

Ameris Bancorp
Form 424B3
May 30, 2014
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**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-196177**

Proxy Statement of Coastal Bankshares, Inc.

Prospectus of Ameris Bancorp

PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT

To the Shareholders of Coastal Bankshares, Inc.:

Ameris Bancorp and Coastal Bankshares, Inc. have entered into a definitive merger agreement that provides for the merger of Coastal with and into Ameris, with Ameris as the surviving company in the merger. Before the merger can be completed, the holders of Coastal common stock and Coastal Series A preferred stock, voting together as a single class, must approve the merger agreement. Coastal shareholders will vote on a proposal to approve the merger agreement at a special meeting of shareholders to be held on June 30, 2014. No vote of Ameris shareholders is required to complete the merger.

If the merger is completed, then: (i) each share of Coastal common stock will be converted into the right to receive 0.4671 of a share of Ameris common stock; (ii) each option to purchase shares of Coastal common stock will be converted into an option to purchase shares of Ameris common stock, adjusted to reflect the exchange ratio; and (iii) each warrant to purchase shares of Coastal common stock will be cancelled pursuant to its terms, and the holder of the Coastal warrant will be entitled to receive from Ameris in respect of the Coastal warrant only a cash payment as described in this proxy statement/prospectus. Immediately prior to the merger, each share of Coastal Series A preferred stock will, in accordance with its terms, convert into one share of Coastal common stock (which will subsequently convert upon the completion of the merger into the right to receive 0.4671 of a share of Ameris common stock). No fractional shares of Ameris common stock will be issued in connection with the merger. Instead, each Coastal shareholder who would otherwise receive a fractional share of Ameris common stock will receive a cash payment.

The exchange ratio is fixed and will not be adjusted to reflect changes in the market price of the Ameris common stock. The value implied by the exchange ratio for one share of Coastal common stock on May 29, 2014, was \$9.84, based upon the closing price per share of the Ameris common stock on that date. You should obtain current market quotations for the Ameris common stock, which is listed on the Nasdaq Global Select Market under the symbol ABCB. The Coastal common stock is not listed or traded on any established securities exchange or quotation system.

Based on the current number of shares of Coastal common stock and Coastal Series A preferred stock outstanding, Ameris currently expects to issue approximately 1,599,112 shares of Ameris common stock upon completion of the merger. However, an increase or decrease in the number of outstanding shares of Coastal common stock prior to completion of the merger could cause the actual number of shares issued upon completion of the merger to change.

The merger is intended to be tax-free to Coastal shareholders, other than with respect to any cash paid in lieu of issuing fractional shares of Ameris common stock to them.

This proxy statement/prospectus describes the special meeting, the merger, the documents related to the merger and related matters. You should carefully read the entire proxy statement/prospectus, including Risk Factors beginning on page 20.

The Coastal board of directors has determined that the merger is fair to and in the best interests of Coastal and its shareholders and unanimously recommends that Coastal shareholders vote *FOR* the approval of the merger agreement and the transactions contemplated thereby.

Sincerely,

James A. LaHaise

President and Chief Executive Officer

Coastal Bankshares, Inc.

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.

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 Coastal, and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

This proxy statement/prospectus is dated May 30, 2014, and is being first mailed to Coastal shareholders on or about June 2, 2014.

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COASTAL BANKSHARES, INC.

18 West Bryan Street

Savannah, Georgia 31401

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 30, 2014

A special meeting of shareholders of Coastal Bankshares, Inc. (Coastal) will be held on June 30, 2014, at 10:00 a.m., local time, at The Coastal Bank's Operational Services Center, located at 605 West Highway 80 in Pooler, Georgia, for the following purposes:

1. To consider and vote on a proposal to approve the Agreement and Plan of Merger, dated as of March 10, 2014, by and between Ameris Bancorp (Ameris) and Coastal, as may be amended from time to time (referred to as the merger agreement), and the transactions contemplated thereby. The merger agreement provides that Coastal will merge with and into Ameris, with Ameris as the surviving company, upon the terms and subject to the conditions set forth in the merger agreement, as more fully described in the accompanying proxy statement/prospectus. A copy of the merger agreement is attached as *Appendix A* to the accompanying proxy statement/prospectus.
2. To consider and vote on a proposal to adjourn or postpone the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the merger agreement.
3. To transact such other business as may properly come before the special meeting.

The Coastal board of directors has determined that the terms of the merger are fair to and in the best interests of Coastal and its shareholders, has approved and adopted the merger agreement and the transactions contemplated thereby, and unanimously recommends that Coastal shareholders vote **FOR** the approval of the merger agreement and the transactions contemplated thereby.

Only holders of record of Coastal common stock and Coastal Series A preferred stock at the close of business on May 30, 2014, are entitled to notice of and to vote at the special meeting and any adjournments or postponements thereof. The special meeting may be adjourned or postponed from time to time upon approval of Coastal shareholders without any notice other than by announcement at the special meeting of the adjournment or postponement thereof, and any and all business for which notice is hereby given may be transacted at such adjourned or postponed special meeting.

Approval of the merger agreement and the transactions contemplated thereby by Coastal shareholders requires the affirmative vote of at least a majority of all votes entitled to be cast by the holders of Coastal common stock and Coastal Series A preferred stock, voting together as a single class.

Holders of record of Coastal common stock and Coastal Series A preferred stock are entitled to exercise dissenters rights in connection with the merger, provided the proper procedures of Article 13 of the Georgia Business

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Corporation Code (the GBCC) are followed. A copy of Article 13 of the GBCC is attached as *Appendix C* to the accompanying proxy statement/prospectus.

Your vote is very important. 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. If you attend the special meeting, then you may vote your shares in person, even though you have previously signed and returned your proxy. You may revoke your proxy before it is voted at the special meeting. Failure to return a properly executed proxy card, or to vote at the special meeting, will have the same effect as a vote against the merger agreement and the transactions contemplated thereby.

By Order of the Coastal Board of Directors,

James A. LaHaise

President and Chief Executive Officer

Coastal Bankshares, Inc.

Savannah, Georgia

May 30, 2014

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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 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 1,920,794 shares of the Ameris common stock which may possibly 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 June 23, 2014 in order to receive them before the special meeting of Coastal shareholders. Ameris supplied all information contained in, or incorporated by reference into, this proxy statement/prospectus relating to Ameris, and Coastal supplied all information contained in this proxy statement/prospectus relating to Coastal.

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 Coastal shareholders nor the issuance of Ameris common stock in the merger shall create any implication to the contrary.

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING

Q: Why is Coastal proposing the merger?

A: We believe the proposed merger is fair to and in the best interests of Coastal Bankshares, Inc. (Coastal) and its shareholders. The Coastal board of directors believes that combining with Ameris Bancorp (Ameris) provides significant value to Coastal shareholders and provides Coastal shareholders with opportunities for growth offered by the combined company.

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

A: You will be entitled to receive 0.4671 of a share of Ameris common stock in exchange for each share of Coastal common stock that you hold immediately prior to the effective time of the merger. We refer to this 0.4671-to-one ratio as the exchange ratio.

No fractional shares of Ameris common stock will be issued in connection with the merger. Instead, each Coastal shareholder who would otherwise receive a fractional share of Ameris common stock will receive a cash payment (rounded to the nearest whole cent) equal to: (i) \$21.41 multiplied by (ii) the fractional share amount. We refer to the shares of Ameris common stock issuable in respect of outstanding Coastal common stock in accordance with the exchange ratio and the cash payable in lieu of fractional shares of Ameris common stock, collectively, as the merger consideration.

Q: Will the exchange ratio be adjusted in response to changes in the market price of Ameris common stock?

A: The exchange ratio is fixed and will not be adjusted to reflect changes in the market price of the Ameris common stock. As a result, the value of the merger consideration will fluctuate with the market price of the Ameris common stock until the completion of the merger. The value implied by the exchange ratio for one share of Coastal common stock on May 29, 2014, was \$9.84, based upon the closing price per share of the Ameris common stock on that date. We make no assurances as to whether or when the merger will be completed or, if completed, as to the market price of the Ameris common stock at the time of the merger or any time thereafter. You should obtain current market quotations for the Ameris common stock, which is listed on the Nasdaq Global Select Market under the symbol ABCB.

Q: How will shares of Coastal Series A preferred stock be treated in the merger?

A: Each outstanding share of Coastal Series A preferred stock will convert, in accordance with its terms, into one share of Coastal common stock immediately prior to the effective time of the merger. Each share of Coastal common stock issuable upon the conversion of a share of Coastal Series A preferred stock will be converted into the right to receive Ameris common stock in accordance with the exchange ratio and otherwise will be treated in

the merger in the same manner as all other shares of Coastal common stock.

Q: How will options to purchase Coastal common stock treated be in the merger?

A: Each outstanding and unexercised option to purchase shares of Coastal common stock awarded under the Coastal Bankshares, Inc. Stock Award Plan or the Coastal Bankshares, Inc. 2010 Long-Term Incentive Plan (each referred to as a Coastal option) will be converted at the effective time of the merger into an option to purchase shares of Ameris common stock (referred to as a continuing Ameris option) equal to the number of shares of Coastal common stock underlying the Coastal option multiplied by 0.4671, with an exercise price equal to the exercise price of the Coastal option divided by 0.4671.

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Q: How will warrants to purchase Coastal common stock be treated in the merger?

A: Each outstanding and unexercised warrant to purchase shares of Coastal common stock (each referred to as a Coastal warrant) will be cancelled, pursuant to its terms, at the effective time of the merger, and the holder of the Coastal warrant will be entitled to receive from Ameris in respect of the Coastal warrant only a cash payment (referred to as a Coastal warrant cash-out payment). The amount of the Coastal warrant cash-out payment with respect to each Coastal warrant is equal to the product of: (i) the number of shares of Coastal common stock issuable upon exercise of the Coastal warrant multiplied by (ii) (a) \$6.710, in the case of a Coastal warrant with an exercise price per share equal to \$3.85; or (b) \$0.269, in the case of a Coastal warrant with an exercise price per share equal to \$17.50. In order to receive the Coastal warrant cash-out payment, a holder of a Coastal warrant must deliver to Ameris all agreements and certificates evidencing the Coastal warrant.

Q: What does the Coastal board of directors recommend?

A: The Coastal board of directors has unanimously adopted and approved the merger agreement and the transactions contemplated thereby. The Coastal board of directors unanimously recommends that Coastal shareholders vote **FOR** the approval of the merger agreement and the transactions contemplated thereby.

Q: When and where is the special meeting?

A: The special meeting is scheduled to take place on June 30, 2014, at 10:00 a.m., local time, at The Coastal Bank s Operational Services Center, located at 605 West Highway in Pooler, Georgia.

Q: What should I do now?

A: After you have read this document carefully, indicate on your proxy card how you want your shares to be voted. Then complete, sign, date and return your proxy card in the enclosed return envelope as soon as possible so that your shares may be represented at the special meeting. It is important that the proxy card be received as soon as possible and in any event before the special meeting.

Q: If my shares are held by my broker in street name, will my broker vote my shares for me?

A: No. Without instructions from you, your broker will not be able to vote your shares on the proposal to approve the merger agreement and the transactions contemplated thereby. You should instruct your broker to vote your shares, following the directions provided by your broker to vote your shares. If you do not provide your broker with instructions on how to vote your shares held in street name, then your broker will not be permitted to vote your shares on the proposal to approve the merger agreement and the transactions contemplated thereby.

Q: Can I change my vote after I mail my proxy card?

A: Yes. You can change your vote at any time before your proxy is voted at the special meeting. You can do this in one of three ways:

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

Second, you can complete and submit a new proxy card. Your latest proxy actually received by Coastal before the special meeting will be counted, and any earlier proxies will be revoked.

Third, you can attend the special meeting and vote in person. Any earlier proxy will thereby be revoked. However, simply attending the special meeting will not revoke your earlier proxy.

If you choose either of the first or second ways to change your vote, then you must submit your notice of revocation or your new proxy card to Coastal prior to the special meeting. Your submissions must be mailed to the Corporate Secretary of Coastal at the address listed on the Notice of Special Meeting of Shareholders.

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Q: What if I do not vote?

A: Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Although brokers have discretionary power to vote your shares with respect to routine matters, they do not have discretionary power to vote your shares on non-routine matters. Both proposals are non-routine and, therefore, your broker will not be able to vote your shares with respect to either proposal unless the broker receives appropriate instructions from you. If you do not provide your broker with instructions on how to vote your shares in street name, your broker will not be permitted to vote your shares on the proposal to approve the merger agreement and the transactions contemplated thereby, which will have the effect of an **AGAINST** vote on the merger agreement and the transactions contemplated thereby.

Coastal common stock or Coastal Series A preferred stock which is owned by holders electing to abstain from voting with respect to any proposal and broker non-votes will be regarded as present at the special meeting and counted towards the determination of whether a quorum exists.

Q: What is the vote required to approve each proposal at the special meeting?

A: The presence, in person or by proxy, of the holders of a at least a majority of the aggregate number of shares of Coastal common stock and Coastal Series A preferred stock entitled to vote at the special meeting is necessary to constitute a quorum for the special meeting. If a quorum exists at the special meeting, approval of the merger agreement and the transactions contemplated thereby requires the affirmative vote of at least a majority of all votes entitled to be cast by the holders of the Coastal common stock and Coastal Series A preferred stock (together, referred to as the Coastal stock), voting together as a single class (referred to as the Coastal shareholder approval). Approval of the proposal to adjourn or postpone the special meeting requires that more votes be cast in favor of the proposal than are cast against the proposal by the holders of Coastal common stock and Coastal Series A preferred stock, voting together as a single class.

In determining whether the proposal to approve the merger agreement and the transactions contemplated thereby has received the requisite number of affirmative votes at the special meeting, a failure to vote, an abstention or broker non-vote will be treated the same as an **AGAINST** vote. Failures to vote, abstentions or broker non-votes will not count as votes cast and will have no effect for purposes of determining whether the proposal to adjourn or postpone the special meeting has been approved.

Q: Have any Coastal shareholders already agreed to vote in favor of the merger?

A: Yes. Coastal's directors have entered into shareholder voting agreements with Ameris under which they have agreed, among other things, to vote all of the shares of Coastal common stock they beneficially own for the approval of the merger agreement and the transactions contemplated thereby. A total of 1,426,095 shares of Coastal common stock, representing approximately 42% of the outstanding shares of Coastal stock entitled to vote at the special meeting, are subject to these shareholder voting agreements. The form of the shareholder voting agreement entered into by each of the Coastal directors is attached as **Exhibit A** to the merger agreement,

which is attached as *Appendix A* to this proxy statement/prospectus.

Q: Do I have the right to dissent and obtain the fair value for my shares?

A: Yes. Holders of record of Coastal common stock and Coastal Series A preferred stock are entitled to exercise dissenters' rights in connection with the merger, provided the proper procedures of Article 13 of the GBCC are followed. A copy of Article 13 of the GBCC is attached as *Appendix C* to this proxy statement/prospectus. **Coastal shareholders who desire to exercise dissenters' rights pursuant to Article 13 of the GBCC are urged to consult a legal advisor before electing or attempting to exercise these rights.**

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

A: The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code), and the holders of shares of Coastal stock are not expected to recognize any gain or loss for U.S. federal income tax purposes on the exchange of their shares of Coastal stock for shares of Ameris common stock, except with respect to cash received in lieu of any fractional shares of Ameris common stock.

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

A: We expect to complete the merger on June 30, 2014 or early in the third quarter of 2014. However, we make no assurances as to whether or when the merger will be completed. We must first obtain the Coastal shareholder approval at the special meeting and the necessary regulatory approvals, and the other conditions to completing the merger must be satisfied or waived.

Q: Should I send in my Coastal stock certificates now?

A: No. You should not send in your stock certificates at this time. Following the completion of the merger, the exchange agent appointed by Ameris will send you a letter of transmittal and instructions on surrendering your Coastal stock certificates. Once the exchange agent has received the proper documentation, the exchange agent will send you your shares of Ameris common stock and cash in lieu of any fractional shares of Ameris common stock.

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 Coastal at:

Coastal Bankshares, Inc.

18 West Bryan Street

Savannah, Georgia 31401

Telephone: (912) 629-1621

Attn: G. Mike Odom, Jr.

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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 Coastal refer to Coastal Bankshares, Inc. and its consolidated subsidiaries.

THE COMPANIES

Ameris Bancorp (see page 72)

310 First St., S.E.

Moultrie, Georgia 31768

Telephone: (229) 890-1111

Internet Address: 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 68 domestic banking offices with no foreign activities. At March 31, 2014, Ameris had approximately \$3.49 billion in total assets, \$2.48 billion in total loans, \$3.01 billion in total deposits and stockholders' equity of \$300 million. Deposits with Ameris Bank are insured, up to applicable limits, by the Federal Deposit Insurance Corporation (the FDIC).

The Ameris common stock is listed 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.

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Coastal Bankshares, Inc. (see page 73)

18 West Bryan Street

Savannah, Georgia 31401

Telephone: (912) 201-7377

Internet Address: *www.thecoastalbank.com*

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

Coastal was incorporated under the laws of the State of Georgia on March 13, 1981 to acquire all of the issued and outstanding capital stock of Coastal Bank. Coastal is headquartered in Savannah, Georgia, and, through Coastal Bank, provides a full range of banking services to its retail and commercial customers through branches primarily concentrated in the greater Savannah, Georgia area.

Coastal operates six domestic banking offices and two domestic mortgage production offices with no foreign activities. At March 31, 2014, Coastal had total assets of \$425.6 million, total deposits of \$361.1 million, net loans of \$289.2 million and shareholders' equity of \$22.5 million. Coastal's book value per common share equivalent (including common and preferred stock) at March 31, 2014 was \$6.55. Deposits with Coastal Bank are insured, up to applicable limits, by the FDIC.

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

THE MERGER

*The terms and conditions of the merger are contained in the merger agreement, a copy of which is attached 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.*

The Merger (see page 33)

In the merger, Coastal 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, Coastal Bank will merge into Ameris Bank, with Ameris Bank as the surviving bank of such merger. The merger of Ameris Bank and Coastal Bank may be abandoned at the election of Ameris Bank at any time. We refer to the merger of Ameris Bank and Coastal Bank as the bank merger.

Closing and Effective Time of the Merger (see page 57)

Unless both Ameris and Coastal agree to a later date, the closing of the merger will take place on a date no later than three business days after all of the conditions to the completion of the merger have been satisfied or waived, other than

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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. The merger will become effective at such time as the articles of merger are filed or such other time as may be specified in the articles of merger.

Table of Contents**Merger Consideration (see page 57)**

Each share of Coastal common stock outstanding immediately prior to the effective time of the merger (excluding dissenting shares) will be converted into the right to receive 0.4671 of a share of Ameris common stock.

No fractional shares of Ameris common stock will be issued in connection with the merger. Instead, each Coastal shareholder who would otherwise receive a fractional share of Ameris common stock will receive a cash payment (rounded to the nearest whole cent) equal to: (i) \$21.41 multiplied by (ii) the fractional share amount. For example, if you hold 1,000 shares of Coastal common stock immediately prior to the effective time of the merger, then you will have the right to receive 467 whole shares of Ameris common stock (1,000 x 0.4671) and \$2.14 in cash (0.10 x \$21.41).

Coastal shareholders are entitled to exercise dissenters' rights in connection with the merger, provided the proper procedures of Article 13 of the GBCC are followed. Shares of Coastal common stock outstanding immediately prior to the effective time of the merger and which are held by a Coastal shareholder who does not vote to approve the merger agreement and the transactions contemplated thereby and who properly demands the fair market value of such shares pursuant to, and complies with, Article 13 of the GBCC, will not be converted into the right to receive shares of Ameris common stock in the merger and are referred to as dissenting shares.

Equivalent Coastal Per Share Value

The exchange ratio is fixed and will not be adjusted to reflect changes in the market price of the Ameris common stock. As a result, the value of the merger consideration will fluctuate with the market price of the Ameris common stock until the completion of the merger. We make no assurances as to whether or when the merger will be completed or, if completed, as to the market price of the Ameris common stock at the time of the merger or any time thereafter.

The Ameris common stock is listed on the Nasdaq Global Select Market under the symbol ABCB. The Coastal common stock is not listed or traded on any established securities exchange or quotation system. Accordingly, there is no established public or private trading market for the Coastal common stock. Coastal common stock has only been traded inactively in private transactions.

The following table presents the closing price per share of Ameris common stock on March 10, 2014, the last trading day before the date of the public announcement of the merger agreement, and May 29, 2014, the last practicable trading day prior to the printing of this proxy statement/prospectus. The table also presents the implied value of the merger consideration for each share of Coastal common stock on those dates, calculated by multiplying the closing price per share of Ameris common stock on those dates by the exchange ratio of 0.4671. Based on the exchange ratio and assuming no Coastal warrants or Coastal options are exercised prior to the effective time of the merger, Ameris expects to issue approximately 1,599,112 shares of Ameris common stock upon completion of the merger. Based on the 100,000 shares of Coastal common stock underlying Coastal options outstanding as of May 30, 2014, Ameris expects to reserve an additional 46,708 shares of Ameris common stock for issuance upon conversion of the continuing Ameris options.

Date	Ameris Closing Price	Equivalent Coastal Per Share Value
March 10, 2014	\$ 21.56	\$ 10.07

May 29, 2014

\$ 21.06

\$ 9.84

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Treatment of Coastal Series A Preferred Stock in the Merger (see page 58)

Each outstanding share of Coastal Series A preferred stock will convert, in accordance with its terms, into one share of Coastal common stock immediately prior to the effective time of the merger. Each share of Coastal common stock issuable upon the conversion of a share of Coastal Series A preferred stock will be converted into the right to receive Ameris common stock in accordance with the exchange ratio and otherwise will be treated in the merger in the same manner as all other shares of Coastal common stock. Coastal has represented to Ameris in the merger agreement that no other shares of its preferred stock, other than shares of its Series A preferred stock, are outstanding. As of May 30, 2014, Coastal had 65,144 shares of Coastal Series A preferred stock outstanding.

Treatment of Coastal Options in the Merger (see page 58)

Each outstanding and unexercised Coastal option will be converted at the effective time of the merger into a continuing Ameris option. Each continuing Ameris option:

will be exercisable for a number of shares of Ameris common stock equal to the number of shares of Coastal common stock underlying the Coastal option multiplied by 0.4671 (with resulting fractional shares of Ameris common stock being rounded down to the nearest whole share);

will have an exercise price equal to the exercise price of the Coastal option divided by 0.4671 (with the resulting exercise price being rounded down to the nearest cent); and

otherwise will have the same duration and terms as the Coastal option.

Coastal has represented to Ameris in the merger agreement that no other options to purchase Coastal common stock are outstanding other than the Coastal options.

Treatment of Coastal Warrants in the Merger (see page 59)

Each outstanding and unexercised Coastal warrant will be cancelled, pursuant to its terms, at the effective time of the merger, and the holder of the Coastal warrant will be entitled to receive from Ameris in respect of the Coastal warrant only the Coastal warrant cash-out payment. The amount of the Coastal warrant cash-out payment with respect to each Coastal Warrant is equal to the product of: (i) the number of shares of Coastal common stock issuable upon exercise of the Coastal warrant multiplied by (ii) (a) \$6.710, in the case of a Coastal warrant with an exercise price per share equal to \$3.85; or (b) \$0.269, in the case of a Coastal warrant with an exercise price per share equal to \$17.50. As of May 30, 2014, there were outstanding and unexercised Coastal warrants to purchase an aggregate of 179,593 shares of Coastal common stock at an exercise price of \$17.50 per share and 409,091 shares of Coastal common stock at an exercise price of \$3.85 per share.

In order to receive the Coastal warrant cash-out payment, a holder of a Coastal warrant must deliver to Ameris all agreements and certificates evidencing the Coastal warrant. As a condition to Coastal's obligation to complete the merger, Ameris must pay the Coastal warrant cash-out payment for each surrendered Coastal warrant on or before the closing date of the merger. The Coastal warrant cash-out payment for each surrendered Coastal warrant will be made by Ameris on or before the closing date by wire transfer to an account designated to Ameris by the holder of the Coastal warrant no later than two business days before the closing date of the merger.

Assuming all Coastal warrants are surrendered to Ameris before the closing date of the merger, Ameris expects to pay an aggregate of \$2,793,312 in Coastal warrant cash-out payments on or before such date.

Material U.S. Federal Income Tax Consequences of the Merger (see page 53)

The merger has been structured to qualify as a reorganization within the meaning of Section 368(a) of the Code. Accordingly, Coastal shareholders generally are not expected to recognize gain or loss for U.S. federal

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income tax purposes on the exchange of their shares of Coastal stock for shares of Ameris common stock, except for any gain or loss that may result from the receipt of cash in lieu of any fractional shares of Ameris common stock.

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

Recommendation of the Coastal Board of Directors (see page 36)

The Coastal board of directors believes that the merger is fair to and in the best interests of Coastal shareholders. The Coastal board of directors unanimously recommends that Coastal shareholders vote **FOR** the approval of the merger agreement and the transactions contemplated thereby. For the factors considered by the Coastal board of directors in reaching its decision to approve the merger agreement and the transactions contemplated thereby, see "The Merger" Coastal's Reasons for the Merger; Recommendation of the Coastal Board of Directors.

Opinion of BSP Securities, Inc. (see page 38 and *Appendix B* to this proxy statement/prospectus)

On March 6, 2014, BSP Securities, Inc. ("BSP"), a subsidiary of Banks Street Partners, LLC, rendered to the Coastal board of directors BSP's written opinion, which was further confirmed on March 10, 2014, with respect to the fairness of the merger consideration to be received by the holders of Coastal stock, from a financial point of view.

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

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

Dissenters' Rights (see page 51 and *Appendix C* to this proxy statement/prospectus)

Holders of record of Coastal common stock and Coastal Series A preferred stock are entitled to exercise dissenters' rights in connection with the merger, provided the proper procedures of Article 13 of the GBCC are followed. A copy of Article 13 of the GBCC is attached as ***Appendix C*** to this proxy statement/prospectus. **Coastal shareholders who desire to exercise dissenters' rights pursuant to Article 13 of the GBCC are urged to consult a legal advisor before electing or attempting to exercise these rights.**

Any holder of record of Coastal common stock or Coastal Series A preferred stock who objects to the merger, and who fully complies with all of the provisions of Article 13 of the GBCC (but not otherwise), will be entitled to demand and receive payment for all (but not less than all) of his or her shares of Coastal stock if the merger is consummated.

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A Coastal shareholder who objects to the merger and desires to receive payment of the fair value of his or her shares of Coastal stock: (i) must deliver to Coastal, prior to the time the shareholder vote on the merger agreement is taken, a written notice of such shareholder's intent to demand payment for those shares registered in the dissenting shareholder's name if the merger is completed; and (ii) must not vote his or her shares in favor of the merger agreement.

Within ten days after the later of the effective date of the merger, or the date on which Coastal receives a payment demand, Coastal will send a written offer to each shareholder who complied with the provisions set forth in the dissenters' notice to pay each such shareholder an amount that Coastal estimates to be the fair value of those shares, plus accrued interest. A dissenting shareholder choosing to accept Coastal's offer of payment must do so by written notice to Coastal within 30 days after receipt of Coastal's offer of payment. A dissenting shareholder not responding to that offer within the 30 day period will be deemed to have accepted the offer of payment. Coastal must make payment to each shareholder who responds to the offer of payment within 60 days after the making of the offer of payment, or the effective date of the merger, whichever is later. If the shareholder believes that the amount offered is less than the fair value of the shares and the amount or that the interest is incorrectly calculated, the shareholder may notify Coastal in writing of his or her own estimate of the fair value of his or her shares and the amount of interest due and demand payment of his or her estimate. If a demand for payment remains unsettled, Coastal will commence a court proceeding to determine the fair value of the shares and the accrued interest.

Coastal shareholders should be aware that cash paid to dissenting shareholders in satisfaction of the fair value of their shares of Coastal stock will result in the recognition of any gain or loss realized for U.S. federal income tax purposes.

Interests of Coastal Directors and Executive Officers in the Merger (see page 46)

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

James A. LaHaise (President and Chief Executive Officer of Coastal and Coastal Bank) will enter into, at the effective time of the merger, a two-year employment agreement with Ameris with an annual base salary of \$240,000;

Noel A. Ellis (Executive Vice President and Chief Credit Officer of Coastal and Coastal Bank) will enter into, at the effective time of the merger, a two-year employment agreement with Ameris Bank with an annual base salary of \$180,000;

certain directors and executive officers of Coastal and Coastal Bank will receive, in connection with the merger, continuing Ameris options for the Coastal options they hold;

certain directors and executive officers of Coastal and Coastal Bank will receive, in connection with the merger, the Coastal warrant cash-out payments in respect of Coastal warrants surrendered by them;

certain executive officers, directors and former directors of Coastal will receive cash payments in connection with a change in control of Coastal, which will occur upon the completion of the merger; and

certain directors and executive officers of Coastal who hold Convertible Promissory Notes issued by Coastal with an aggregate principal amount of \$405,000 and a maturity date of January 30, 2015, will have such Convertible Promissory Notes repaid in full at or prior to the effective time of the merger.

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

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Regulatory Approvals (see page 51)

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. In addition, the Georgia Department of Banking and Finance (the GDBF) also must approve the merger and the bank merger.

As of the date of this proxy statement/prospectus, all of the required applications for regulatory approval have been filed, and we have received the approval of the Federal Reserve to the merger. We make no assurance as to whether all remaining regulatory approvals will be obtained or as to the dates of the approvals. We make no assurances that the additional regulatory approvals received will not contain any condition, or carryover of any condition applicable to Coastal or Coastal 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 the obligation of each of Ameris and Coastal to complete the merger that no su