending December 31, 2013. You should read the following selected historical consolidated financial data in conjunction with Prosperity's Management's Discussion and Analysis of Financial Condition and Results of Operations, audited consolidated financial statements and accompanying notes for the twelve months ended December 31, 2012, and unaudited consolidated financial statements and accompanying notes for the three months ended March 31, 2013, each of which are included elsewhere in this proxy statement/prospectus. See

The Companies' Prosperity's Management's Discussion and Analysis of Financial Condition and Results of Operations and Index to Prosperity's Consolidated Financial Statements.

	Three Months Ended March 31,			Years Ended December 31,			2008
	2013	2012	2012	2011	2010	2009	
	(In thousands, except per share data and ratios)						
<b>Selected Balance Sheet Data:</b>							
Total assets	\$761,005	\$804,584	\$ 741,708	\$ 783,742	\$ 844,423	\$ 935,234	\$ 1,108,117
Total loans, gross	470,585	482,753	463,683	481,403	551,908		