
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 15, 2026

Hancock Whitney Corporation

(Exact name of Registrant as Specified in Its Charter)

Mississippi
(State or Other Jurisdiction
of Incorporation)

001-36872
(Commission File Number)

64-0693170
(IRS Employer
Identification No.)

Hancock Whitney Plaza
2510 14th Street
Gulfport, Mississippi
(Address of Principal Executive Offices)

39501
(Zip Code)

Registrant's Telephone Number, Including Area Code: (228) 868-4000

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
COMMON STOCK, \$3.33 PAR VALUE	HWC	Nasdaq
6.25% SUBORDINATED NOTES	HWCPZ	Nasdaq

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

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

Item 7.01 Regulation FD Disclosure.

On May 15, 2026, Hancock Whitney Corporation (“Hancock Whitney”) and OFB Bancshares, Inc. (“One Florida”) announced that they had entered into an Agreement and Plan of Merger (the “Merger Agreement”), providing for, among other things, the acquisition of One Florida by Hancock Whitney on the terms and conditions contained therein. The acquisition is subject to the satisfaction of customary closing conditions, including regulatory approvals and approval by the shareholders of One Florida.

A copy of the joint press release announcing the Merger agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Also on May 15, 2026, Hancock Whitney made available an Investor Presentation relating to the proposed transaction, a copy of which is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of, and subject to the protections of, section 27A of the Securities Act of 1933, as amended, and section 21E of the Securities Exchange Act of 1934, as amended. Any statement that does not describe historical or current facts is a forward-looking statement. These statements often include the words “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “forecast,” “goals,” “targets,” “initiatives,” “focus,” “potentially,” “probably,” “projects,” “outlook,” or similar expressions or future conditional verbs such as “may,” “will,” “should,” “would,” and “could.” Forward-looking statements are based upon the current beliefs and expectations of management and on information currently available to management. Our statements speak as of the date hereof, and we do not assume any obligation to update these statements or to update the reasons why actual results could differ from those contained in such statements in light of new information or future events.

Forward-looking statements are subject to significant risks and uncertainties. Investors are cautioned against placing undue reliance on such statements. Statements about the proposed acquisition, including future financial and operating results, may differ materially from those set forth in the forward looking statements, including as a result of changes in the level of business contracts to be acquired, the ability to retain customers and employees following closing, receipt of certain third party or regulatory approvals and the ability to realize expected cost savings or other synergies from the acquisition. Additional factors that could cause actual results to differ materially from those described in the forward-looking statements can be found in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2025 and in other periodic reports that we file with the SEC.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number Description

99.1	Press Release dated May 15, 2026
99.2	Investor Presentation
104	The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURES

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

HANCOCK WHITNEY CORPORATION

Date: May 15, 2026

By: _____
/s/ Michael M. Achary
Michael M. Achary
Chief Financial Officer



FOR IMMEDIATE RELEASE

May 15, 2026

For more information

Ashleigh Flower Wilshire, SVP, Head of Investor Relations
504.299.5076 or ashleigh.wilshire@hancockwhitney.com

Hancock Whitney to Acquire One Florida Bank

GULFPORT, Miss. (May 15, 2026) — Hancock Whitney Corporation (Nasdaq: HWC) (“Hancock Whitney”), parent company of Hancock Whitney Bank, and OFB Bancshares, Inc., parent company of One Florida Bank, announced today that they have entered into a definitive agreement whereby Hancock Whitney will acquire OFB Bancshares, Inc., in an all-cash transaction.

“This transaction represents a significant step in our long-term growth strategy, expanding our footprint into one of the most dynamic and high-growth markets in the country,” said John M. Hairston, President and CEO of Hancock Whitney. “Orlando offers attractive demographics, strong economic fundamentals, and meaningful opportunities to deepen client relationships. By combining our scale, capital strength, and product capabilities with the local expertise of this talented team, we believe we are well-positioned to deliver enhanced value to our clients, associates, and shareholders alike.”

One Florida Bank operates five financial centers in the greater Orlando, Florida, area and one in the Florida Panhandle. As of March 31, 2026, OFB Bancshares, Inc., on a consolidated basis, reported total assets of \$2.1 billion, total loans of \$1.7 billion, and total deposits of \$1.9 billion. This acquisition will enhance Hancock Whitney Bank’s existing financial center footprint by establishing meaningful market presence in the Orlando area.

Rick Pullum, President and CEO of One Florida Bank, commented, “We are proud of the franchise we’ve built in the Orlando market, grounded in strong client relationships and community engagement. Partnering with Hancock Whitney allows us to accelerate that momentum while gaining access to broader resources, expanded capabilities, and a larger platform for growth.”

The transaction is expected to close in the third quarter of 2026 and is expected to be immediately accretive to GAAP EPS excluding one-time costs and meets or exceeds Hancock Whitney’s minimum thresholds for Internal Rate of Return and Return on Invested Capital.

The transaction is subject to the satisfaction of certain customary closing conditions including receipt of regulatory and OFB Bancshares, Inc., shareholder approval. Raymond James & Associates, Inc., is serving as financial advisor to Hancock Whitney and Wachtell, Lipton, Rosen & Katz is serving as legal advisor. Piper Sandler & Co. is serving as financial advisor to OFB Bancshares, Inc., and Smith Mackinnon, PA, is serving as legal advisor.

There is no conference call scheduled. A slide presentation related to the proposed transaction is included in Hancock Whitney's 8-K filing and is also posted under the "Events & Presentations" section of the Investor Relations website at investors.hancockwhitney.com.

About Hancock Whitney

Since the late 1800s, Hancock Whitney has embodied core values of Honor & Integrity, Strength & Stability, Commitment to Service, Teamwork, and Personal Responsibility. Hancock Whitney offices and financial centers in Mississippi, Alabama, Florida, Louisiana, and Texas offer comprehensive financial products and services, including traditional and online banking; commercial and small business banking; private banking; trust and investment services; healthcare banking; and mortgage services. The company also operates combined loan and deposit production offices in the greater metropolitan areas of Nashville, Tennessee, and Atlanta, Georgia. More information is available at www.hancockwhitney.com.

About One Florida Bank

One Florida Bank was founded on a simple promise: local decision making and relationship-driven banking. From the beginning, the company has focused on building trusted partnerships grounded in deep community knowledge, responsiveness, and long-term thinking. One Florida Bank provides personalized service that delivers value, convenience, and genuine care through experienced bankers and modern technology platforms. One Florida Bank serves clients through six banking offices in Orlando, Winter Park, Longwood, Oviedo, Apopka, and ChIPLEY, Florida, by offering a full suite of financial products including commercial, residential mortgage, and installment loans and checking, treasury management, savings, and term deposit accounts. More information is available at www.onefloridabank.com.

Important Cautionary Statement about Forward-Looking Statements

This release contains forward-looking statements within the meaning of, and subject to the protections of, section 27A of the Securities Act of 1933, as amended, and section 21E of the Securities Exchange Act of 1934, as amended. Any statement that does not describe historical or current facts is a forward-looking statement. These statements often include the words “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “forecast,” “goals,” “targets,” “initiatives,” “focus,” “potentially,” “probably,” “projects,” “outlook,” or similar expressions or future conditional verbs such as “may,” “will,” “should,” “would,” and “could.” Forward-looking statements are based upon the current beliefs and expectations of management and on information currently available to management. Our statements speak as of the date hereof, and we do not assume any obligation to update these statements or to update the reasons why actual results could differ from those contained in such statements in light of new information or future events.

Forward-looking statements are subject to significant risks and uncertainties. Investors are cautioned against placing undue reliance on such statements. Statements about the proposed acquisition, including future financial and operating results, may differ materially from those set forth in the forward looking statements, including as a result of changes in the level of business contracts to be acquired, the ability to retain customers and employees following closing, receipt of certain third party or regulatory approvals and the ability to realize expected cost savings or other synergies from the acquisition. Additional factors that could cause actual results to differ materially from those described in the forward-looking statements can be found in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2025 and in other periodic reports that we file with the SEC.

- END-



Acquisition of One Florida Bank



HANCOCK
WHITNEY



OFB BANCSHARES, INC.

EX-99.2

May 15, 2026

Important cautionary statement about forward-looking statements

This presentation contains forward-looking statements within the meaning of, and subject to the protections of, section 27A of the Securities Act of 1933, as amended, and section 21E of the Securities Exchange Act of 1934, as amended. Any statement that does not describe historical or current facts is a forward-looking statement. These statements often include the words “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “forecast,” “goals,” “targets,” “initiatives,” “focus,” “potentially,” “probably,” “projects,” “outlook,” or similar expressions or future conditional verbs such as “may,” “will,” “should,” “would,” and “could.” Forward-looking statements are based upon the current beliefs and expectations of management and on information currently available to management. Our statements speak as of the date hereof, and we do not assume any obligation to update these statements or to update the reasons why actual results could differ from those contained in such statements in light of new information or future events.

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Transaction Highlights

Expanding Into High-Growth Markets

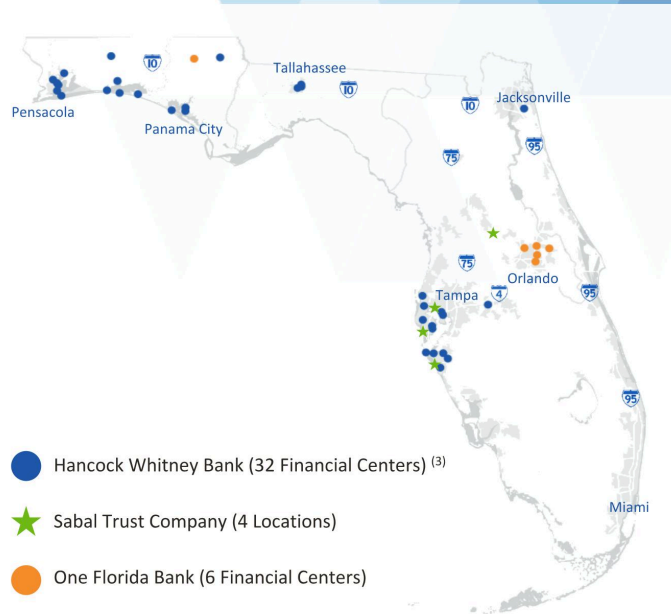
- ▶ Strategic expansion along the I-4 corridor in Florida into a high-growth market
- ▶ One Florida Bank (“OFB”)⁽¹⁾ is the largest independent bank in Orlando, the 3rd fastest growing large metro⁽²⁾ in the U.S.

Leveraging Synergies

- ▶ Opportunity to leverage fee income capabilities of recent Sabal Trust Company acquisition
- ▶ Brings together local talent, market expertise, and the breadth of the Hancock Whitney platform
- ▶ Complementary culture and values, similar operational and strategic ambitions

Improving Financial Results

- ▶ Acquisition criteria and financial results align with long-term strategic goals and core values
- ▶ Diversified loan book and attractive deposit base complementary to Hancock Whitney franchise
- ▶ Attractive capital deployment opportunity to drive earnings growth
- ▶ Expected pro forma return on tangible common equity (ROTCE) of 16.3% in 2027

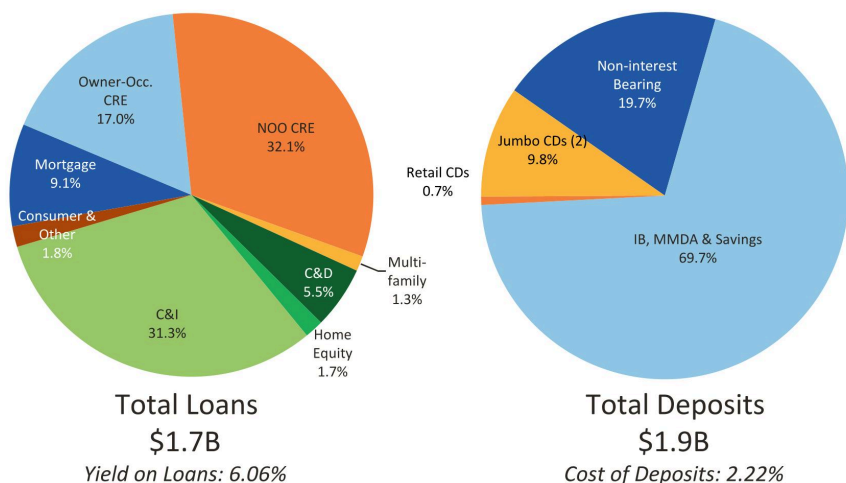


(1) One Florida Bank (“OFB”) is the wholly-owned banking subsidiary of OFB Bancshares, Inc.
(2) Large metro defined as MSAs with total population greater than 1 million
(3) Includes only Hancock Whitney branches located in Florida
Source: S&P Capital IQ Pro

Overview of OFB Bancshares, Inc.

- ▶ #1 Community Bank⁽¹⁾ in the Orlando MSA ranked by deposits
- ▶ Disciplined growth focused on continued profitability and pristine asset quality
- ▶ Operates in a desirable market with sustainable growth
- ▶ Well-tenured management team committed to the combined organization

Loan and Deposit Portfolio



(1) "Community Bank" defined as having less than \$15 billion in total assets
 (2) "Jumbo CDs" defined as those with balance greater than \$100 thousand
 Note: Unaudited financial data as of March 31, 2026

Financial Highlights

(\$ in millions)	FY 2023	FY 2024	FY 2025	1Q26
Balance Sheet				
Consolidated Assets	1,578	1,833	2,048	2,119
Gross Loans	1,279	1,499	1,621	1,681
Consolidated Deposits	1,401	1,635	1,800	1,862
Consolidated Equity	125	145	171	178

Profitability

Consolidated Net Income	12.1	14.4	22.8	6.1
Consolidated ROA (%)	0.80	0.84	1.17	1.18
Consolidated ROE (%)	10.2	10.7	14.4	14.0
Net Interest Margin (%)	3.08	3.06	3.41	3.44
Efficiency Ratio (%)	61	58	52	51

Balance Sheet Ratios

Loans / Deposits (%)	91	92	90	90
Consolidated TCE / TA (%)	7.9	7.9	8.4	8.4

Asset Quality

NPAs / Assets (%)	0.02	0.05	0.24	0.17
Reserves / Loans (%)	0.82	0.83	0.83	0.80
NCOs / Avg. Loans (%)	0.05	0.01	0.00	0.11

Meaningful Florida Presence

- ▶ Complementary to Hancock Whitney's existing Florida organization with enhanced ability to compete with regionals and super regionals through additional scale, size, comprehensive product offerings, and modern technology
- ▶ Approximately 21% of pro forma deposits will be based in Florida, compared to 16% for standalone Hancock Whitney
- ▶ Expect to be the 5th largest regional or community bank in Florida based on pro forma market share

Florida Regional & Community Bank Market Share⁽¹⁾

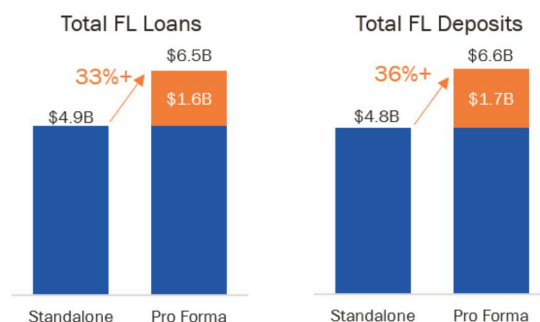
Rank	Institution	# of Branches	Total Deposits (\$M)	Mkt. Share (%)
1	BankUnited Inc.	49	21,636	13.9
2	Seacoast Banking Corp. of Florida	104	16,644	10.7
3	Amerant Bancorp Inc.	24	8,318	5.3
4	Home BancShares Inc.	82	8,031	5.1
	Pro Forma	38	6,560	4.2
5	Ocean Bankshares Inc.	24	6,128	3.9
6	Ameris Bancorp	49	5,915	3.8
7	Bank OZK	45	5,528	3.5
8	Hancock Whitney Corp.	32	4,830	3.1
9	Capital City Bank Group Inc.	53	3,313	2.1
10	Banesto USA	6	3,268	2.1
11	First Federal Bancorp MHC	26	3,108	2.0
12	TFS Financial Corp.	15	2,916	1.9
13	Commerce Bancshares Inc.	10	2,738	1.8
14	Tampa Bay Banking Co.	13	2,725	1.7
15	United Community Banks Inc.	22	2,522	1.6
27	OFB Bancshares Inc.	6	1,730	1.1

(1) Regional & Community Bank defined as less than \$50 billion; excludes EverBank due to different business model and foreign headquartered banks

Note: As of June 30, 2025; illustrated pro forma for pending and completed acquisitions

Source: S&P Capital IQ Pro

Rapidly Scaling Florida Presence

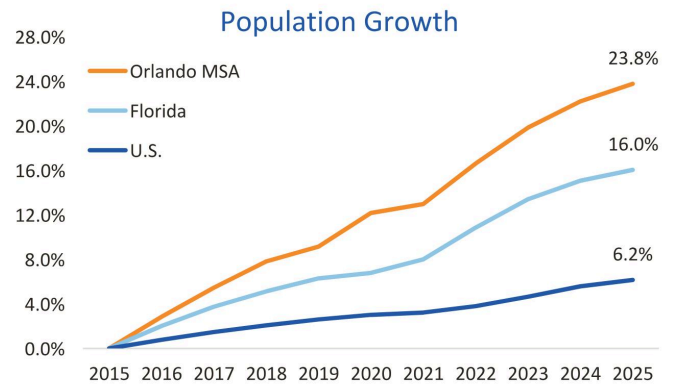


Orlando Market Share

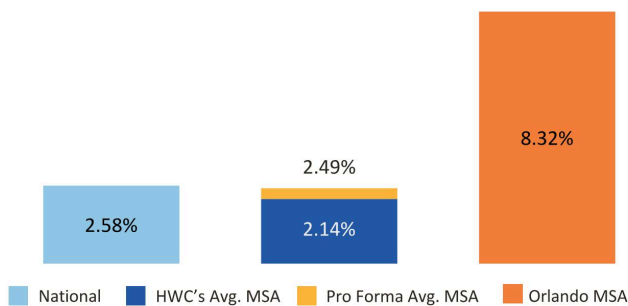
Rank	Institution	# of Branches	Total Deposits (\$M)	Mkt. Share (%)
1	Truist Financial Corp.	58	13,439	19.4
2	Bank of America Corp.	46	12,410	17.9
3	JPMorgan Chase & Co.	52	9,620	13.9
4	Wells Fargo & Co.	44	9,278	13.4
5	Regions Financial Corp.	34	2,878	4.2
6	Fifth Third Bancorp	34	2,706	3.9
7	Seacoast Banking Corp. of Florida	16	2,214	3.2
8	The Toronto-Dominion Bank	15	2,074	3.0
9	SouthState Bank Corp.	15	1,675	2.4
10	OFB Bancshares Inc.	5	1,671	2.4
11	PNC Financial Services Group Inc.	20	1,278	1.8
12	Pinnacle Financial Partners Inc.	6	1,122	1.6
13	First Horizon Corp.	9	933	1.3
14	Cogent Bancorp Inc.	2	929	1.3
15	Valley National Bancorp	6	750	1.1

Orlando – Strong Market Demographics

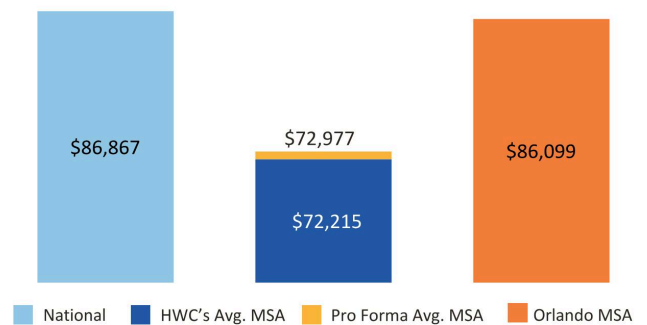
- ▶ One of the nation’s fastest-growing major metros, supported by sustained population growth and in-migration
- ▶ Diverse and expanding economy anchored by tourism, healthcare, technology, logistics, and professional services
- ▶ Attractive relative affordability enhances the market’s appeal for both businesses and residents
- ▶ Deep labor base and pro-growth environment support continued corporate and population expansion



Projected Population Growth '26-'31

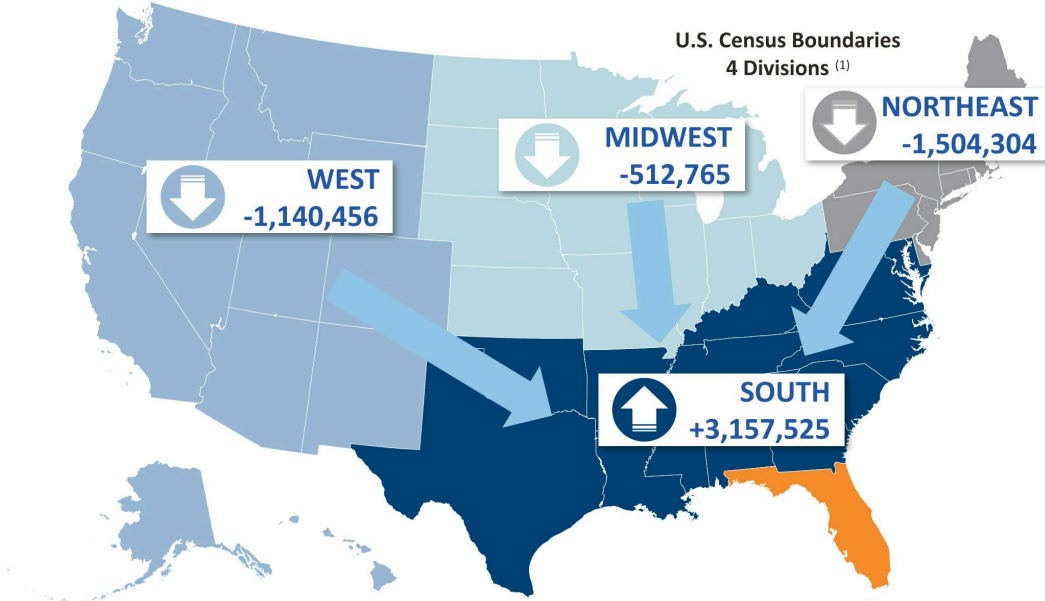


2026 Median Household Income (HHI)



Source: S&P Capital IQ Pro; St. Louis Federal Reserve Economic Data; CensusReporter.org

Florida Leads Population and Income Migration



Top 5 States Net Domestic Migration	
1. Florida	890,348
2. Texas	812,735
3. North Carolina	476,921
4. South Carolina	379,062
5. Tennessee	292,727

Blue highlight indicates Hancock Whitney markets

Fastest Growing Large MSAs ⁽²⁾						
Rank	MSA	Population (MM)	Proj. Population Change (%)	Median HHI (\$)	Proj. HHI Change (%)	
1	Austin-Round Rock-San Marcos, TX	2.6	9.3	110,379	14.3	
2	Jacksonville, FL	1.8	8.8	84,976	9.7	
3	Orlando-Kissimmee-Sanford, FL	3.0	8.3	86,099	14.6	
4	Raleigh-Cary, NC	1.6	8.3	107,467	13.3	
5	Houston-Pasadena-The Woodlands, TX	8.0	7.3	87,067	10.2	
6	Dallas-Fort Worth-Arlington, TX	8.6	7.3	96,369	12.8	
7	Charlotte-Concord-Gastonia, NC-SC	3.0	7.2	90,596	13.2	
8	San Antonio-New Braunfels, TX	2.8	7.1	82,696	12.7	
9	Tampa-St. Petersburg-Clearwater, FL	3.5	6.7	82,294	14.8	
10	Greenville-Anderson-Greer, SC	1.0	6.7	76,852	14.3	

(1) Based on net domestic migration from April 1, 2020 to July 1, 2025 per the U.S. Census Bureau
 (2) Includes MSAs with total population greater than 1 million
 Source: S&P Capital IQ Pro

Compelling Synergy Opportunity

Fee Income Expansion

- ▶ Hancock Whitney completed the acquisition of Sabal on May 2, 2025, expanding trust and asset management presence in Central Florida
- ▶ Orlando offers a venue to scale proven fee income and trust capabilities in a high-growth Florida market
- ▶ Ability to deepen relationships through tailored private banking solutions and other fee income offerings
- ▶ Opportunities for revenue synergies exist across the Hancock Whitney platform, but have not been modeled in this transaction for conservatism

Complementary Strategies and Culture

- ▶ Both Hancock Whitney and OFB have cultures centered around growth, teamwork, community support and associate retention and development
- ▶ The transaction adds OFB's depth and granularity across the commercial real estate and C&I segments to Hancock Whitney's loan portfolio

Transaction Overview

Transaction Consideration & Valuation

- ▶ Consideration: 100% cash
- ▶ Total consideration of \$377.6 million for all outstanding common shares and options
- ▶ P / TBVPS= 200%
- ▶ P / 2026E Core EPS = 14.4x
- ▶ Franchise premium / core deposits = 11.8%

Transaction Assumptions

- ▶ Cost Savings: 40%, or \$15.8 million, phased in at 75% in 2026 and 100% thereafter
- ▶ One-time Merger Expenses: \$30 million pre-tax
- ▶ Gross Credit Mark: 1.47%, or \$24.6 million, resulting in a net credit mark of \$11.1 million; no CECL double count
- ▶ Loan Rate Mark: 1.0% mark down on loans
- ▶ Core Deposit Intangible: 3.0% of non-time deposits
- ▶ Revenue synergies are expected, but not modeled

Projected Financial Results

- ▶ TBV earnback of approximately four years; consistent with stock buyback
- ▶ EPS accretion in the high single digits
- ▶ CET-1 ratio at close of 11.4%

Personnel

- ▶ Rick Pullum, OFB President and CEO, to lead the Orlando, Jacksonville, and Panhandle markets
- ▶ Retention agreements in place for other key employees

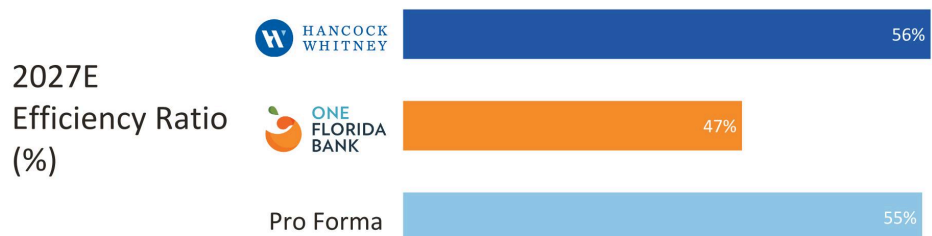
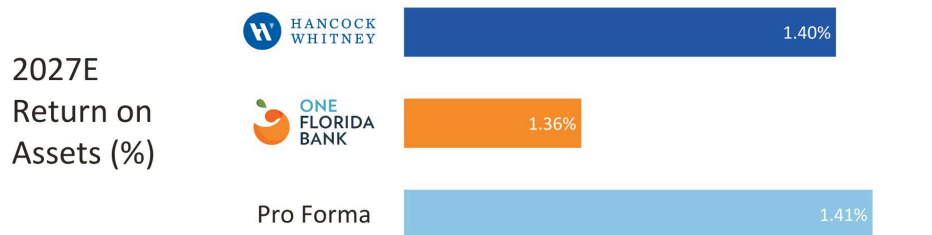
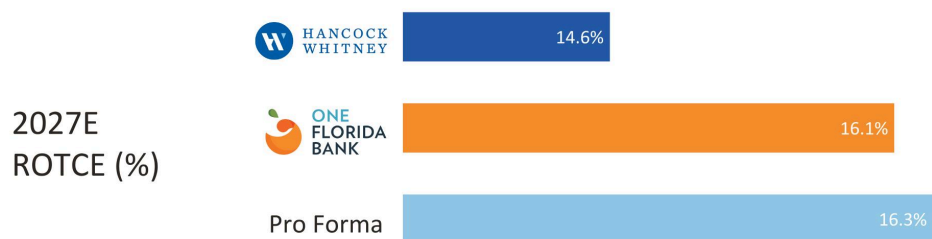
Required Approvals

- ▶ Customary regulatory approvals and OFB Bancshares, Inc., shareholder approval

Expected Closing

- ▶ Q3 2026, subject to required approvals





Expected Improvement to Financial Results



Note: Financial metrics are based on merger assumptions detailed herein and are not guarantees of future performance or outcomes; Hancock Whitney projections are based on analyst consensus estimates and OFB projections are based on management estimates

Comprehensive Due Diligence Review

Key Diligence Focus

 Corporate & Organizational	 Financial, Tax, Accounting & Real Estate
 Legal, Risk, Regulatory & Compliance	 Credit & Loan Review
 Human Resources	 Deposits & Funding
 Technology & Cybersecurity	 Contracts

Thorough Diligence Completed

1 80+ Individuals across internal & external teams	2 100% of watch loans
3 100% of classified loans	4 Joint review by internal & external teams

Key Diligence Highlights

- ▶ Substantial engagement of third-party advisors and consultants
- ▶ Multiple management meetings conducted covering all key diligence topics
- ▶ Granular review of cost savings, synergies, and deal charges
- ▶ Third-party credit review conducted alongside internal credit review

How Hancock Whitney does business

Our Mission.

Each day, we reaffirm our mission to help people achieve their financial goals and dreams.

Our Purpose.

We work hard to create opportunities for people and the communities we serve, our purpose for doing what we do.

Our Promise to Associates.

We honor and respect associates with a heartfelt promise: You can grow. You have a voice. You are important.

Our core values.



Honor & Integrity

We proudly bear a figurative badge symbolizing our steady commitment to do the right thing for the people who depend on and trust us.



Strength & Stability

We maintain strong capital and solid business practices to anchor the company's financial soundness and offer clients safe harbor for their hard-earned money.



Commitment to Service

With a steadfast pledge to five-star excellence, we strive to deliver exceptional service to our clients and communities every day.



Teamwork

We embrace the importance of collaboration and work together with people, communities, and each other to empower success in the hometowns we serve.



Personal Responsibility

Each of us carries the long-burning light of accountability that leads us to go above and beyond our best.



HANCOCK
WHITNEY



OFB BANCSHARES, INC.