

Ameris Bancorp  
Form S-4  
April 05, 2018

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As filed with the Securities and Exchange Commission on April 5, 2018  
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	6022	58-1456434
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)
Ameris Bancorp 310 First St., S.E. Moultrie, Georgia 31768 (229) 890-1111 (Address, including ZIP code, and telephone number, including area code, of Registrant's principal executive offices)		Mr. Edwin W. Hortman, Jr. Executive Chairman, President and Chief Executive Officer Ameris Bancorp 310 First St., S.E. Moultrie, Georgia 31768 (229) 890-1111 (Name, address, including ZIP code, and telephone number, including areacode, of agent for service)

COPIES TO:

Lori A. Gelchion, Esq. Jody L. Spencer, Esq. Rogers & Hardin LLP 2700 International Tower 229 Peachtree Street, NE Atlanta, Georgia 30303 (404) 522-4700	Christopher C. Frieden, Esq. Alston & Bird LLP One Atlantic Center 1201 West Peachtree Street Atlanta, Georgia 30309 (404) 881-7000
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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.

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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.

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,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer      Accelerated filer  
 Non-accelerated filer      Smaller reporting company  
 (Do not check if a  
 smaller reporting      Emerging growth company  
 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 7(a)(2)(B) of the Securities Act.

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(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price(2)	Amount of registration fee(3)
Common Stock, \$1.00 par value	6,561,220	N/A	\$ 162,800,251.40	\$ 20,268.63

(1)

Represents the maximum number of full shares issuable upon consummation of the merger described herein. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers additional shares that may be issued as a result of stock splits, stock dividends or similar transactions. If the number of shares required to be issued to consummate such merger is increased after the date this registration statement is declared effective, then the Registrant will register such additional shares in accordance with Rule 413 under the Securities Act by filing a registration statement pursuant to Rule 462(b) or Rule 429 under the Securities Act, as applicable, with respect to such additional shares.

(2)

Computed in accordance with Rule 457(f)(2) under the Securities Act solely for the purpose of calculating the registration fee and based on the book value per share of common stock of Hamilton State Bancshares, Inc. as of the most reasonable practicable date (\$4.90 per share) multiplied by the maximum number of such shares (41,007,620) that may be exchanged for the securities being registered, minus the amount of cash to be paid per share by the Registrant to Hamilton State Bancshares, Inc. shareholders in the merger.

(3)

Determined in accordance with Section 6(b) of the Securities Act, at a rate equal to \$124.50 per \$1,000,000 of the proposed maximum aggregate offering price.

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.

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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 April 5, 2018

Proxy Statement/Prospectus

## MERGER PROPOSED — YOUR VOTE IS VERY IMPORTANT

To the Shareholders of Hamilton State Bancshares, Inc.:

On January 24, 2018 and January 16, 2018, the boards of directors of Hamilton State Bancshares, Inc. (“HSB”) and Ameris Bancorp (“Ameris”), respectively, each unanimously approved the acquisition of HSB by Ameris. The acquisition will be accomplished pursuant to the terms of an Agreement and Plan of Merger, dated January 25, 2018 (the “merger agreement”), by and between HSB and Ameris. Pursuant to the merger agreement, HSB will merge with and into Ameris, with Ameris as the surviving company (the “merger”). Immediately after the merger, HSB’s direct wholly owned subsidiary, Hamilton State Bank, will be merged with and into Ameris’s direct wholly owned subsidiary, Ameris Bank, with Ameris Bank being the surviving subsidiary bank of Ameris. Before the merger can be completed, HSB shareholders must approve the merger agreement.

This proxy statement/prospectus contains information about Ameris, HSB, the merger agreement, the proposed merger and the special meeting of HSB shareholders. We encourage you to carefully read this proxy statement/prospectus, including “Risk Factors” beginning on page 32, for a discussion of the risks relating to the proposed merger, before voting.

In the merger, each share of HSB voting common stock and non-voting common stock (together, the “HSB common stock”) outstanding immediately prior to the effective time of the merger will be converted into the right to receive: (i) 0.16 shares of Ameris common stock (the “exchange ratio”), together with cash in lieu of any fractional share as provided in the merger agreement; and (ii) a cash amount equal to \$0.93. HSB shareholders will own approximately 13.7% of Ameris if the merger is completed in the third quarter of 2018.

HSB will hold a special meeting of its shareholders (the “special meeting”) with respect to the merger. HSB shareholders will be asked to consider and vote upon: (i) a proposal to approve the merger agreement; and (ii) a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger agreement. Approval of the merger agreement requires the affirmative vote of the holders of at least 60% of the outstanding shares of HSB voting common stock entitled to vote thereon at the special meeting. The holders of HSB non-voting common stock do not have the right to vote on the proposal to approve the merger agreement or the related matters.

The special meeting will be held at \_\_\_\_\_ located at \_\_\_\_\_, on \_\_\_\_\_, 2018, at \_\_\_\_\_ a.m. Eastern Time, subject to any adjournment or postponement thereof.

The completion of the merger is subject to a price floor. If the average closing price of one share of Ameris common stock during a specified determination period declines by more than 15% from a price of \$51.1328 per share, and the Ameris common stock underperforms the KBW Nasdaq Regional Banking Index (KRX) by more than 15% during such period, then HSB may terminate the merger agreement unless Ameris offsets such reduction in the value of Ameris common stock by increasing the number of shares of Ameris common stock to be issued or paying an additional cash payment to HSB shareholders.

The market value of the merger consideration will fluctuate with the market price of the Ameris common stock and will not be known at the time HSB shareholders vote on the merger agreement. Based on the \$53.45 closing price of the Ameris common stock on the Nasdaq Global Select Market (“Nasdaq”) on January 25, 2018, the last trading day before public announcement of the merger, the 0.16 per share stock consideration plus the \$0.93 per share cash

consideration represented \$9.48 in value for each share of HSB common stock. Based on the closing price of the Ameris common stock on Nasdaq on \_\_\_\_\_, the latest practicable trading date before the date of this proxy statement/prospectus, the value of the merger consideration was \$ \_\_\_\_\_ per share of HSB common stock. Based on the exchange ratio, and assuming no adjustments to the stock portion of the merger consideration paid by Ameris, the maximum number of shares of Ameris common stock issuable in the merger is 6,561,220. We urge you to obtain current market prices for the Ameris common stock. The Ameris common stock is traded on Nasdaq under the symbol "ABCB."

Your vote is important. The merger cannot be completed unless all necessary regulatory approvals and the required approval of the HSB shareholders are obtained. Whether or not you plan to attend the special meeting, it is important that your shares be represented at the meeting and your vote recorded. Please take the time to vote by telephone, over the Internet or by following the voting instructions included in the enclosed proxy card. Even if you vote by telephone or the Internet or return the proxy card in advance of the special meeting, you may attend the special meeting and vote your shares in person.

The HSB board of directors has determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of the HSB shareholders and unanimously recommends that the HSB shareholders vote "FOR" approval of the merger agreement and "FOR" the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies to approve the merger agreement.

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 32 for a discussion of risks relating to the proposed merger.

If you have any questions concerning the merger, please contact Neal W. Booth, Sr., Randal J. Rabe or Karen Z. Rosenberg at (770) 868-2660. On behalf of the HSB board of directors, thank you for your prompt consideration to this important matter. We look forward to seeing you at the special meeting.

Sincerely,

Robert C. Oliver,  
Chairman of the Board,  
President and Chief Executive Officer

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

Neither the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, nor any state securities commission or any other bank regulatory agency 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 \_\_\_\_\_, 2018, and is first being mailed to HSB shareholders on or about \_\_\_\_\_

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HAMILTON STATE BANCSHARES, INC.

1907 Highway 211

Hoschton, Georgia 30548

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To be Held on \_\_\_\_\_, 2018

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of Hamilton State Bancshares, Inc. (“HSB”) will be held at \_\_\_\_\_ located at \_\_\_\_\_, on \_\_\_\_\_, 2018 at \_\_\_\_\_ a.m., local time, for the following purposes:

- **Approve Agreement and Plan of Merger.** To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated January 25, 2018, as it may be amended from time to time (the “merger agreement”), by and between Ameris Bancorp (“Ameris”) and HSB, pursuant to which HSB will merge with and into Ameris (the “merger”), on and subject to the terms and conditions contained in the merger agreement, including the merger contemplated thereby, with Ameris as the surviving company, as more fully described in the accompanying proxy statement/prospectus (the “merger proposal”). A copy of the merger agreement is attached as Appendix A to the accompanying proxy statement/prospectus.

- **Adjourn or Postpone the Special Meeting.** To consider and vote upon any proposal of the HSB board of directors to adjourn or postpone the special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are insufficient votes at the time of the special meeting to approve the merger proposal (the “adjournment proposal”).

No other business may be conducted at the special meeting. HSB has fixed the close of business on \_\_\_\_\_, 2018 as the record date for the special meeting. Only holders of HSB voting common stock of record on that date are entitled to notice of, and to vote at, the special meeting. Approval of the merger proposal requires the affirmative vote of the holders of at least 60% of the shares of HSB voting common stock outstanding and entitled to vote on the record date. Approval of the adjournment proposal requires the affirmative vote of the holders of a majority of shares present in person or represented by proxy and entitled to vote.

The accompanying proxy statement/prospectus provides a detailed description of the special meeting, the merger, the documents related to the merger and other related matters. We urge you to read carefully the proxy statement/prospectus, including any documents incorporated by reference and its appendices.

Holders of record of HSB voting common stock are entitled to exercise dissenters’ rights in connection with the merger, provided the proper procedures of Article 13 of the Georgia Business Corporation Code (the “GBCC”) are followed. A copy of Article 13 of the GBCC is attached as Appendix D to the accompanying proxy statement/prospectus.

You are cordially invited to attend the special meeting in person. Please vote by Internet or telephone or by mailing, signing, dating and returning the enclosed proxy card in the self-addressed envelope as soon as possible, even if you plan to attend the special meeting. No additional postage is required if mailed within the United States. If you choose to attend the special meeting, then you may vote your shares in person, even if you have previously voted by Internet or telephone or signed and returned your proxy card. If you hold your HSB 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.

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The HSB board of directors has determined that the merger is fair to, and in the best interest of, HSB and its shareholders. The HSB board of directors unanimously recommends that the HSB shareholders entitled to vote at the special meeting vote “FOR” the merger proposal and “FOR” the adjournment proposal.

By Order of the HSB Board of Directors,

Robert C. Oliver  
Chairman of the Board,  
President and Chief Executive Officer  
Hoschton, Georgia  
, 2018

**YOUR VOTE IS VERY IMPORTANT**

**WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE VOTE BY TELEPHONE, OVER THE INTERNET OR BY COMPLETING, DATING AND SIGNING THE ENCLOSED PROXY CARD AND RETURNING IT IN THE ENCLOSED RETURN ENVELOPE IN ORDER TO ENSURE THAT YOUR SHARES WILL BE REPRESENTED AT THE SPECIAL MEETING.**

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**WHERE YOU CAN FIND MORE INFORMATION**

Ameris has filed a registration statement on Form S-4 to register the distribution of the shares of Ameris common stock to holders of HSB common stock in connection with the merger. This proxy statement/prospectus is a part of that registration statement on Form S-4 and constitutes a prospectus of Ameris and a proxy statement of HSB for the special meeting. As permitted by rules of the Securities and Exchange Commission (the “SEC”), this proxy statement/prospectus incorporates important business and financial information about Ameris from documents filed with the SEC that are not included in or delivered with this proxy statement/prospectus. These documents contain important information about Ameris and its financial condition. See “Documents Incorporated by Reference.” 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 1-800-SEC-0330 (1-800-732-0330) for further information on the Public Reference Room. In addition, Ameris files its reports and other business and financial information, as applicable, with the SEC electronically, and the SEC maintains a website located at [www.sec.gov](http://www.sec.gov) containing this information. You can also obtain the documents Ameris files with the SEC free of charge, by accessing Ameris’s website at [www.amerisbank.com](http://www.amerisbank.com). Except as specifically incorporated by reference into this proxy statement/prospectus, information on those websites, obtained by written request from Ameris as described below or filed with the SEC is not a part of this proxy statement/prospectus. Copies of these documents can also be obtained, free of charge, by directing a written request to:

Ameris Bancorp  
310 First Street, S.E.  
Moultrie, Georgia 31768  
Attn: Corporate Secretary

You will not be charged for any of these documents that you request. To obtain timely delivery of these documents, you must request them no later than five business days before the date of the special meeting, or \_\_\_\_\_, 2018. 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. These documents are available free of charge upon written request to Ameris at the addresses listed above.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Ameris supplied all information contained in, or incorporated by reference into, this proxy statement/prospectus relating to Ameris, and HSB supplied all information contained in this proxy statement/prospectus relating to HSB.

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

No person has been authorized to give any information or make any representation about the merger, Ameris or HSB that differs from, or adds to, the information in this proxy statement/prospectus or in documents that are publicly filed by Ameris with the SEC. Therefore, if anyone does give you different or additional information, you should not rely on it.

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QUESTIONS AND ANSWERS ABOUT THE MERGER  
AND THE SPECIAL MEETING

The following are answers to certain questions that you may have about the special meeting of HSB shareholders, which we refer to as the “special meeting,” and the merger. We urge you to read carefully the remainder of this proxy statement/prospectus (including “Risk Factors” beginning on page 32) because the information in this section does not provide all of the information that might be important to you with respect to the special meeting and the merger. Additional important information is also contained in the appendices to, and the documents incorporated by reference into, this proxy statement/prospectus. See “Where You Can Find More Information” and “Documents Incorporated by Reference.”

Unless the context otherwise requires, references in this proxy statement/prospectus to: (i) “Ameris” refer to Ameris Bancorp, a Georgia corporation, and its affiliates; (ii) “Ameris Bank” refer to Ameris Bank, a Georgia state-chartered bank and a direct wholly owned subsidiary of Ameris; (iii) “HSB” refer to Hamilton State Bancshares, Inc., a Georgia corporation, and its affiliates; and (iv) “Hamilton” refer to Hamilton State Bank, a Georgia state-chartered bank and a direct wholly owned subsidiary of HSB.

Q:

What am I being asked to vote on?

A:

HSB shareholders are being asked to vote to approve the Agreement and Plan of Merger, dated January 25, 2018, as it may be amended from time to time (the “merger agreement”), by and between Ameris and HSB, pursuant to which HSB will merge with and into Ameris, with Ameris as the surviving company (the “merger”), on and subject to the terms and conditions contained in the merger agreement, including the merger contemplated thereby, as more fully described in this proxy statement/prospectus (the “merger proposal”). Immediately after the merger, Hamilton will be merged with and into Ameris Bank, with Ameris Bank being the surviving subsidiary bank of Ameris (the “bank merger”). A copy of the merger agreement is attached as Appendix A to this proxy statement/prospectus. The merger cannot be completed unless, among other things, the holders of at least 60% of the shares of HSB voting common stock outstanding and entitled to vote at the special meeting vote in favor of the merger proposal.

In addition, HSB shareholders are being asked to vote to approve any proposal of the HSB board of directors to adjourn or postpone the special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are insufficient votes at the time of the special meeting to approve the merger proposal (the “adjournment proposal”). The completion of the merger is not conditioned upon shareholder approval of the adjournment proposal.

This proxy statement/prospectus contains important information about the merger and the special meeting, and you should read it carefully. This is a proxy statement/prospectus because: (i) HSB is soliciting proxies from holders of HSB voting common stock, and the proxy statement provides important information about the special meeting to vote on the merger proposal and the adjournment proposal; and (ii) Ameris will issue shares of Ameris common stock to holders of HSB voting common stock and non-voting common stock (together, the “HSB common stock”) in connection with the merger, and the prospectus provides important information about such shares. The enclosed materials allow HSB shareholders to authorize a proxy to vote their shares of HSB voting common stock without attending the special meeting.

Your vote is important. We encourage you to authorize your proxy as soon as possible.

Q:

Why do Ameris and HSB want to merge?

A:

We believe the combination of Ameris and HSB will create one of the leading community banking franchises in the Atlanta, Georgia market, providing our customers with additional branch locations and our shareholders with improved market share. The HSB board of directors has determined that the merger is in the best interests of HSB and its shareholders and unanimously recommends that the HSB shareholders vote “FOR” the merger proposal. For more information about the reasons for the merger, see “The Merger — Ameris’s Reasons for the Merger” and “The Merger — T

Recommendation of the HSB Board of Directors and HSB's Reasons for the Merger.”

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Q:

What will I receive in the merger?

A:

Unless adjusted pursuant to the terms of the merger agreement, each share of HSB common stock outstanding immediately prior to the effective time of the merger will be converted into the right to receive: (i) 0.16 shares of Ameris common stock (the “exchange ratio”), together with cash in lieu of any fractional share as provided in the merger agreement (the “stock consideration”); and (ii) a cash amount equal to \$0.93 (the “cash consideration”). We refer to the cash consideration and the stock consideration to be received for each share of HSB common stock in the merger as the “merger consideration.”

No holder of HSB common stock will be issued a fractional share of Ameris common stock in the merger. Each holder of HSB common stock who would otherwise have been entitled to receive a fraction of a share of Ameris common stock will receive, in lieu thereof, cash (without interest) in an amount equal to such fractional part of a share of Ameris common stock multiplied by an average of Ameris’s stock price as set forth in the merger agreement.

Q:

Will the value of the merger consideration change between the date of this proxy statement/prospectus and the time the merger is completed?

A:

Yes, the value of the merger consideration will likely fluctuate between the date of this proxy statement/prospectus and the completion of the merger based upon the market value of Ameris common stock. In the merger, holders of HSB common stock will receive a fraction of a share of Ameris common stock for each share of HSB common stock they hold plus a fixed amount of cash consideration. Any fluctuation in the market price of Ameris common stock after the date of this proxy statement/prospectus will change the value of the shares of Ameris common stock that HSB shareholders will receive and the total value of the merger consideration. Based on the 0.16 exchange ratio and the \$53.45 closing price of the Ameris common stock on the Nasdaq Global Select Market (“Nasdaq”) on January 25, 2018, the last full trading day before the public announcement of the merger, the value of the merger consideration was \$9.48 per share of HSB common stock. Based on the closing price of Ameris common stock on Nasdaq on \_\_\_\_\_, the latest practicable trading date before the date of this proxy statement/prospectus, the value of the merger consideration was \$ \_\_\_\_\_ per share of HSB common stock. We urge you to obtain current market prices for shares of Ameris common stock.

Q:

What will happen if the market value of Ameris common stock changes significantly prior to completion of the merger?

A:

The completion of the merger is subject to a price floor. If the average closing price of one share of Ameris common stock during a specified determination period declines by more than 15% from a price of \$51.1328 per share, and the Ameris common stock underperforms the KBW Nasdaq Regional Banking Index (KRX) by more than 15% during such period, then HSB may terminate the merger agreement unless Ameris offsets such reduction in the value of Ameris common stock by:

- increasing the number of shares of Ameris common stock to be issued to HSB shareholders: or
- paying an additional cash payment to HSB shareholders (provided that doing so would not prevent the merger from qualifying as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as

amended (the “Code”).

Q:

How will the merger impact HSB restricted stock units, stock options and warrants?

A:

At the effective time of the merger, each outstanding:

- 

restricted stock unit granted under HSB’s equity incentive plan (an “HSB restricted stock unit”), to the extent then vested and not subject to any further vesting condition or other restriction, including those vesting in connection with the merger, will be cancelled and converted into the right to receive the same merger consideration per share as the outstanding shares of HSB common stock, without interest and less applicable taxes required to be withheld in connection with the payment of such consideration, if any;

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- option granted under HSB’s equity incentive plan to acquire shares of HSB common stock (an “HSB stock option”) will fully vest and be cancelled and thereafter entitle the holder thereof to receive cash, without interest, in the amount of \$9.06 for each share of HSB common stock issuable upon exercise of such option, less the applicable per share exercise price of such option and less applicable taxes required to be withheld in connection with the payment of such consideration, if any; and

- warrant to acquire shares of HSB common stock (an “HSB warrant”) will be cancelled and thereafter entitle the holder thereof to receive cash, without interest, in the amount of \$9.06 for each share of HSB common stock issuable upon exercise of such warrant, less the applicable per share exercise price of such warrant. HSB has agreed to use commercially reasonable efforts to cause the amendment of any HSB warrants not amended prior to the date of the merger agreement to comply with the treatment described in this proxy statement/prospectus.

Q:  
What will Ameris shareholders receive in the merger?

A:  
If the merger is completed, Ameris shareholders will not receive any merger consideration and will continue to hold the shares of Ameris common stock that they currently hold. Following the merger, the shares of Ameris common stock will continue to be traded on Nasdaq under the symbol “ABCB.”

Q:  
What will happen to Hamilton following the merger?

A:  
Immediately after the merger, Hamilton will merge with and into Ameris Bank, with Ameris Bank being the surviving subsidiary bank of Ameris.

Q:  
How does the HSB board of directors recommend that I vote at the special meeting?

A:  
The HSB board of directors has determined that the merger agreement is in the best interests of HSB and its shareholders and unanimously recommends that HSB shareholders vote “FOR” the merger proposal and “FOR” the adjournment proposal.

Q:  
Do any of HSB’s directors or executive officers have interests in the merger that may differ from those of HSB shareholders?

A:  
HSB’s directors and executive officers have interests in the merger that are different from, or in addition to, those of HSB shareholders generally. The HSB board of directors was aware of and considered these interests, among other matters, in evaluating the merger proposal and in recommending that HSB shareholders approve the merger proposal. For a description of these interests, see “The Merger — Interests of HSB’s Directors and Executive Officers in the Merger.”

Q:  
When and where is the special meeting?



A:

The special meeting will take place at \_\_\_\_\_ on \_\_\_\_\_, 2018, at \_\_\_\_\_ a.m., local time.

Q:

Who can vote at the special meeting?

A:

You can vote at the special meeting if you own shares of HSB voting common stock at the close of business on 2018, the record date for the special meeting. As of the close of business on that date, approximately \_\_\_\_\_ shares of HSB voting common stock were outstanding.

The holders of HSB non-voting common stock do not have the right to vote such shares at the special meeting.

Q:

What vote is required to approve the proposals at the special meeting?

A:

Approval of the merger proposal requires the affirmative vote of the holders of at least 60% of the shares of HSB voting common stock outstanding on the record date. We refer to this as the “required HSB shareholder approval.”

Approval of the adjournment proposal requires the affirmative vote of the holders of a majority of shares of HSB voting common stock present in person or represented by proxy and entitled to vote.

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HSB shareholders will each have one vote for each share of HSB voting common stock owned by them.

Q:

Are there any voting agreements in place with HSB shareholders?

A:

Yes. In connection with the merger agreement, Ameris and HSB entered into a Voting and Support Agreement with each of the directors and certain principal shareholders of HSB (the "Voting and Support Agreement") under which they have agreed to vote their shares of HSB voting common stock in favor of the merger proposal and the adjournment proposal and against any action or agreement that would be reasonably likely to impair the ability of either Ameris or HSB to complete the merger, or that would otherwise be inconsistent with, prevent, materially impede or materially delay the completion of the transactions contemplated by the merger agreement, and against any proposal that is in favor of or would facilitate an alternative acquisition proposal (as defined in the merger agreement and discussed under "The Merger Agreement — No Solicitation") without regard to the terms of such proposal, in each case, subject to the terms and conditions of the Voting and Support Agreement. As of the record date, the Voting and Support Agreement covered approximately \_\_\_\_\_ shares of HSB voting common stock, or approximately \_\_\_\_\_ % of the outstanding shares of HSB voting common stock. A copy of the Voting and Support Agreement is attached as Appendix B to this proxy statement/prospectus.

Q:

What do I need to do now?

A:

After you have carefully read this document and have decided how you wish to vote your shares, indicate on your proxy card how you want your shares to be voted with respect to the merger proposal and the adjournment proposal. When complete, sign, date and mail your proxy card in the enclosed prepaid return envelope as soon as possible, so that your shares may be represented and voted at the special meeting in accordance with your instructions. Alternatively, you may vote over the Internet by accessing the website shown on your proxy card and following the instructions on the website or by telephone by calling the number shown on your proxy card and following the instructions provided.

Your proxy card must be received prior to the special meeting on \_\_\_\_\_ in order to be counted. Information and applicable deadlines for voting through the Internet or by telephone are set forth in the enclosed proxy card instructions.

Q:

How do I vote?

A:

If you are a shareholder of record, you may have your shares of HSB voting common stock voted on the matters to be presented at the special meeting in any of the following ways:

- by completing, signing, dating and returning the enclosed proxy card in the accompanying prepaid reply envelope;
- by accessing the website shown on your proxy card and following the instructions on the website;
- by telephone by calling the number shown on your proxy card and following the instructions provided; or
- by attending the special meeting and casting your vote in person.

If you are a beneficial owner, please refer to the instructions provided by your bank, brokerage firm or other nominee to see which of the above choices are available to you. Your bank, brokerage firm or other nominee cannot vote your shares without instructions from you. Please note that if you are a beneficial owner and wish to vote in person at the special meeting, you must obtain a legal proxy from your bank, brokerage firm or other nominee.

Q:

What if I do not vote?

A:

If you do not submit a proxy or vote in person, or fail to instruct your bank or broker how to vote, then it will have the same effect as voting your shares against the merger proposal; however, it will have no effect on the outcome of the adjournment proposal.

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Q:

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

A:

No. Your broker will not be able to vote your shares without instructions from you. You should instruct your broker how to vote your shares, following the directions provided by your broker.

Q:

Can I attend the special meeting and vote my shares in person?

A:

Yes. All HSB shareholders as of the record date, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. Holders of record of HSB voting common stock can vote in person at the special meeting. If you are not a shareholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership. In addition, you must bring a form of personal photo identification with you in order to be admitted. HSB reserves the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification. The use of cameras, sound recording equipment, communications devices or any similar equipment during the special meeting is prohibited without express written consent.

Q:

Can I change or revoke my vote after I have mailed my signed proxy card?

A:

Yes. You may revoke any proxy at any time before it is voted at the special meeting by sending a written notice to HSB’s Corporate Secretary, which must be received prior to the exercise of the proxy, stating that you would like to revoke your proxy, or you may complete and submit a new proxy card. You may also vote again using the Internet or telephone voting procedures or you may attend the special meeting and vote in person, which will have the effect of revoking any earlier votes. However, simply attending the special meeting will not revoke your proxy. If you hold your shares in “street name” through a bank or broker, you should contact your bank or broker to revoke your proxy.

Q:

If I am a holder of HSB common stock with shares represented by stock certificates, should I send in my stock certificates now?

A:

No. You should not send in your HSB stock certificates at this time. After completion of the merger, Ameris will cause its exchange agent to send to you a letter of transmittal and instructions for exchanging your HSB stock certificates or book-entry shares for the merger consideration. Please do not send in your HSB stock certificates with your proxy.

Q:

What should I do if I hold my shares of HSB common stock in book-entry form?

A:

You are not required to take any specific actions to exchange your shares of HSB common stock if your shares are held in book-entry form. After the completion of the merger, shares of HSB common stock held in book-entry form automatically will be exchanged for the merger consideration, including shares of Ameris common stock in

book-entry form, the cash consideration and any cash to be paid in lieu of fractional shares in the merger.

Q:

Are there risks associated with the merger that I should consider in deciding how to vote?

A:

Yes. There are a number of risks related to the merger and the other transactions provided for in the merger agreement that are discussed in this proxy statement/prospectus, in the appendices to this proxy statement/prospectus and in the documents incorporated by reference into this proxy statement/prospectus. Please read with particular care the detailed description of the risks described in “Risk Factors” beginning on page 32 and in Ameris’s filings with the Securities and Exchange Commission (the “SEC”) incorporated by reference into this proxy statement/prospectus and referred to in “Where You Can Find More Information” and “Documents Incorporated by Reference.

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Q:

When do you expect the merger to be completed?

A:

Ameris and HSB expect the merger to be completed in the third quarter of 2018, and are working toward completing the merger as quickly as possible. To do so, the HSB shareholders must approve the merger proposal, Ameris must obtain all regulatory approvals necessary to complete the merger and other customary closing conditions must be satisfied. See “The Merger Agreement — Conditions to Completion of the Merger.” However, it is possible that factors outside the control of both companies could result in the merger being delayed or not completed at all.

Q:

What happens if the merger is not completed?

A:

If the merger is not completed, holders of HSB common stock will not receive any consideration for their shares of HSB common stock that otherwise would have been received in connection with the merger. Instead, HSB will remain an independent private company.

Q:

Ameris has also entered into an agreement to acquire Atlantic Coast Financial Corporation. What impact will Ameris’s merger with Atlantic have on the merger with HSB?

A:

On November 16, 2017, Ameris and Atlantic Coast Financial Corporation, a Maryland corporation (“Atlantic”), entered into an Agreement and Plan of Merger (the “Atlantic merger agreement”) pursuant to which Atlantic will merge with and into Ameris, with Ameris as the surviving entity (the “Atlantic merger”). The Atlantic merger is expected to close in the second quarter of 2018. The completion of the merger with HSB is not conditioned upon or subject to the completion of the Atlantic merger. See “Risk Factors — If the merger with HSB and the Atlantic merger were to occur, the pro forma combined company would exceed \$10 billion in assets, which would result in increased costs and/or reduced revenues to the resulting entity and subject it to increased regulatory scrutiny by its primary federal regulators with respect to its risk management and other activities.”

Q:

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

A:

Yes. Holders of record of HSB voting common stock are entitled to exercise dissenters’ rights in connection with the merger, provided such holders comply with the proper procedures of Article 13 of the Georgia Business Corporation Code (the “GBCC”). A copy of Article 13 of the GBCC is attached as Appendix D to this proxy statement/prospectus. Holders of HSB voting common stock 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.

Q:

What are the material United States federal income tax consequences of the merger to HSB shareholders?

A:

The merger is intended to qualify as a tax-free reorganization within the meaning of Section 368(a) of the Code, and it is a condition to the respective obligations of Ameris and HSB to complete the merger that each of Ameris and HSB receives a legal opinion to that effect. Accordingly, an HSB shareholder generally will recognize gain, but not loss, in an amount equal to the lesser of: (i) the amount of gain realized (i.e., the excess of the sum of the amount of cash and

the fair market value of the Ameris common stock received pursuant to the merger over that holder's adjusted tax basis in its shares of HSB common stock surrendered); and (ii) the amount of cash received pursuant to the merger. Further, an HSB shareholder generally will recognize gain or loss with respect to cash received in lieu of a fractional share of Ameris common stock that the HSB shareholder would otherwise be entitled to receive. For further information, see "The Merger — Material U.S. Federal Income Tax Consequences."

The United States federal income tax consequences described above may not apply to all holders of HSB common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.

Q:

Whom may I contact if I cannot locate my HSB stock certificate(s)?

A:

If you are unable to locate your original HSB stock certificate(s), you should contact Neal W. Booth, Sr., Corporate Secretary, Hamilton State Bancshares, Inc., at 1907 Highway 211, Hoschton, Georgia 30548, or by telephone at (770) 868-2660.

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Q:  
Whom should I call with questions or to obtain additional copies of this proxy statement/prospectus?

A:  
If you have questions about the merger, need assistance in submitting your proxy or voting your shares of HSB voting common stock, or need additional copies of this proxy statement/prospectus or the enclosed proxy card, please contact Neal W. Booth, Sr., Randal J. Rabe or Karen Z. Rosenberg at (770) 868-2660.

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SUMMARY

This following summary highlights selected information from this proxy statement/prospectus. It does not contain all of the information that is important to you. Each item in this summary refers to the page where that subject is discussed in more detail. You should carefully read the entire proxy statement/prospectus and the other documents to which we refer to understand fully the merger. See “Where You Can Find More Information” on how to obtain copies of those documents. In addition, the merger agreement is attached as Appendix A to this proxy statement/prospectus. Ameris and HSB encourage you to read the merger agreement because it is the legal document that governs the merger.

Risk Factors (see page 32)

You should consider in particular the factors as described under “Risk Factors.”

Information About the Companies (see page 44)

Ameris Bancorp

310 First Street, S.E.

Moultrie, Georgia 31768

(229) 890-1111

Ameris Bancorp, a Georgia corporation incorporated in 1980, is a bank holding company headquartered in Moultrie, Georgia. Ameris’s business is conducted primarily through Ameris Bank, a Georgia state-chartered bank and a direct wholly owned subsidiary of Ameris. At December 31, 2017, Ameris had total consolidated assets of \$7.9 billion, total loans (net of allowance for loan losses) of \$6.2 billion, total deposits of \$6.6 billion and shareholders’ equity of \$804.5 million.

Through Ameris Bank, Ameris provides a full range of banking services to its retail and commercial customers through 97 branches primarily concentrated in select markets in Georgia, Alabama, Northern 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.

The Ameris common stock is traded on Nasdaq under the symbol “ABCB.”

Hamilton State Bancshares, Inc.

1907 Highway 211

Hoschton, Georgia 30548

(770) 868-2660

Hamilton State Bancshares, Inc. is a bank holding company that was incorporated under the laws of the State of Georgia on May 13, 2005. HSB’s business is conducted primarily through Hamilton State Bank, a Georgia-state chartered bank and wholly-owned subsidiary of HSB that was established and commenced operations on September 20, 2004. At December 31, 2017, HSB had consolidated total assets of approximately \$1.8 billion, total deposits of approximately \$1.5 billion and total common shareholders’ equity of approximately \$206.4 million.

Through Hamilton, HSB provides traditional credit and depository banking services to its retail and commercial customers through 28 branches in 12 counties in northern and central Georgia, including metro Atlanta.

Pending Acquisition of Atlantic Coast Financial Corporation

On November 16, 2017, Ameris and Atlantic entered into the Atlantic merger agreement pursuant to which Atlantic will merge into Ameris, with Ameris as the surviving entity. The Atlantic merger agreement provides that, immediately following the Atlantic merger, Atlantic Coast Bank, a Florida-state chartered bank and a direct wholly owned subsidiary of Atlantic, will be merged into Ameris Bank, with Ameris Bank as the surviving bank.

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Under the terms and subject to the conditions of the Atlantic merger agreement, Atlantic stockholders will receive \$1.39 in cash and 0.17 shares of Ameris common stock for each share of Atlantic common stock that they hold, which equates to an aggregate value of approximately \$146.7 million based on the \$47.30 closing price of the Ameris common stock on Nasdaq as of November 16, 2017.

The Atlantic merger agreement has been unanimously approved by the boards of directors of each of Ameris and Atlantic and is expected to close in the second quarter of 2018. The closing of the Atlantic merger is subject to the required approval of Atlantic stockholders, requisite regulatory approvals and other customary closing conditions. The completion of the merger with HSB is not conditioned upon or subject to the completion of the Atlantic merger, and the completion of the Atlantic merger is not conditioned upon or subject to the completion of the merger with HSB.

At December 31, 2017, Atlantic had total consolidated assets of \$983.3 million, total loans (net of allowance for loan losses) of \$842.8 million, total deposits of \$675.8 million and shareholders' equity of \$90.7 million.

Special Meeting (see page 42)

The special meeting will be held on \_\_\_\_\_, 2018, at \_\_\_\_\_ a.m., local time, at \_\_\_\_\_ located at \_\_\_\_\_. At the special meeting, holders of HSB voting common stock will be asked to approve:

- the merger proposal; and
- the adjournment proposal.

You can vote at the special meeting if you owned HSB voting common stock as of the close of business on \_\_\_\_\_, 2018, which is the record date for the special meeting. On that date, there were \_\_\_\_\_ shares of HSB voting common stock outstanding and entitled to vote, approximately \_\_\_\_\_ % of which were owned and entitled to be voted by HSB's directors and executive officers and their affiliates. You can cast one vote for each share of HSB voting common stock you owned on the record date. The holders of HSB non-voting common stock do not have the right to vote such shares at the special meeting.

Approval of the merger proposal requires the affirmative vote of the holders of at least 60% of the shares of HSB voting common stock outstanding on the record date. Approval of the adjournment proposal requires the affirmative vote of the holders of a majority of shares present in person or represented by proxy and entitled to vote.

Each of the directors and certain principal shareholders of HSB have entered into a Voting and Support Agreement with Ameris and HSB under which they have agreed, among other things, to vote all of the shares they beneficially own for approval of the merger proposal and the adjournment proposal. As of the record date, the Voting and Support Agreement covered approximately \_\_\_\_\_ shares of HSB voting common stock, or approximately \_\_\_\_\_ % of the outstanding shares of HSB voting common stock. A copy of the Voting and Support Agreement is attached as Appendix B to this proxy statement/prospectus.

The Merger (see page 46)

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 into this proxy statement/prospectus. You should read the merger agreement carefully and in its entirety, as it is the legal document governing the merger. In the merger, HSB will merge with and into Ameris, with Ameris as the surviving company. It is expected that immediately after the merger, Hamilton will merge into Ameris Bank, with Ameris Bank as the surviving bank.

Closing and Effective Time of the Merger (see page 72)

The closing of the merger is expected to occur during the third quarter of 2018. Unless both Ameris and HSB agree to a later date, the closing of the merger will take place no later than five business days after all of the conditions to the closing of the merger have been satisfied or waived in accordance with their terms. We refer to the date on which the closing of the merger occurs as the "closing date."

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On the closing date, Ameris will file a certificate of merger with the Georgia Secretary of State. The merger will become effective upon the later of the filing of the certificate of merger with the Georgia Secretary of State and such later date and time to which Ameris and HSB agree and as may be specified in the certificate of merger. We refer to the date and time at which the merger is effective as the “effective time.”

Merger Consideration (see page 73)

Unless adjusted pursuant to the terms of the merger agreement, each share of HSB common stock outstanding immediately prior to the effective time (excluding excluded shares and dissenting shares, each as defined below) will be converted into the right to receive: (i) 0.16 shares of Ameris common stock, together with cash in lieu of any fractional share as provided in the merger agreement; and (ii) a cash amount equal to \$0.93.

No holder of HSB common stock will be issued a fractional share of Ameris common stock in the merger. Each holder of HSB common stock who would otherwise have been entitled to receive a fraction of a share of Ameris common stock will receive, in lieu thereof, cash (without interest) in an amount equal to such fractional part of a share of Ameris common stock multiplied by the average of Ameris’s stock price as set forth in the merger agreement. However, the foregoing does not apply to: (i) any shares of HSB common stock held by HSB as treasury stock, or owned by Ameris or any wholly owned subsidiary of Ameris or HSB (other than any such shares held in a fiduciary or agency capacity or as a result of debts previously contracted) (“excluded shares”); or (ii) shares of HSB common stock that are outstanding immediately prior to the effective time and are held by an HSB shareholder who did not vote for the merger proposal and who is entitled to demand, and properly demands, the fair value of such shares pursuant to Article 13 of the GBCC (“dissenting shares”).

The completion of the merger is subject to a price floor. If the average closing price of one share of Ameris common stock during a specified determination period declines by more than 15% from a price of \$51.1328 per share, and the Ameris common stock underperforms the KBW Nasdaq Regional Banking Index (KRX) by more than 15% during such period, then HSB may terminate the merger agreement unless Ameris offsets such reduction in the value of Ameris common stock by: (i) increasing the number of shares of Ameris common stock to be issued to HSB shareholders; or (ii) paying an additional cash payment to HSB shareholders (provided that doing so would not prevent the merger from qualifying as a tax-free reorganization within the meaning of Section 368(a) of the Code).

Equivalent HSB Per Share Value (see page 41)

Ameris common stock trades on Nasdaq under the symbol “ABCB.” The following table presents the closing price of Ameris common stock on January 25, 2018, the last trading day before the date of the public announcement of the merger agreement, and \_\_\_\_\_, the latest practicable trading date before the date of this proxy statement/prospectus. The table also presents the equivalent value of the merger consideration per share of HSB common stock on those dates, calculated by multiplying the closing price of the Ameris common stock on each of those dates by the 0.16 exchange ratio and then adding to such product the cash consideration of \$0.93.

Date	Ameris Closing Price	Exchange Ratio	Equivalent HSB Per Share Value
January 25, 2018	\$ 53.45	0.16	\$ 9.48
		0.16	

The value of the merger consideration will fluctuate between the date of this proxy statement/prospectus and the closing date of the merger based upon the market price of the Ameris common stock. Any fluctuation in the market price of Ameris common stock after the date of this proxy statement/prospectus will change the value of the shares of Ameris common stock that HSB shareholders will receive and will therefore change the value of the merger consideration. You should obtain current market prices for the Ameris common stock.

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Upon completion of the merger, former HSB shareholders will own approximately 13.7% of the outstanding shares of Ameris common stock, assuming: (i) the merger is completed in the third quarter of 2018; (ii) there are no adjustments to the merger consideration paid by Ameris; and (iii) the Atlantic merger has been completed.

Treatment of HSB Restricted Stock Units, Stock Options and Warrants (see page 74)

At the effective time of the merger, each outstanding:

- HSB restricted stock unit, to the extent then vested, including those vesting in connection with the merger, will be cancelled and converted into the right to receive the same merger consideration per share as the outstanding shares of HSB common stock, without interest and less applicable taxes required to be withheld in connection with the payment of such consideration, if any;

- HSB stock option will fully vest and be cancelled and thereafter entitle the holder thereof to receive cash, without interest, in the amount of \$9.06 for each share of HSB common stock issuable upon exercise of such option, less the applicable per share exercise price of such option and less applicable taxes required to be withheld in connection with the payment of such consideration, if any; and

- HSB warrant will be cancelled and thereafter entitle the holder thereof to receive cash, without interest, in the amount of \$9.06 for each share of HSB common stock issuable upon exercise of such warrant, less the applicable per share exercise price of such warrant. HSB has agreed to use commercially reasonable efforts to cause the amendment of any HSB warrants not amended prior to the date of the merger agreement to comply with the treatment described in this proxy statement/prospectus.

Each share of HSB common stock subject to an HSB restricted stock unit which is subject to further vesting or other restrictions as of the effective time of the merger will be forfeited. Each HSB stock option and each HSB warrant that has a per share exercise price that is greater than or equal to \$9.06 will be cancelled without consideration. As of the date of this proxy statement/prospectus, there were 362,881 unvested HSB restricted stock units outstanding. As HSB restricted stock units vest, the underlying shares of HSB common stock are delivered in satisfaction of the HSB restricted stock units.

Delivery of Merger Consideration; Surrender of Stock Certificates (see page 74)

Promptly after the effective time, and in no event later than one business day after the effective time, Ameris's third-party exchange agent will mail to each holder of record of HSB common stock a letter of transmittal and instructions on how to surrender the holder's HSB stock certificates or book-entry shares in exchange for the merger consideration (including cash in lieu of any fractional Ameris shares).

HSB shareholders should not send in their HSB stock certificates until they have received these instructions.

Material U.S. Federal Income Tax Consequences of the Merger (see page 66)

The merger is intended to qualify as a tax-free reorganization within the meaning of Section 368(a) of the Code. It is a condition to the respective obligations of Ameris and HSB to complete the merger that each of Ameris and HSB receives a legal opinion to that effect. Accordingly, an HSB shareholder generally will recognize gain, but not loss, in an amount equal to the lesser of: (i) the amount of gain realized (i.e., the excess of the sum of the amount of cash and the fair market value of the Ameris common stock received pursuant to the merger over that holder's adjusted tax basis in its shares of HSB common stock surrendered); and (ii) the amount of cash received pursuant to the merger. Further, an HSB shareholder generally will recognize gain or loss with respect to cash received instead of a fractional share of Ameris common stock that the HSB shareholder would otherwise be entitled to receive.

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The United States federal income tax consequences described above may not apply to all holders of HSB common stock. Your tax consequences will depend on your individual situation. Accordingly, we urge you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.

Recommendation of the HSB Board of Directors and HSB's Reasons for the Merger (see page 52)

The HSB board of directors has unanimously approved and adopted the merger agreement, and determined that the merger is in the best interests of HSB and its shareholders, and unanimously recommends that HSB shareholders vote "FOR" the merger proposal and "FOR" the adjournment proposal. In arriving at its determination, the HSB board of directors considered the factors described under "The Merger — Recommendation of the HSB Board of Directors and HSB's Reasons for the Merger."

Opinion of Hamilton State Bancshares, Inc.'s Financial Advisor in Connection With the Merger (see page 53 and Appendix C to this proxy statement/prospectus)

In connection with the merger, Sandler O'Neill & Partners, L.P. ("Sandler O'Neill") delivered its oral opinion to the HSB board of directors, which was subsequently confirmed in writing on January 24, 2018, to the effect that, as of such date and based upon and subject to the assumptions made, procedures followed, matters considered and limitations and qualification on the review undertaken by Sandler O'Neill in providing its opinion, the merger consideration to be received by holders of HSB common stock in the merger was fair to the holders of HSB common stock, from a financial point of view.

Sandler O'Neill provided its opinion for the information and assistance of the HSB board of directors in connection with its consideration of the merger, and the opinion relates only to the fairness of the merger consideration to be received by holders of HSB common stock, from a financial point of view. Sandler O'Neill's opinion speaks only as of the date of the opinion and does not address any other aspect of the merger and is not a recommendation to any HSB shareholder as to how such shareholder should vote at the special meeting. Sandler O'Neill's opinion does not address the underlying business decision of HSB to engage in the merger, the form or structure of the merger, the relative merits of the merger as compared to any other alternative business strategies that might exist for HSB or the effect of any other transaction in which HSB might engage.

The full text of Sandler O'Neill's opinion, dated January 24, 2018, which sets forth the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken by Sandler O'Neill, is attached as Appendix C to this proxy statement/prospectus. The description of the opinion is qualified in its entirety by reference to the opinion. HSB shareholders are urged to read the entire opinion carefully in connection with their consideration of the merger agreement.

Interests of HSB's Directors and Executive Officers in the Merger (see page 64)

Some of the executive officers and directors of HSB have interests in the merger that are in addition to, or different from, the interests of HSB shareholders generally. These interests exist because of, among other things, employment and change in control agreements that the executive officers entered into with HSB, rights that these executive officers and directors have under HSB's benefit plans (including HSB's equity incentive plan), arrangements to continue as employees of Ameris Bank following the merger and the bank merger (including potential arrangements), and rights to indemnification and directors' and officers' liability insurance following the merger.

These interests are discussed in more detail in "The Merger — Interests of HSB's Directors and Executive Officers in the Merger." The HSB 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.

Regulatory Approvals (see page 69)

Both Ameris and HSB have agreed to use their reasonable best efforts to obtain all regulatory approvals required or advisable to complete the transactions contemplated by the merger agreement and the bank merger agreement. Under applicable law, the merger must be approved by The Board of Governors of

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the Federal Reserve System (the “Federal Reserve”) and the bank merger must be approved by the Federal Deposit Insurance Corporation (the “FDIC”). In addition, the Georgia Department of Banking and Finance (the “GDBF”) must also approve the merger and the bank merger.

Ameris has filed all notices and applications to obtain the necessary regulatory approvals for the merger and the bank merger. Although the parties currently believe they should be able to obtain all regulatory approvals in a timely manner, they cannot be certain when or if they will obtain them or, if obtained, whether they will contain terms, conditions or restrictions not currently contemplated that will be detrimental to or have a material adverse effect on the combined company after the completion of the merger. We make no assurance that the regulatory approvals received will not contain any condition, or carryover of any condition applicable to Ameris, HSB or any of their respective subsidiaries, that would result in the imposition of a materially burdensome regulatory condition (as defined in the merger agreement and discussed under “The Merger Agreement — Regulatory Matters”).

Conditions to Completion of the Merger (see page 83)

Currently, Ameris and HSB expect to complete the merger in the third quarter of 2018. As more fully described in this proxy statement/prospectus and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where permitted, waived, including, among others:

- approval of the merger agreement by the holders of at least 60% of the outstanding shares of HSB voting common stock entitled to vote;
- receipt of all required regulatory approvals without any materially burdensome regulatory conditions, and the expiration or termination of all statutory waiting periods in respect of such regulatory approvals;
- the absence of any applicable law or order by any governmental authority making illegal or preventing or prohibiting the completion of the transactions contemplated by the merger agreement;
- the effectiveness of the registration statement of which this proxy statement/prospectus forms a part;
- receipt by each of Ameris and HSB of an opinion of its respective legal counsel as to certain tax matters relating to the merger;
- the accuracy, subject to varying degrees of materiality, of Ameris’s and HSB’s respective representations and warranties in the merger agreement on the date of the merger agreement and as of the closing date (or such other date specified in the merger agreement);
- performance in all material respects by Ameris and HSB of their respective obligations under the merger agreement;
- the authorization for listing the shares of Ameris common stock to be issued as part of the merger consideration on Nasdaq;
- the absence of any event which has resulted in a material adverse effect or material adverse change on either party or which may reasonably be expected to have a material adverse effect on either party; and

- that the dissenting shares constitute less than 10% of the issued and outstanding shares of HSB common stock.

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.

No Solicitation (see page 80)

HSB has agreed that it will not, and will cause its subsidiaries and their respective representatives not to, directly or indirectly: (i) take any action to solicit, initiate, seek, knowingly facilitate or encourage any inquiries or expressions of interest or the making of any proposal or offer that constitutes, or would

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reasonably be expected to lead to, any acquisition proposal; (ii) participate in any discussions or negotiations regarding any acquisition proposal or furnish, or otherwise provide access to any other person any nonpublic information or data regarding HSB or any of its subsidiaries or relating to an acquisition proposal; (iii) approve, endorse or recommend an acquisition proposal, other than the merger; or (iv) enter into any agreement in principle, arrangement, understanding, contract or agreement relating to an acquisition proposal.

However, at any time prior to the special meeting, HSB may, under certain circumstances specified in the merger agreement, take any of the actions described above. HSB must promptly (and in any event within 24 hours) notify Ameris in writing after the receipt of an acquisition proposal.

Additionally, prior to the special meeting, HSB may, under certain circumstances specified in the merger agreement, withdraw its recommendation to the HSB shareholders to approve the merger agreement, or terminate the merger agreement to enter into a definitive agreement with respect to a superior proposal (as defined in the merger agreement and discussed under “The Merger Agreement — No Solicitation”), if, among other things, the HSB board of directors determines, in good faith, after consultation with its outside legal counsel, that it is reasonably necessary to take such action to comply with the HSB board of directors’ fiduciary duties to HSB and its shareholders under applicable law. However, HSB may not take any of those actions in response to a superior proposal unless it provides Ameris with a five-business day period to negotiate in good faith to enable Ameris to adjust the terms and conditions of the merger agreement such that it would enable the HSB board of directors to proceed without withdrawing its recommendation.

Termination Rights (see page 84)

The merger agreement may be terminated at any time prior to the closing date:

- 
- by mutual written consent of Ameris and HSB;
- 
- by either party if, under certain circumstances, the merger is not completed by December 31, 2018;
- 
- by either party in the event of a material breach by the other party of any representation, warranty or obligations contained in the merger agreement, which breach has not been cured within 30 days and which breach would be reasonably likely to result in a failure to satisfy any applicable closing condition;
- 
- by either party if final action has been taken by a regulatory agency whose approval is required for the merger or bank merger, which final action has become nonappealable and does not approve the merger or bank merger, or a governmental authority enacts a law or judgment which would make the merger or the bank merger illegal;
- 
- by either party if the required HSB shareholder approval is not obtained;
- 
- by Ameris if the HSB board of directors fails to recommend to HSB shareholders to approve the merger agreement or has made an adverse recommendation change, or HSB has materially breached its covenant not to solicit alternative acquisition proposals; and
- 
- by HSB, prior to obtaining the required HSB shareholder approval, to enter an agreement relating to a superior proposal.

In addition, if the average closing price of one share of Ameris common stock during a specified determination period has declined by more than 15% from a price of \$51.1328 per share, and Ameris common stock underperforms the KBW Nasdaq Regional Banking Index (KRX) by more than 15% during such period, then HSB may terminate the



merger agreement unless Ameris increases the exchange ratio or pays an additional cash payment to HSB shareholders (provided that doing so would not prevent the merger from qualifying as a tax-free reorganization within the meaning of Section 368(a) of the Code) to offset such reduction in the value of the Ameris common stock.

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Termination Fee (see page 86)

Upon termination of the merger agreement by HSB to enter into a superior proposal, or by Ameris where the HSB board of directors fails to recommend to the HSB shareholders to approve the merger agreement or where HSB has materially breached its covenant not to solicit alternative acquisition proposals, HSB will be required to pay Ameris a termination fee equal to \$14.0 million.

Expenses (see page 86)

If the merger agreement is terminated due to a failure to obtain any regulatory approval that is required for the consummation of the merger or the bank merger (provided that such failure is not primarily related to the financial or regulatory condition of HSB) or due to a failure by Ameris to satisfy any condition contained in any required regulatory approval, then Ameris will be required to pay HSB \$1.5 million as reimbursement for its transaction expenses.

Nasdaq Listing (see page 79)

Ameris will take all action reasonably necessary and otherwise use commercially reasonable efforts to list on Nasdaq, prior to the effective time, the shares of Ameris common stock to be issued to holders of HSB common stock in the merger or make such post-closing filings with the Nasdaq as may be required.

Accounting Treatment (see page 69)

Ameris will account for the merger under the acquisition method of accounting for business combinations under U.S. generally accepted accounting principles (“GAAP”).

Dissenters’ Rights (see page 70 and Appendix D to this proxy statement/prospectus)

Holders of record of HSB voting common 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 D to this proxy statement/prospectus. HSB shareholders holding HSB voting common stock 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 HSB voting common stock who objects to the merger, and who fully complies with all of the provisions of Article 13 of the GBCC, will be entitled to demand and receive payment for all (but not less than all) of his or her shares of HSB voting common stock if the merger is consummated.

An HSB shareholder who objects to the merger and desires to receive payment of the “fair value” of his or her shares of HSB voting common stock: (i) must deliver to HSB, 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 of HSB voting common stock registered in the dissenting shareholder’s name if the merger is completed; and (ii) must not vote his or her shares of HSB voting common stock in favor of the merger agreement.

Within ten days after the later of the effective date, or the date on which HSB receives a payment demand, HSB will send a written offer to each holder of HSB voting common stock who complied with the provisions set forth in the dissenters’ notice to pay each such shareholder an amount that HSB estimates to be the fair value of those shares, plus accrued interest. A dissenting shareholder choosing to accept HSB’s offer of payment must do so by written notice to HSB within 30 days after receipt of HSB’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. HSB 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, whichever is later. If the shareholder believes that the amount offered is less than the fair value of the shareholder’s shares of HSB voting common stock or that the interest is incorrectly calculated, then the shareholder may notify HSB in writing of his or her own estimate of the fair value of his or her shares of HSB voting common stock and the amount of interest due and demand payment of his or her estimate. If a demand for payment remains unsettled, then HSB will commence a court proceeding to determine the fair value of the shares of HSB voting common stock and the accrued interest.

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

**Resale of Ameris Common Stock**

All shares of Ameris common stock received by HSB shareholders in the merger will be freely tradable for purposes of the Securities Act of 1933, as amended, except for shares of Ameris common stock received by any such holder who becomes an “affiliate” of Ameris after the completion of the merger. This proxy statement/prospectus does not cover resales of shares of Ameris common stock received by any person upon completion of the merger, and no person is authorized to make any use of this proxy statement/ prospectus in connection with any resale.

**Comparison of Shareholder Rights (see page 117)**

Rights of HSB shareholders are currently governed by HSB’s articles of incorporation, HSB’s bylaws and Georgia law and, in certain respects, that certain Stockholders’ Agreement, dated as of February 28, 2011, and subsequently amended, among certain HSB shareholders (the “Stockholders’ Agreement”). Upon completion of the merger former HSB shareholders will become shareholders of Ameris and their rights will be governed by Ameris’s articles of incorporation, Ameris’s bylaws and Georgia law. The differences in shareholder rights are explained more fully in “Comparison of Shareholder Rights.”

**Ancillary Agreements (see page 86)**

**Voting and Support Agreement.** In connection with the merger agreement, Ameris and HSB entered into a Voting and Support Agreement with the directors and certain principal shareholders of HSB under which those shareholders have agreed to, among other things, vote their shares of HSB voting common stock in favor of the approval of the merger proposal and the adjournment proposal and against any action or agreement that would be reasonably likely to impair the ability of either Ameris or HSB to complete the merger, or that would otherwise be inconsistent with, prevent, materially impede or materially delay the consummation of the transactions contemplated by the merger agreement, and against any proposal that is in favor of or would facilitate an alternative acquisition proposal without regard to the terms of such proposal, in each case, subject to the terms and conditions of the Voting and Support Agreement. As of the record date, the Voting and Support Agreement covered approximately \_\_\_\_\_ shares of HSB voting common stock, or approximately \_\_\_\_\_ % of the outstanding shares of HSB voting common stock. A copy of the Voting and Support Agreement is attached as Appendix B to this proxy statement/prospectus.

**Director Non-Solicitation Agreements.** In connection with the merger agreement, Ameris entered into a Director Non-Solicitation Agreement with each of the directors of HSB and Hamilton (each, a “Director Non-Solicitation Agreement”) under which each such director has agreed to certain restrictions with respect to such director’s use and disclosure of confidential materials and the solicitation of customers and employees of Ameris, HSB and their affiliates following the completion of the merger.

**TABLE OF CONTENTS****SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF AMERIS**

The following selected historical consolidated financial data as of and for each of the years in the five-year period ended December 31, 2017, is derived from the audited consolidated financial statements of Ameris. The results of operations as of and for the year ended December 31, 2017, are not necessarily indicative of the results that may be expected for any future period. You should read the following selected historical consolidated financial data in conjunction with 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, each included in Ameris’s Annual Report on Form 10-K for the year ended December 31, 2017, which is incorporated by reference into this proxy statement/prospectus. See “Documents Incorporated by Reference.”

Ameris’s “tangible book value per common share” is determined by methods other than in accordance with GAAP. See “— Reconciliation of Non-GAAP Financial Measures” below for a reconciliation of Ameris’s tangible book value per common share, a non-GAAP financial measure, to book value per common share, a financial measure calculated and presented in accordance with GAAP.

	Years Ended December 31,				
	2017	2016	2015	2014	2013
	(audited)				
	(In thousands, except per share data and ratios)				
Selected Balance Sheet Data:					
Total assets	\$ 7,856,203	\$ 6,892,031	\$ 5,588,940	\$ 4,037,077	\$ 3,667,649
Earning assets	7,288,285	6,293,670	5,084,658	3,574,561	3,232,769
Loans held for sale	197,442	105,924	111,182	94,759	67,278
Loans, net of unearned income	4,856,514	3,626,821	2,406,877	1,889,881	1,618,454
Purchased loans	861,595	1,069,191	909,083	945,518	838,990
Purchased loan pools	328,246	568,314	592,963	—	—
Investment securities available for sale	810,873	822,735	783,185	541,805	486,235
FDIC loss-share receivable, net of clawback	—	—	6,301	31,351	65,441
Total deposits	6,625,845	5,575,163	4,879,290	3,431,149	2,999,231
FDIC loss-share payable including clawback	8,803	6,313	—	—	—
Shareholders’ equity	804,479	646,437	514,759	366,028	316,699
Selected Income Statement Data:					
Interest income	\$ 294,347	\$ 239,065	\$ 190,393	\$ 164,566	\$ 126,322
Interest expense	34,222	19,694	14,856	14,680	10,137
Net interest income	260,125	219,371	175,537	149,886	116,185
Provision for loan losses	8,364	4,091	5,264	5,648	11,486
Noninterest income	104,457	105,801	85,586	62,836	46,549
Noninterest expense	231,936	215,835	199,115	150,869	121,945
Income before income taxes	124,282	105,246	56,744	56,205	29,303
Income tax expense	50,734	33,146	15,897	17,482	9,285
Net income	\$ 73,548	\$ 72,100	\$ 40,847	\$ 38,723	\$ 20,018

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Preferred stock dividends	—	—	—	286	1,738
Net income available to common shareholders	\$ 73,548	\$ 72,100	\$ 40,847	\$ 38,437	\$ 18,280

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	Years Ended December 31,				
	2017	2016	2015	2014	2013
	(audited)				
	(In thousands, except per share data and ratios)				
Per Share Data:					
Earnings per share available to common shareholders:					
Basic	\$ 2.00	\$ 2.10	\$ 1.29	\$ 1.48	\$ 0.76
Diluted	1.98	2.08	1.27	1.46	0.75
Common book value	21.59	18.51	15.98	13.67	11.50
Tangible book value	17.86	14.42	12.65	10.99	9.87
Cash dividends declared	0.40	0.30	0.20	0.15	—
Profitability Ratios:					
Net income to average total assets	1.00%	1.17%	0.85%	1.08%	0.70%
Net income to average common shareholders' equity	9.55%	11.75%	8.37%	12.40%	8.06%
Net interest margin (fully taxable equivalent basis)	3.95%	3.99%	4.12%	4.59%	4.74%
Efficiency ratio	63.62%	66.38%	76.25%	70.92%	74.94%
Loan Quality Ratios:					
Net charge-offs to average loans*	0.13%	0.11%	0.22%	0.34%	0.75%
Allowance for loan losses to total loans*	0.44%	0.56%	0.85%	1.12%	1.38%
Non-performing assets to total loans and OREO**	0.85%	1.12%	1.60%	3.35%	3.49%
Liquidity Ratios:					
Loans to total deposits	91.25%	94.42%	80.11%	82.64%	81.94%
Average loans to average earning assets	83.50%	80.83%	75.96%	80.22%	78.08%
Noninterest-bearing deposits to total deposits	26.82%	28.22%	27.26%	24.46%	22.29%
Capital Adequacy Ratios:					
Shareholders' equity to total assets	10.24%	9.38%	9.21%	9.07%	8.63%
Common stock dividend payout ratio	20.00%	14.29%	15.50%	10.14%	0.00%

\*  
Excludes purchased non-covered and covered assets.

\*\*  
Excludes covered assets.

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## Reconciliation of Non-GAAP Financial Measures

This proxy statement/prospectus and certain documents filed by Ameris with the SEC and incorporated by reference into this proxy statement/prospectus contain financial information determined by methods other than in accordance with GAAP. Ameris's management uses these non-GAAP measures in its analysis of Ameris's performance. These measures are useful when evaluating the underlying performance and efficiency of Ameris's operations and balance sheet. Ameris's management believes that these non-GAAP measures provide a greater understanding of ongoing operations, enhance comparability of results with prior periods and demonstrate the effects of significant gains and charges in the current period. Ameris's management believes that investors may use these non-GAAP financial measures to evaluate Ameris's financial performance without the impact of unusual items that may obscure trends in Ameris's underlying performance. These disclosures should not be viewed as a substitute for financial measures determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies. Non-GAAP measures include tangible common equity and tangible book value per common share. Ameris calculates the regulatory capital ratios using current regulatory report instructions. Ameris's management uses these measures to assess the quality of capital and believes that investors may find them useful in their evaluation of Ameris. These capital measures may or may not be necessarily comparable to similar capital measures that may be presented by other companies.

The following information reconciles Ameris's tangible book value per common share, a non-GAAP financial measure, as of the dates presented to Ameris's book value per common share, a financial measure calculated and presented in accordance with GAAP, as of the dates presented.

	Years Ended December 31,				
	2017	2016	2015	2014	2013
	(audited)				
	(In thousands, except share and per share data)				
Tangible Book Value Per Share Reconciliation:					
Common shareholders' equity	\$ 804,479	\$ 646,437	\$ 514,759	\$ 366,028	\$ 288,699
Less: Goodwill	125,532	125,532	90,082	63,547	35,049
Less: Other intangibles, net	13,496	17,428	17,058	8,221	6,009
Total tangible shareholders' equity	\$ 665,451	\$ 503,477	\$ 407,619	\$ 294,260	\$ 247,641
Period end number of shares	37,260,012	34,921,474	32,211,385	26,773,863	25,098,427
Book value per common share	\$ 21.59	\$ 18.51	\$ 15.98	\$ 13.67	\$ 11.50
Tangible book value per common share	17.86	14.42	12.65	10.99	9.87

**TABLE OF CONTENTS****SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF HSB**

The following selected historical consolidated financial data as of and for each of the years in the five-year period ended December 31, 2017, is derived from the audited consolidated financial statements of HSB. The results of operations as of and for the year ended December 31, 2017, are not necessarily indicative of the results that may be expected for any future period. You should read the following selected historical consolidated financial data in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations of HSB,” included elsewhere in this proxy statement/ prospectus, and HSB’s audited consolidated financial statements and accompanying notes as of and for the years ended December 31, 2017, 2016 and 2015 (“HSB’s Audited Consolidated Financial Statements”), attached as Appendix E and Appendix F to this proxy statement/prospectus.

	Years Ended December 31,				
	2017	2016	2015	2014	2013
	(audited)				
	(In thousands, except per share data and ratios)				
<b>Selected Balance Sheet Data:</b>					
Total assets	\$ 1,786,638	\$ 1,851,126	\$ 1,782,423	\$ 1,681,597	\$ 1,595,903
Earning assets	1,704,909	1,745,066	1,650,132	1,515,327	1,388,534
Loans receivable, originated	1,119,944	1,028,978	820,450	621,062	379,497
Acquired covered loans	45,978	94,851	163,036	241,535	341,202
Acquired non-covered loans	130,258	151,988	161,838	103,903	29,151
Investment securities available for sale	179,036	224,776	227,292	285,107	491,382
Investment securities held to maturity	106,814	124,877	146,613	167,696	—
FDIC loss-share receivable	3,680	13,411	19,345	50,518	92,927
Total deposits	1,549,675	1,534,849	1,522,750	1,347,063	1,285,469
Clawback	8,199	7,901	10,131	8,408	8,115
Stockholders’ equity	206,370	240,059	222,407	288,016	271,633
<b>Selected Average Balances:</b>					
Total assets	\$ 1,792,586	\$ 1,794,471	\$ 1,742,006	\$ 1,678,750	\$ 1,558,215
Earning assets	1,700,507	1,679,125	1,587,479	1,485,746	1,336,187
Loans, net of unearned income	1,266,277	1,199,964	1,044,043	874,607	673,030
Investment securities available for sale	203,769	238,030	259,572	349,778	482,789
Investment securities held to maturity	115,788	136,250	157,396	133,951	—
Total deposits	1,536,198	1,512,554	1,412,901	1,355,206	1,245,921
Stockholders’ equity	212,758	232,839	275,745	276,720	272,872
<b>Selected Income Statement Data:</b>					
Interest income	\$ 82,361	\$ 77,426	\$ 79,503	\$ 88,948	\$ 71,353
Interest expense	5,968	5,611	6,032	5,148	5,176
Net interest income	76,393	71,815	73,471	83,800	66,177
Provision for loan losses	217	2,334	2,177	3,242	(190)



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Noninterest income	8,052	7,374	7,315	9,591	11,619
Noninterest expense	52,613	50,726	57,652	75,873	68,618
Income before income taxes	31,615	26,129	20,957	14,276	9,368
Income tax expense	16,936	9,076	7,278	3,902	3,048
Net income	\$ 14,679	\$ 17,053	\$ 13,679	\$ 10,374	\$ 6,320

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	Years Ended December 31,				
	2017	2016	2015	2014	2013
	(audited)				
	(In thousands, except per share data and ratios)				
<b>Per Share Data</b>					
Net income – basic	\$ 0.36	\$ 0.43	\$ 0.34	\$ 0.26	\$ 0.16
Net income – diluted	0.35	0.41	0.34	0.26	0.16
Common book value	5.11	5.97	5.56	7.19	6.79
Special cash dividends	1.24	—	1.99	—	—
<b>Profitability Ratios</b>					
Net income to average total assets	0.82%	0.95%	0.79%	0.62%	0.41%
Net income to average common stockholders' equity	6.90%	7.32%	4.96%	3.75%	2.32%
Net interest margin	4.55%	4.33%	4.68%	5.68%	4.99%
Efficiency ratio	62.30%	64.06%	71.36%	81.24%	88.20%
<b>Loan Quality Ratios</b>					
Net charge-offs to average loans*	0.04%	0.09%	0.01%	0.25%	0.13%
Allowance for loan losses to total loans*	0.84%	0.94%	1.06%	1.08%	1.42%
Nonperforming assets to total loans and OREO**	0.43%	0.71%	0.64%	1.52%	3.70%
<b>Liquidity Ratios</b>					
Loans to total deposits	83.64%	83.12%	75.21%	71.75%	58.33%
Average loans to average earnings assets	74.46%	71.46%	65.77%	58.87%	50.37%
Noninterest-bearing deposits to total deposits	23.06%	21.25%	19.12%	16.11%	12.14%
<b>Capital Adequacy Ratios</b>					
Stockholders' equity to total assets	11.55%	12.97%	12.48%	17.13%	17.02%

\*  
Excludes purchased non-covered and covered assets.

\*\*  
Excludes covered assets.

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UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL INFORMATION

The following unaudited pro forma combined condensed financial information and accompanying notes show the impact on the historical financial conditions and results of operations of Ameris and HSB and have been prepared to illustrate the effects of the merger under the acquisition method of accounting. See “The Merger — Accounting Treatment.” The unaudited pro forma combined condensed balance sheet as of December 31, 2017, is presented as if the merger had occurred on December 31, 2017. The unaudited pro forma combined condensed income statements for the year ended December 31, 2017, are presented as if the merger had occurred on January 1, 2017. The historical combined condensed financial information has been adjusted to reflect factually supportable items that are directly attributable to the merger and, with respect to the income statements only, expected to have a continuing impact on consolidated results of operations.

The unaudited pro forma combined condensed financial statements are provided for informational purposes only. The unaudited pro forma combined condensed financial statements are not necessarily, and should not be assumed to be, an indication of the results that would have been achieved had the merger been completed as of the dates indicated or that may be achieved in the future. The preparation of the unaudited pro forma combined condensed financial statements and related adjustments required management to make certain assumptions and estimates. The unaudited pro forma combined condensed financial statements should be read together with:

- the accompanying notes to the unaudited pro forma combined condensed financial statements;
- Ameris’s audited consolidated financial statements and accompanying notes, included in Ameris’s Annual Report on Form 10-K for the year ended December 31, 2017, which is incorporated by reference into this proxy statement/prospectus;
- HSB’s Audited Consolidated Financial Statements, attached as Appendix E and Appendix F to this proxy statement/prospectus; and
- the other information pertaining to Ameris and HSB incorporated by reference into, or included in, this proxy statement/prospectus.

See “Selected Historical Consolidated Financial Data of Ameris,” “Selected Historical Consolidated Financial Data of HSB,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations of HSB” and “Documents Incorporated By Reference.”

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## Unaudited Pro Forma Combined Condensed Balance Sheet

As of December 31, 2017

(In thousands)

	Ameris As Reported	HSB As Reported	Pro Forma Adjustments		Pro Forma Combined
Assets					
Cash and due from banks	\$ 139,313	\$ 13,712	\$ (65,850)	A	\$ 87,175
Federal funds sold and interest-bearing deposits in banks	191,345	109,069	—		300,414
Investment securities available for sale, at fair value	810,873	179,036	107,774	B	1,097,683
Investment securities held to maturity, at amortized cost	—	106,814	(106,814)	C	—
Other investments	42,270	13,810	—		56,080
Loans held for sale, at fair value	197,442	—	—		197,442
Loans	4,856,514	1,119,944	(20,000)	D	5,956,458
Purchased loans	861,595	176,236	—		1,037,831
Purchased loan pools	328,246	—	—		328,246
Loans, net of unearned income	6,046,355	1,296,180	(20,000)		7,322,535
Allowance for loan losses	(25,791)	(11,483)	11,483	E	(25,791)
Loans, net	6,020,564	1,284,697	(8,517)		7,296,744
Other real estate owned, net	8,464	1,223	(306)	F	9,381
Purchased other real estate owned, net	9,011	434	—		9,445
Total other real estate owned, net	17,475	1,657	(306)		18,826
Premises and equipment, net	117,738	28,418	—		146,156
Goodwill	125,532	17,477	198,678	G	341,687
Other intangible assets, net	13,496	1,769	13,688	H	28,953
Cash value of bank owned life insurance	79,641	4,426	—		84,067
Deferred income taxes, net	28,320	11,606	(1,414)	I	38,512
FDIC indemnification	—	3,680	—		3,680

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assets, net					
Other assets	72,194	10,467	—		82,661
Total assets	\$ 7,856,203	\$ 1,786,638	\$ 137,239		\$ 9,780,080
Liabilities					
Deposits:					
Noninterest-bearing	\$ 1,777,141	\$ 357,399	\$ —		\$ 2,134,540
Interest-bearing	4,848,704	1,192,276	(584)	J	6,040,396
Total deposits	6,625,845	1,549,675	(584)		8,174,936
Federal funds purchased & securities sold under agreements to repurchase	30,638	—	—		30,638
Other borrowings	250,554	12,819	366	K	263,739
Subordinated deferrable interest debentures, net	85,550	3,093	(691)	L	87,952
FDIC loss-share payable, net	8,803	8,199	—		17,002
Other liabilities	50,334	6,482	—		56,816
Total liabilities	7,051,724	1,580,268	(909)		8,631,083
Shareholders' equity					
Preferred stock	—	—	—		—
Common stock	38,735	407	6,106	M	45,248
Capital surplus	508,404	211,893	126,112	N	846,409
Retained earnings	273,119	—	—		273,119
Accumulated other comprehensive income (loss)	(1,280)	(3,220)	3,220	O	(1,280)
Treasury stock, at cost	(14,499)	(2,710)	2,710	P	(14,499)
Total shareholders' equity	804,479	206,370	138,148		1,148,997
Total liabilities and shareholders' equity	\$ 7,856,203	\$ 1,786,638	\$ 137,239		\$ 9,780,080

See "Note 4 — Preliminary Unaudited Pro Forma and Acquisition Accounting Adjustments" for explanation of acquisition accounting adjustments.

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## Unaudited Pro Forma Combined Condensed Income Statement

For the year ended December 31, 2017

(In thousands, except share and per share data)

	Ameris As Reported	HSB As Reported	Pro Forma Adjustments		Pro Forma Combined
Interest income					
Interest and fees on loans	\$ 270,887	\$ 74,483	\$ 2,667	A	\$ 348,037
Interest on taxable securities	20,154	6,430	—		26,584
Interest on nontaxable securities	1,581	187	—		1,768
Interest on deposits in other banks	1,725	1,234	—		2,959
Interest on federal funds sold	—	27	—		27
Total interest income	294,347	82,361	2,667		379,375
Interest expense					
Interest on deposits	\$ 19,877	\$ 5,499	\$ 227	B	\$ 25,603
Interest on other borrowings	14,345	469	(233)	C	14,581
Total interest expense	34,222	5,968	(6)		40,184
Net interest income	260,125	76,393	2,673		339,191
Provision for loan losses	8,364	217	—		8,581
Net interest income after provision for loan losses	\$ 251,761	\$ 76,176	\$ 2,673		\$ 330,610
Noninterest income					
Service charges on deposit accounts	\$ 42,054	\$ 4,253	\$ —		\$ 46,307
Mortgage banking activity	48,535	524	—		49,059
Other service charges, commissions and fees	2,872	2,964	—		5,836
Gain on sale of securities	37	12	—		49
Gain on sale of SBA and USDA loans	4,590	—	—		4,590
Other noninterest income	6,369	299	—		6,668
Total noninterest income	104,457	8,052	—		112,509
Noninterest expense					
Salaries and employee benefits	\$ 120,016	\$ 27,511	\$ —		\$ 147,527
Occupancy and equipment expenses	24,069	7,132	—		31,201
Data processing and communications expenses	27,869	3,930	—		31,799
Legal and other professional fees	15,355	1,902	—		17,257
Credit resolution-related expenses	3,493	769	—		4,262
Advertising and marketing expenses	5,131	142	—		5,273
Amortization of intangible assets	3,932	1,309	237	D	5,478
FDIC insurance	3,078	692	—		3,770
Merger and conversion charges	915	—	—		915
Other noninterest expenses	28,078	9,226	—		37,304
Total noninterest expense	231,936	52,613	237		284,786

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Net income before income tax expense	\$ 124,282	\$ 31,615	\$ 2,436		\$ 158,333
Income tax expense	50,734	16,936	512	E	68,182
Net income	\$ 73,548	\$ 14,679	\$ 1,924		\$ 90,151
Preferred stock dividends	—	—	—		—
Net income available to common shareholders	\$ 73,548	\$ 14,679	\$ 1,924		\$ 90,151
Basic earnings per common share	\$ 2.00	\$ 0.36			\$ 2.08
Diluted earnings per common share	\$ 1.98	\$ 0.35			\$ 2.06
Weighted average common shares outstanding					
Basic	36,828	40,318			43,341
Diluted	37,144	42,217			43,657

See “Note 4 — Preliminary Unaudited Pro Forma and Acquisition Accounting Adjustments” for explanation of acquisition accounting adjustments.

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**TABLE OF CONTENTS****NOTES TO UNAUDITED PRO FORMA CONDENSED FINANCIAL STATEMENTS****Note 1 — Basis of Pro Forma Presentation**

The unaudited pro forma condensed balance sheet as of December 31, 2017, and the unaudited pro forma condensed income statement for the year ended December 31, 2017, are based on the historical financial statements of Ameris and HSB after giving effect to the completion of the merger and the assumptions and adjustments described in the accompanying notes. Such financial statements do not reflect cost savings or operating synergies expected to result from the merger, or the costs to achieve these cost savings or operating synergies, or any anticipated disposition of assets that may result from the integration of the operations of the two companies.

The transaction will be accounted for under the acquisition method of accounting in accordance with Accounting Standards Codification (“ASC”) Topic 805, Business Combinations (“ASC 805”). In business combination transactions in which the consideration given is not in the form of cash (that is, in the form of non-cash assets, liabilities incurred, or equity interests issued), measurement of the acquisition consideration is based on the fair value of the consideration given or the fair value of the asset (or net assets) acquired, whichever is more clearly evident and, thus, more reliably measurable.

Under ASC 805, all of the assets acquired and liabilities assumed in a business combination are recognized at their acquisition-date fair value, while transaction costs and restructuring costs associated with the business combination are expensed as incurred. The excess of the acquisition consideration over the fair value of assets acquired and liabilities assumed, if any, is allocated to goodwill. Changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally affect income tax expense. Subsequent to the completion of the merger, Ameris and HSB will finalize an integration plan, which may affect how the assets acquired, including intangible assets, will be utilized by the combined company. For those assets in the combined company that will be phased out or will no longer be used, additional amortization, depreciation and possibly impairment charges will be recorded after management completes the integration plan.

The unaudited pro forma information is presented solely for informational purposes and is not necessarily indicative of the combined results of operations or financial position that might have been achieved for the periods or dates indicated, nor is it necessarily indicative of the future results of the combined company.

**Note 2 — Preliminary Estimated Acquisition Consideration**

Under the terms of the merger agreement, HSB shareholders will receive 0.16 shares of Ameris common stock plus \$0.93 in cash, without interest, for each share of HSB common stock.

Based on HSB’s estimated shares of HSB common stock outstanding as of December 31, 2017, the preliminary estimated acquisition consideration is as follows, assuming all shares of HSB common stock are exchanged for the per share stock consideration (in thousands):

**Preliminary Estimated Acquisition Consideration**

Total number of shares of HSB common stock outstanding at April 1, 2018 including restricted share units that automatically vest under a change in control	40,704
Per share exchange ratio	0.16
Number of shares of Ameris common stock – as exchanged	6,513
Multiplied by Ameris common stock price on March 29, 2018	\$ 52.90
Estimated fair value of Ameris common stock issued	\$ 344,518
Total number of shares of HSB common stock outstanding at April 1, 2018 including restricted share units that automatically vest under a change in control	40,704
Per share cash exchange price	\$ 0.93
Estimated cash paid at acquisition for HSB common shares	\$ 37,855
Estimated cash paid at acquisition for HSB stock options	\$ 7,993
Estimated cash paid at acquisition for HSB stock warrants	\$ 11,002
Total estimated cash paid at acquisition	\$ 56,850
Total Preliminary Estimated Acquisition Consideration	\$ 401,368





**TABLE OF CONTENTS****Note 3 — Preliminary Estimated Acquisition Consideration Allocation**

Under the acquisition method of accounting, the total acquisition consideration is allocated to the acquired tangible and intangible assets and assumed liabilities of HSB based on their estimated fair values as of the closing of the merger. The excess of the acquisition consideration over the fair value of assets acquired and liabilities assumed, if any, is allocated to goodwill.

The allocation of the estimated acquisition consideration is preliminary because the proposed merger has not yet been completed. The preliminary allocation is based on estimates, assumptions, valuations, and other studies which have not progressed to a stage where there is sufficient information to make a definitive allocation. Accordingly, the acquisition consideration allocation unaudited pro forma adjustments will remain preliminary until Ameris management determines the final acquisition consideration and the fair values of assets acquired and liabilities assumed. The final determination of the acquisition consideration allocation is anticipated to be completed as soon as practicable after the completion of the merger and will be based on the value of the Ameris common stock at the closing of the merger. The final amounts allocated to assets acquired and liabilities assumed could differ significantly from the amounts presented in the unaudited pro forma condensed combined financial statements.

The total preliminary estimated acquisition consideration as shown in the table above is allocated to HSB's tangible and intangible assets and liabilities as of December 31, 2017, based on their preliminary estimated fair values as follows (in thousands):

**Preliminary Estimated Acquisition Consideration Allocation**

Cash and due from banks	\$ 4,712
Federal funds sold and interest-bearing deposits in banks	109,069
Investment securities available for sale	286,810
Other investments	13,810
Loans, net of unearned income	1,276,180
Other real estate owned	1,351
Premises and equipment	28,418
Deferred income taxes	10,192
Cash value of bank owned life insurance	4,426
FDIC indemnification assets, net	3,680
Other assets	10,467
Deposits	(1,549,091)
Other borrowings	(13,185)
Subordinated deferrable interest debentures	(2,402)
FDIC loss-share payable, net	(8,199)
Other liabilities	(6,482)
Intangible assets	15,457
Goodwill	216,155
<b>Total Preliminary Estimated Acquisition Consideration</b>	<b>\$ 401,368</b>

Approximately \$15.5 million has been preliminarily allocated to amortizable intangible assets acquired. The amortization related to the preliminary fair value of net amortizable intangible assets is reflected as a pro forma adjustment to the unaudited pro forma condensed combined financial statements.

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**Identifiable Intangible Assets.** The preliminary fair values of intangible assets were determined based on the provisions of ASC 805, which defines fair value in accordance with ASC Topic 820, Fair Value Measurements and Disclosures (“ASC 820”). ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Intangible assets were identified that met either the separability criterion or the contractual-legal criterion described in ASC 805. The preliminary allocation to intangible assets is allocated to core deposit intangibles.

**Goodwill.** Goodwill represents the excess of the preliminary estimated acquisition consideration over the preliminary fair value of the underlying net tangible and intangible assets. Among the factors that contributed to a purchase price in excess of the fair value of the net tangible and intangible assets are the skill sets, operations, customer base and organizational cultures that can be leveraged to enable the combined company to build an enterprise greater than the sum of its parts. In accordance with ASC Topic 350, Intangibles — Goodwill and Other, goodwill will not be amortized, but instead will be tested for impairment at least annually and whenever events or circumstances have occurred that may indicate a possible impairment. In the event management determines that the value of goodwill has become impaired, the combined company will incur an accounting charge for the amount of the impairment during the period in which the determination is made.

**Note 4 — Preliminary Unaudited Pro Forma and Acquisition Accounting Adjustments**

The unaudited pro forma financial information is not necessarily indicative of what the financial position actually would have been had the merger been completed at the date indicated. Such information includes adjustments which are preliminary and may be revised. Such revisions may result in material changes. The financial position shown herein is not necessarily indicative of what the past financial position of the combined companies would have been, nor necessarily indicative of the financial position of the post-merger periods. The unaudited pro forma financial information does not give consideration to the impact of possible expense efficiencies, synergies, strategy modifications, asset dispositions or other actions that may result from the merger.

The following unaudited pro forma adjustments result from accounting for the merger, including the determination of fair value of the assets, liabilities, and commitments which Ameris, as the acquirer for accounting purposes, will acquire from HSB. The descriptions related to these preliminary adjustments are as follows (in thousands):

**Balance Sheet**

<b>A</b>	<b>Adjustment to cash and due from banks</b>	
	To reflect cash payment of HSB special cash dividend paid to HSB common shareholders allowed for in the merger agreement (dividend declaration date was January 24, 2018; dividend record date was February 21, 2018; dividend payment date was February 28, 2018)	\$ (9,000)
	To reflect estimated cash paid at closing to HSB shareholders	\$ (37,855)
	To reflect estimated cash paid to holders of HSB stock options	\$ (7,993)
	To reflect estimated cash paid to holders of HSB stock warrants	\$ (11,002)
	<b>Total adjustment to cash and due from banks</b>	<b>\$ (65,850)</b>
<b>B</b>	<b>Adjustment to investment securities available for sale</b>	
	To reclass at amortized cost investment securities designated as held to maturity by HSB to investment securities available for sale	\$ 106,814
	To reflect fair value at acquisition date for investment securities designated as held to	\$ 960

maturity by HSB but will be designated as available for sale by Ameris

Total adjustment to investment securities available for sale      \$ 107,774

C

Adjustment to investment securities held to maturity to reclass at amortized cost

\$ (106,814)

investment securities designated as held to maturity by HSB to investment securities available for sale

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D	Adjustment to loans to reflect estimated fair value at acquisition date	\$ (20,000)
E	Adjustment to allowance for loan losses to reflect the reversal of HSB's December 31, 2017 allowance for loan losses	\$ 11,483
F	Adjustment to other real estate owned to reflect the estimated fair value at acquisition date based on Ameris's more aggressive liquidation strategy	\$ (306)
G	Adjustment to goodwill to reflect the estimated goodwill generated as a result of consideration paid being greater than the net assets acquired	\$ 198,678
H	Adjustment to intangible assets	
	To reflect reversal of HSB's unamortized core deposit intangible from its prior acquisitions	\$ (1,769)
	To reflect the recording of the estimated core deposit intangible	\$ 15,457
	Total adjustment to intangible assets	\$ 13,688
I	Adjustment to net deferred tax asset to reflect the deferred tax impact resulting from the net fair value adjustments (based on assumed effective tax rate of 21%)	\$ (1,414)
J	Adjustment to interest-bearing deposits	
	To reflect reversal of HSB's unamortized fair value adjustment on certificates of deposit from its prior acquisitions	\$ (18)
	To reflect the estimated fair value at acquisition date of certificate of deposits	\$ (566)
	Total adjustment to interest-bearing deposits	\$ (584)
K	Adjustment to other borrowings	
	To reflect reversal of HSB's unamortized fair value adjustment from its prior acquisitions	\$ (125)
	To reflect the estimated fair value at acquisition date of other borrowings	\$ 491
	Total adjustment to other borrowings	\$ 366
L	Adjustment to subordinated deferrable interest debentures to reflect the estimated fair value at acquisition	\$ (691)
M	Adjustment to common stock	

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To reflect the reversal of HSB's December 31, 2017 common stock	\$ (407)
To reflect the value of Ameris common stock issued to HSB shareholders	\$ 6,513
Total adjustment to common stock	\$ 6,106
N Adjustment to capital surplus	
To reflect January 24, 2018 declaration of a HSB special cash dividend payable to HSB common shareholders as allowed for in the merger agreement	\$ (9,000)
To reflect the reversal of HSB's December 31, 2017 capital surplus net of the January 24, 2018 declaration of a HSB special cash dividend	\$ (202,893)
To reflect the value of Ameris common stock issued to HSB shareholders	\$ 338,005
Total adjustment to capital surplus	\$ 126,112
O	
Adjustment to accumulated other comprehensive loss to reflect the reversal of HSB's	\$ 3,220
December 31, 2017 accumulated other comprehensive loss	
P	
Adjustment to treasury stock reflects the reversal of HSB's December 31, 2017 treasury	\$ 2,710

stock

Pursuant to the acquisition method of accounting, the final acquisition consideration will be based on the price of the Ameris common stock immediately prior to the effective time of the merger. A 20% difference in per share price at the closing of the merger compared to the amount used in these unaudited pro forma condensed combined financial statements would increase or decrease total acquisition consideration and goodwill by approximately \$68.9 million.

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## Income Statement

	Year Ended December 31, 2017
A Adjustment to interest income and fees on loans to reflect estimated additional accretion on loan portfolio	\$ 2,667
B Adjustment to interest expense on deposits	
To reflect the reversal of HSB's amortization of fair value adjustment on certificates of deposit resulting from its prior acquisitions	\$ (56)
To reflect the estimated amortization of fair value adjustment on certificates of deposit	\$ 283
Total adjustment to interest expense on deposits	\$ 227
C Adjustment to interest expense on other borrowings and subordinated deferrable interest debentures	
To reflect the reversal of HSB's amortization of fair value adjustment on other borrowings from its prior acquisitions	\$ (154)
To reflect the estimated amortization of fair value adjustment on other borrowings	\$ (117)
To reflect the estimated amortization of fair value adjustment on subordinated deferrable interest debentures	\$ 38
Total adjustment to interest expense on other borrowings and subordinated deferrable interest debentures	\$ (233)
D Adjustment to amortization of intangible assets	
To reflect the reversal of HSB's amortization expense on its existing core deposit intangible resulting from its prior acquisitions	\$ (1,309)
To reflect the estimated amortization expense on the core deposit intangible	\$ 1,546
Total adjustment to amortization of intangible assets	\$ 237
E Adjustment to income tax expense to reflect the tax effect of the HSB income statement pro forma adjustments using an assumed effective tax rate of 21%	\$ 512

The estimated transaction costs included as part of the unaudited pro forma condensed balance sheet as of December 31, 2017, have not been included in the above unaudited pro forma condensed income statements.

## Note 5 — Earnings Per Common Share

Unaudited pro forma earnings per common share for the year ended December 31, 2017, have been calculated using Ameris's historic weighted average common shares outstanding plus the common shares assumed to be issued to HSB shareholders in the merger.

The following table sets forth the calculation of basic and diluted unaudited pro forma earnings per common share for the year ended December 31, 2017 (in thousands, except per share data).

	Year Ended December 31, 2017	
	Basic	Diluted
Pro forma net income available to common shareholders	\$ 90,151	\$ 90,151
Weighted average common shares outstanding:		
Ameris	36,828	37,144
Common shares issued to HSB shareholders	6,513	6,513
Pro forma	43,341	43,657
Pro forma net income per common share	\$ 2.08	\$ 2.06





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## UNAUDITED COMPARATIVE PER SHARE DATA

The following table shows per common share data regarding basic and diluted net income per common share, cash dividends and book value for Ameris and HSB on a historical basis, Ameris and HSB on a pro forma combined basis, and HSB on a pro forma equivalent basis. The pro forma information has been derived from and should be read in conjunction with: (i) Ameris's audited consolidated financial statements and accompanying notes included in Ameris's Annual Report on Form 10-K for the year ended December 31, 2017, which is incorporated by reference into this proxy statement/prospectus; and (ii) HSB's Audited Consolidated Financial Statements, which are attached to this proxy statement/prospectus as Appendix E and Appendix F. See "Where You Can Find More Information" and "Documents Incorporated by Reference."

The pro forma information gives effect to the merger accounted for as a purchase and assumes that the merger occurred as of the beginning of the fiscal year presented (or in the case of book value, as of the date specified). This information is presented for illustrative purposes only. You should not rely on the pro forma combined or pro forma equivalent amounts as they are not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the dates indicated, nor are they necessarily indicative of the future operating results or financial position of the combined company. The pro forma information, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings, opportunities to earn additional revenue, the impact of restructuring and merger-related costs, or other factors that may result as a consequence of the merger and, accordingly, does not attempt to predict or suggest future results.

As of and for the Twelve Months  
Ended December 31, 2017

	Ameris Historical	HSB Historical	Pro Forma Combined	Per Equivalent HSB Share(1)
Net income per common share – basic	\$ 2.00	\$ 0.36	\$ 2.08	\$ 0.33
Net income per common share – diluted	\$ 1.98	\$ 0.35	\$ 2.06	\$ 0.33
Cash dividends per common share	\$ 0.40	\$ 1.24	\$ 0.40	\$ 0.06
Book value per common share	\$ 21.59	\$ 5.11	\$ 26.25	\$ 4.20

(1)

The equivalent share information in the above table is computed using an estimated 6,512,624 additional shares of Ameris common stock to be issued to HSB shareholders at a price of \$52.90 per share at an exchange rate of 0.16 shares of Ameris common stock for each share of HSB common stock.

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## SELECTED UNAUDITED PRO FORMA CONDENSED FINANCIAL DATA

The following table presents selected unaudited pro forma condensed financial data about the financial condition and results of operations of Ameris giving effect to the merger. See “The Merger — Accounting Treatment.”

The following table presents the information as if the merger had become effective on December 31, 2017, with respect to financial condition data, and on January 1, 2017, with respect to the results of operations data. The selected unaudited pro forma condensed financial data have been derived from, and should be read in conjunction with, the historical financial information that Ameris and HSB have incorporated by reference into, or included in, this proxy statement/prospectus as of and for the indicated periods. See “Documents Incorporated by Reference,” “Unaudited Pro Forma Combined Condensed Financial Information” and HSB’s Audited Consolidated Financial Statements, which are attached to this proxy statement/prospectus as Appendix E and Appendix F.

The selected unaudited pro forma condensed financial data are presented for illustrative purposes only and do not necessarily indicate the financial results of the combined company had the companies actually been combined at the beginning of the period presented. The selected unaudited pro forma condensed financial information also does not consider any potential impacts of current market conditions on revenues, potential revenue enhancements, anticipated cost savings and expense efficiencies, or asset dispositions, among other factors.

For the Year  
Ended  
December 31,  
2017  
  
(In thousands,  
except per share  
data)

## Pro Forma Condensed Consolidated Income Statement Data:

Net interest income	\$ 339,191
Provision for loan losses	8,581
Income before tax	158,333
Net income	90,151
Preferred stock dividends	—
Net income available to common shareholders	90,151

## Per Share Data:

## Earnings per share available to common shareholders:

Basic	\$ 2.08
Diluted	\$ 2.06
Cash dividends per share	\$ 0.40

## Pro Forma Condensed Consolidated Balance Sheet Data:

Total loans, net	\$ 7,296,744
Total assets	9,780,080
Total deposits	8,174,936
Other borrowings	263,739
Subordinated deferrable interest debentures	87,952
Shareholders’ equity	1,148,997

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**RISK FACTORS**

In addition to general investment risks and the other information contained in or incorporated by reference into this proxy statement/prospectus, including the matters addressed under “Cautionary Statement Regarding Forward-Looking Statements,” you should consider carefully the following risk factors in deciding how to vote on the proposals presented in this proxy statement/prospectus. Certain risks can also be found in the documents incorporated by reference into this proxy statement/prospectus including under “Risk Factors” in Ameris’s Annual Report on Form 10-K for the year ended December 31, 2017, which is incorporated by reference into this proxy statement/prospectus. See “Documents Incorporated By Reference” and “Where You Can Find More Information.”

**Risks Related to the Merger**

Because the market price of the Ameris common stock may fluctuate, HSB shareholders cannot be sure of the market value of the merger consideration that they will receive in the merger until the closing.

Upon completion of the merger, each share of HSB common stock outstanding immediately prior to the effective time will be converted into the right to receive: (i) 0.16 shares of Ameris common stock, together with cash in lieu of any fractional share; and (ii) a cash amount equal to \$0.93. The market value of the stock consideration received by HSB shareholders in the merger will fluctuate from the closing price of the Ameris common stock on the date Ameris and HSB announced the merger, the date that this proxy statement/prospectus is mailed to the HSB shareholders, the date of the special meeting and the date the merger is completed and thereafter. Market price changes may result from a variety of factors that are beyond the control of Ameris and HSB, including general market and economic conditions, changes in Ameris’s business, operations and prospects, and regulatory considerations. We make no assurances as to whether or when the merger will be completed. Therefore, at the time of the special meeting, HSB shareholders will not know the precise market value of the aggregate merger consideration HSB shareholders will be entitled to receive at the effective time of the merger. You should obtain current market prices for shares of Ameris common stock before you vote.

The merger will not be completed unless important conditions are satisfied or waived, including approval by HSB shareholders.

Specified conditions set forth in the merger agreement must be satisfied or waived to complete the merger and the bank merger. If the conditions are not satisfied or waived, then the merger and the bank merger will not occur or will be delayed and each of Ameris and HSB may lose some or all of the intended benefits of the merger. The following conditions, in addition to other closing conditions, must be satisfied or waived, if permissible, before Ameris and HSB are obligated to complete the merger:

- approval of the merger agreement by the holders of at least 60% of the outstanding shares of HSB voting common stock entitled to vote;
- receipt of all required regulatory approvals without any materially burdensome regulatory conditions, and the expiration or termination of all statutory waiting periods in respect of such regulatory approvals;
- the absence of any applicable law or order by any governmental authority making illegal or preventing or prohibiting the completion of the transactions contemplated by the merger agreement;
- the effectiveness of the registration statement of which this proxy statement/prospectus forms a part;
- the absence of any event which has resulted in a material adverse effect or material adverse change on the other party; and
-

that the dissenting shares constitute less than 10% of the issued and outstanding shares of HSB common stock.

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See “The Merger Agreement — Conditions to Completion of the Merger.” While it is currently anticipated that the merger will be completed during the third quarter of 2018, there is no assurance that such conditions will be satisfied in a timely manner or at all, or that an effect, event, development or change will not transpire that could delay or prevent these conditions from being satisfied. Accordingly, there is no guarantee with respect to the timing of the closing of the merger, whether the merger will be completed at all and when HSB shareholders will receive the merger consideration, if at all.

The termination fee and the restrictions on alternate acquisition proposals set forth in the merger agreement may discourage others from trying to acquire HSB.

Until the completion of the merger, with some exceptions, HSB is prohibited from taking any action to solicit, seek or encourage any inquiries, expressions of interest, or the making of any acquisition proposal, or participating in any discussions regarding any acquisition proposal, or approving or recommending an acquisition proposal, or entering into any agreement relating to an acquisition proposal. In addition, HSB has agreed to pay to Ameris in certain circumstances a termination fee equal to \$14.0 million. These provisions could discourage other companies from trying to acquire HSB even though those other companies might be willing to offer greater value to HSB shareholders than Ameris has offered in the merger. Similarly, such a competing company might propose a price lower than it might otherwise have been willing to offer because of the potential added expense of the termination fee that may become payable to Ameris in certain circumstances under the merger agreement. See “The Merger Agreement — No Solicitation,” “The Merger Agreement — Termination; Merger Consideration Adjustment” and “The Merger Agreement — Termination Fee.”

If Ameris’s stock price decreases below specified thresholds, then HSB has the right to terminate the merger agreement and the merger would not occur unless Ameris increases the merger consideration.

If the average closing price of one share of Ameris common stock during a specified determination period has declined by more than 15% from a price of \$51.1328 per share, and the Ameris common stock underperforms the KBW Nasdaq Regional Banking Index (KRX) by more than 15% during such period, then HSB may terminate the merger agreement unless Ameris offsets such reduction in the value of Ameris common stock by increasing the number of shares of Ameris common stock to be issued, or paying an additional cash payment, to the HSB shareholders.

As a result, even if HSB shareholders approve the merger agreement, the merger may ultimately not be completed. Although the Ameris board of directors has the ability to increase the merger consideration, and the HSB board of directors has the power to choose not to terminate the merger agreement and proceed with the merger if Ameris does not increase the merger consideration, there is no obligation of either board of directors to exercise such power. See “The Merger Agreement — Termination; Merger Consideration Adjustment.”

The merger agreement contains provisions granting both Ameris and HSB the right to terminate the merger agreement in certain circumstances.

The merger agreement contains certain termination rights, including the right, subject to certain exceptions, of either party to terminate the merger agreement if the merger is not completed on or prior to December 31, 2018, and the right of HSB to terminate the merger agreement, subject to certain conditions, to accept a business combination transaction deemed to be superior to the merger by the HSB board of directors. If the merger is not completed, the ongoing business of HSB could be adversely affected and HSB will be subject to several risks, including the risks described elsewhere in this “Risk Factors” section.

The voting power of HSB shareholders will be diluted by the merger.

The merger will result in HSB shareholders having an ownership stake in the combined company that is smaller than their current stake in HSB. Upon completion of the merger, we estimate that former HSB shareholders will own approximately 13.7% of the issued and outstanding shares of common stock of the combined company. Consequently, HSB shareholders, as a general matter, will have less influence over the management and policies of the combined company after the effective time of the merger than they currently exercise over the management and policies of HSB.

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The opinion that HSB has obtained from Sandler O’Neill has not been, and is not expected to be, updated to reflect any changes in circumstances that may have occurred since the date of such opinion.

The opinion rendered to the HSB board of directors by Sandler O’Neill, financial advisor to HSB, with respect to the fairness of the merger consideration to be received by HSB common shareholders to such holders, from a financial point of view, speaks only as of January 24, 2018. Subsequent changes in the operations and prospects of Ameris or HSB, general market and economic conditions and other factors that may be beyond the control of Ameris and HSB, may have altered the value of Ameris or HSB, or the price of Ameris common stock as of the date of this proxy statement/prospectus, or may alter such values and prices by the time the merger is completed. Sandler O’Neill has no obligation to update, revise or reaffirm its opinion to reflect subsequent developments and has not done so. The opinion does not address the fairness of the merger consideration from a financial point of view as of the date of this proxy statement/prospectus or at the time the merger is completed or as of any date other than the date of such opinion. See “The Merger — Opinion of Hamilton State Bancshares, Inc.’s Financial Advisor in Connection With the Merger” and Appendix C attached to this proxy statement/prospectus.

Regulatory approvals may not be received, may take longer than expected to receive or 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 or waivers must be obtained from bank regulatory authorities, including the Federal Reserve Board, the FDIC and the GDBF. These authorities may request additional information or materials from Ameris and/or HSB or may impose conditions on the completion of the merger or the bank merger or require changes to their terms. Such conditions or changes and the process of obtaining required regulatory approvals could have the effect of delaying the 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. The required regulatory approvals may not be received at all, may not be received in a timely fashion, or may contain conditions on the completion of the merger and the bank merger that are burdensome, not anticipated or cannot be met. If the consummation of the merger is delayed, including by a delay in receipt of required regulatory approvals, then the business, financial condition and results of operations of each company may also be materially adversely affected. See “The Merger — Regulatory Approvals” and “The Merger Agreement — Conditions to Completion of the Merger.”

The merger is expected to, but may not, qualify as a tax-free reorganization under the Code.

The parties expect the merger to be treated as a tax-free reorganization within the meaning of Section 368(a) of the Code, and Ameris and HSB will receive United States federal income tax opinions to that effect from their respective tax counsel. These tax opinions represent the legal judgement of counsel rendering the opinion and are not binding on the Internal Revenue Service (the “IRS”) or the courts. If the merger does not qualify as a tax-free reorganization, then the HSB shareholders may be required to recognize any gain with respect to all of the consideration, including the shares of Ameris common stock and not just the cash, received in the merger. Tax matters are very complicated and the consequences of the merger to any particular HSB 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.

Negative or unexpected consequences of the Tax Cuts and Jobs Act could adversely affect Ameris’s results of operations.

Legislation signed into law on December 22, 2017, commonly referred to as the Tax Cuts and Jobs Act (the “TCJA”), made significant changes to the Code, including a reduction in the corporate tax rate and limitations on certain corporate deductions and credits. The new tax law could have negative or unexpected consequences on Ameris’s financial position. By way of example, the TCJA led to changes in the valuation of certain deferred tax assets and deferred tax liabilities on Ameris’s consolidated balance sheets, which adversely affected Ameris’s results of operations for the year ended December 31, 2017. No assurance is given that the new tax law will not have an adverse effect on the market price of Ameris common stock after the merger.

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Ameris and HSB may waive one or more of the conditions to the merger without re-soliciting the required HSB shareholder approval.

The conditions to the obligations of Ameris and HSB to complete the merger may be waived, in whole or in part, to the extent permitted by applicable law and by agreement of Ameris and HSB. The boards of directors of Ameris and HSB may evaluate the materiality of any such waiver to determine whether amendment of this proxy statement/prospectus and re-solicitation of proxies are necessary. Ameris and HSB, however, generally do not expect that any such waiver would be material enough to require re-solicitation of HSB shareholders. If any such waiver is not determined to be material enough to require re-solicitation of HSB shareholders, then the companies will have the discretion to complete the merger without seeking further HSB shareholder approval.

Ameris and HSB will be subject to business uncertainties and contractual restrictions while the merger is pending. Uncertainty about the effect of the merger on employees, customers, suppliers and vendors may have an adverse effect on the business, financial condition and results of operations of HSB and Ameris, which could negatively affect Ameris's combined business operations. These uncertainties may impair Ameris's or HSB's ability to attract, retain and motivate key personnel pending the consummation of the merger, as such personnel may experience uncertainty about their future roles following the consummation of the merger. If key employees depart because of issues relating to the uncertainty and difficulty of integration, or a desire not to remain with Ameris or HSB, Ameris's business or HSB's business could be harmed. Additionally, these uncertainties could cause customers (including depositors and borrowers), suppliers, vendors and others who deal with either Ameris or HSB to seek to change existing business relationships or fail to extend existing relationships. In addition, competitors may target each party's existing customers by highlighting potential uncertainties and integration difficulties that may result from the merger.

The pursuit of the merger and the preparation for the integration may place a burden on each company's management and internal resources. Any significant diversion of management attention away from ongoing business concerns and any difficulties encountered in the transition and integration process could have a material adverse effect on each company's business, financial condition and results of operations.

In addition, in the merger agreement HSB has agreed to operate its business in the ordinary course prior to closing, and is restricted from taking certain actions without Ameris's consent while the merger is pending. These restrictions may, among other matters, prevent HSB from pursuing otherwise attractive business opportunities, selling assets, incurring indebtedness, entering into other transactions or making other changes to its business prior to completion of the merger or termination of the merger agreement. These restrictions could have a material adverse effect on HSB's business, financial condition and results of operations. See "The Merger Agreement — Conduct of Business Pending the Merger."

Failure of the merger to be consummated, the termination of the merger agreement or a significant delay in the completion of the merger could negatively impact Ameris and HSB.

If the merger is not completed, then the ongoing business, financial condition and results of operations of each company may be materially adversely affected and the value of each party's common stock may decline significantly, particularly to the extent that the current value reflects an assumption that the merger will be completed. If the completion of the merger is delayed, then the business, financial condition and results of operations of each company may be materially adversely affected.

Ameris's and HSB's historical and pro forma condensed combined consolidated financial information may not be representative of Ameris's results as a combined company.

The pro forma financial information contained in this proxy statement/prospectus is presented for illustrative purposes only and may not be an indication of what the combined company's financial position or results of operations would have been had the merger been completed on the dates indicated. The pro forma financial information has been derived from the audited historical financial statements of Ameris and HSB and includes certain adjustments and assumptions regarding the combined businesses after giving effect to the merger. The assets and liabilities of HSB have been measured at fair value based on various

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preliminary estimates using assumptions that management believes are reasonable utilizing information currently available. The process for calculating the fair value of acquired assets and assumed liabilities requires the use of estimates. These estimates may be revised as additional information becomes available and as additional analyses are performed. Differences between preliminary estimates in the pro forma financial information and the final acquisition accounting will occur and could have a material impact on the pro forma financial information and the combined company's financial position and future results of operations. In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect the combined company's financial condition or results of operations following the closing. See "Unaudited Pro Forma Combined Condensed Financial Information."

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

Certain of HSB's executive officers and directors have interests in the merger that are different from, or in addition to, the interests of HSB shareholders generally. These interests arise from employment and change in control agreements that the executive officers entered into with HSB, rights that these executive officers and directors have under HSB's benefit plans (including HSB's equity incentive plan), arrangements to continue as employees of Ameris Bank following the merger (including potential arrangements), and rights to indemnification and directors' and officers' liability insurance following the merger. These interests and arrangements may create potential conflicts of interest and may have influenced the directors and executive officers of HSB to support or approve the merger. For a more detailed discussion of these interests, see "The Merger — Interests of HSB's Directors and Executive Officers in the Merger."

Ameris is also acquiring Atlantic Coast Financial Corporation in the Atlantic merger, and Ameris's efforts to complete that merger may result in delays in completing the merger with HSB or make it more difficult or time consuming than expected.

On November 17, 2017, Ameris announced the proposed acquisition of Atlantic in the Atlantic merger. The Atlantic merger is subject to customary closing conditions, including receipt of regulatory approvals and the approval of the Atlantic stockholders. Efforts to complete the Atlantic merger and planning the simultaneous integration of Atlantic and HSB, while also pursuing regulatory approvals for both mergers, is time consuming and could divert management attention and resources away from the merger with HSB. It is also possible that, because of the complexities involved in acquiring two financial institutions, Ameris could experience delays in obtaining regulatory approval for the merger with HSB. A delay in closing the merger could be costly to both Ameris and HSB, disrupt either Ameris's or HSB's ongoing businesses relationships with their respective clients, customers, depositors and employees, or result in a failure to achieve the anticipated benefits of the HSB merger.

If the mergers with HSB and Atlantic are completed, the pro forma combined company will exceed \$10 billion in assets, which could result in increased costs and/or reduced revenues to the resulting entity and subject it to increased regulatory scrutiny by its primary federal regulators with respect to its risk management and other activities.

It is currently expected that if the HSB and Atlantic mergers are completed, the pro forma combined company will exceed \$10 billion in assets, subjecting Ameris to additional regulation and oversight that could impact its revenues or expenses. Such regulation and oversight include becoming subject to: (i) under the Dodd-Frank Wall Street Reform and Consumer Protection Act, annual stress testing (or DFAST) designed to assess the company's capital adequacy and risk management practices in the event of certain economic downturn scenarios; (ii) the examination and enforcement authority of the Consumer Financial Protection Bureau with respect to consumer and small business products and services; (iii) deposit insurance premium assessments based on an FDIC scorecard based on, among other things, Ameris Bank's CAMELS rating and results of asset-related stress testing and funding-related stress testing; and (iv) a cap on interchange transaction fees for debit cards, as required by Federal Reserve regulations, which will significantly reduce Ameris's interchange revenue after the mergers.

It is difficult to predict the overall compliance cost of these provisions, which will become effective (with a phase-in period) when the combined company surpasses \$10 billion in consolidated assets as a result of the completion of the mergers. However, compliance with these provisions will likely require additional



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staffing, engagement of external consultants and other operating costs that could have a material adverse effect on the future financial condition and results of operations of the combined company.

**Risks Related to the Combined Company Following the Merger**

Combining the two companies may be more difficult, costly or time consuming than expected, and Ameris may fail to realize all of the anticipated benefits of the merger.

The merger involves the combination of two bank holding companies that currently operate independently. A successful combination of the two entities will depend substantially on Ameris's ability to consolidate operations, systems and procedures and to eliminate redundancies and costs. Ameris may encounter difficulties in the integration process including: (i) loss of key employees and customers; (ii) the disruption of operations and business; (iii) the inability to maintain and increase competitive presence; (iv) deposit attrition and revenue loss; (v) possible inconsistencies in standards, control procedures and policies; (vi) unexpected problems with costs, operations, personnel, technology and credit; or (vii) problems with the assimilation of new operations, sites or personnel, which could divert resources from regular banking operations.

Additionally, general market and economic conditions and governmental actions affecting the financial industry generally may inhibit Ameris's successful integration of HSB. Ameris's failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy and could materially impact its business, financial condition and operating results.

The combined company expects to incur significant expenses related to the merger.

The combined company expects to incur significant expenses associated with completing the merger and integrating the businesses, operations, networks, systems, technologies, policies and procedures of Ameris and HSB. Although Ameris and HSB 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 integration 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 integration 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.

Future capital needs could result in dilution of shareholder investment.

The Ameris board of directors may determine from time to time that there is a need to obtain additional capital through the issuance of additional shares of Ameris common stock or other securities. These issuances would dilute the ownership interests of its shareholders and may dilute the per share book value of Ameris common stock. In addition, new investors may also have rights, preferences and privileges senior to holders of Ameris common stock, which may adversely impact such holders.

Ameris's ability to pay dividends is limited and it may be unable to pay future dividends.

During the last two completed fiscal quarters, Ameris has paid cash dividends of \$0.10 per common share to its shareholders. Ameris's ability to pay dividends is limited by law and regulation and the need to maintain sufficient consolidated capital. Ameris's receives substantially all of its revenue from dividends from Ameris Bank. These dividends are the principal source of funds to pay dividends on Ameris common stock to its shareholders. The ability of Ameris Bank to pay dividends to Ameris is limited by Ameris Bank's need to maintain sufficient capital and by other general restrictions on its dividends that are applicable to state-chartered banks. If these legal and regulatory requirements are not satisfied, then Ameris will be unable to pay dividends on the Ameris common stock.

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After the merger is completed, HSB shareholders who receive shares of Ameris common stock as a result of the merger will have different rights that may be less favorable than their current rights as HSB shareholders.

Upon completion of the merger, the rights of former HSB shareholders will be governed by Georgia law and Ameris's articles of incorporation and bylaws. The rights associated with HSB common stock, which are governed by Georgia law and HSB's articles of incorporation and bylaws and, in certain respects, the Stockholders' Agreement, are different from the rights associated with Ameris common stock and may be less favorable than their current rights as HSB shareholders. See "Comparison of Shareholder Rights."

The trading volume in Ameris common stock and the sale of substantial amounts of Ameris common stock in the public market could depress the price of Ameris common stock.

Ameris cannot predict the effect, if any, that future sales of its common stock in the market, or availability of shares of its common stock for sale in the market, will have on the market price of its common stock. Ameris gives no assurance that sales of substantial amounts of its common stock in the market, or the potential for large amounts of sales in the market, would not cause the price of its common stock to decline or impair its ability to raise capital through sales of its common stock.

The market price of Ameris common stock after the merger may be affected by factors different from those affecting the shares of Ameris currently.

Upon completion of the merger, holders of HSB common stock will become holders of Ameris common stock. Ameris's business differs from that of HSB, and accordingly, the results of operations of Ameris will be affected by some factors that are different from those currently affecting the results of operations of HSB. For a discussion of the businesses of Ameris and HSB and of some important factors to consider in connection with those businesses, see "Information about the Companies," "Management's Discussion and Analysis of Financial Condition and Results of Operations of HSB," HSB's Audited Consolidated Financial Statements, which are attached to this proxy/statement prospectus as Appendix E and Appendix F, and the documents incorporated by reference into this proxy statement/prospectus. See "Documents Incorporated by Reference."

The market price of the combined company's common stock may decline as a result of the merger.

The market price of the combined company's common stock may decline as a result of the merger if the combined company does not achieve the perceived benefits of the merger or the effect of the merger on the combined company's financial results is not consistent with the expectations of financial or industry analysts. In addition, upon completion of the merger, Ameris shareholders will own interests in a combined company operating an expanded business with a different mix of assets, risks and liabilities. Current HSB and Ameris shareholders may not wish to continue to invest in the combined company, or for other reasons may wish to dispose of some or all of their shares of the combined company.

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**CAUTIONARY STATEMENT CONCERNING 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: (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,” “seeks,” “estimates” or words of similar meaning. You should note that the discussion of Ameris’s and HSB’s reasons for the merger contain many forward-looking statements that describe beliefs, assumptions, expectations and estimates of the board of directors or management of Ameris and HSB as of the indicated dates, and those assumptions, expectations and estimates may have changed as of the date of this proxy statement/prospectus. Forward-looking statements are based on current beliefs and expectations of Ameris’s and HSB’s management, and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of Ameris and HSB. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. Therefore, actual results may differ materially from those expressed in, or implied by, the forward-looking statements.

The ability to predict results or the actual effects of the combined company’s plans and strategies is inherently uncertain. Some of the factors that may cause actual results to differ materially from those contemplated by the forward-looking statements include those identified in “Risk Factors” beginning on page 32, as well as the following:

- the risk that the cost savings and any revenue synergies from the merger with HSB and the Atlantic merger may not be realized or may take longer than anticipated to be realized;
- the merger may not be completed when expected or completed at all, or may be more expensive to complete than expected, because of difficulties obtaining the required regulatory approvals for the merger and the required HSB shareholder approval;
- the merger may not be completed when expected or completed at all because of failure or difficulty in satisfying other conditions to completion of the merger set forth in the merger agreement;
- risks associated with the timing of the completion of the merger;
- disruption caused by the merger with customers, suppliers or employees or other business relationships;
- management time and effort may be diverted to the resolution of merger-related issues, including, with respect to Ameris, the time and effort management is directing to the pending Atlantic merger at the same time as the pending merger with HSB;
- the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, including a termination of the merger agreement under circumstances that could require HSB to pay a termination fee to Ameris;
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HSB's business may not integrate into Ameris's business successfully, or such integration may take longer to accomplish, be more difficult or costly than expected;

- a material adverse change in the financial condition of Ameris or HSB;
- the market price for the Ameris common stock could decline before the completion of the merger, including as a result of the financial performance of HSB, or more generally due to broader stock market movements and the performance of financial companies and peer group companies;
- higher than expected loan losses following the merger;
- limitations placed on the ability of HSB and Ameris to operate their respective businesses by the merger agreement;

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- lower than expected revenue following the merger;
- Ameris's ability to manage the combined company's growth;
- reputational risk and the risk of adverse reaction of each company's customers, suppliers, employees or other business partners to the merger;
- changes in interest rates which may cause margins to compress and adversely affect net interest income;
- the amount of the costs, fees and charges related to the merger, and the possibility that the merger may be more expensive to complete than anticipated, including as a result of unexpected factors or events;
- inability to comply with regulatory capital requirements, including those resulting from changes to the capital calculation methodologies and required capital maintenance levels of regulatory agencies in connection with those agencies' approval of the merger;
- the possibility that the incremental cost or decreased revenues associated with exceeding \$10 billion in assets will exceed current estimates;
- higher than expected FDIC insurance assessments;
- unexpected reduction in Ameris's and HSB's deposit base;
- Ameris's and HSB's inability to promptly adapt to technological changes;
- Ameris's and HSB's internal controls and procedures may not be adequate to prevent losses;
- competition from other financial services companies in Ameris's markets;
- changes in state and federal legislation, regulations or policies applicable to banks and other financial service providers, including regulatory or legislative developments; and
- general economic conditions, either nationally or in Georgia or Ameris's other market areas, that are less favorable than expected resulting in, among other things, a deterioration of the quality of the combined company's loan portfolio and reduced demand for its products and services.

Additional factors that may cause actual results or earnings to differ materially from those contemplated by the forward-looking statements include those discussed in the filings of Ameris with the SEC that are incorporated by reference into this proxy statement/prospectus. See “Where You Can Find More Information” and “Documents Incorporated by Reference.”

Because these forward-looking statements are subject to assumptions and uncertainties, Ameris’s and HSB’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.

All written and oral forward-looking statements concerning the merger or other matters addressed in this proxy statement/prospectus, and attributable to Ameris or HSB or any person acting on their behalf, are expressly qualified in their entirety by the cautionary statements contained or referred to in this “Cautionary Statement Concerning Forward-Looking Statements.” Ameris and HSB 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.

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## MARKET PRICES AND DIVIDEND INFORMATION

Ameris. Ameris common stock trades on Nasdaq under the symbol “ABCB.” The following table sets forth the high and low reported sales prices per share of Ameris common stock and the cash dividends declared per share of Ameris common stock for the periods indicated.

## AMERIS COMMON STOCK

QUARTER DATA	HIGH	LOW	DIVIDEND DECLARED
First Quarter 2018 Fiscal Year	\$ 59.05	\$ 47.90	\$ 0.10
Second Quarter 2018 Fiscal Year (through April 3, 2018)	53.35	51.65	—
First Quarter 2017 Fiscal Year	49.50	41.60	0.10
Second Quarter 2017 Fiscal Year	49.80	42.60	0.10
Third Quarter 2017 Fiscal Year	51.28	41.05	0.10
Fourth Quarter 2017 Fiscal Year	51.30	44.75	0.10
First Quarter 2016 Fiscal Year	33.81	24.96	0.05
Second Quarter 2016 Fiscal Year	32.76	27.73	0.05
Third Quarter 2016 Fiscal Year	36.20	28.90	0.10
Fourth Quarter 2016 Fiscal Year	47.70	34.61	0.10

On January 25, 2018, the last full trading day before the public announcement of the merger, the closing price of Ameris common stock was \$53.45. On \_\_\_\_\_, the last practicable trading day before the mailing of this proxy statement/prospectus, the closing price of Ameris common stock was \$ \_\_\_\_\_.

As of \_\_\_\_\_, the last practicable trading day before mailing this proxy statement/prospectus, there were approximately \_\_\_\_\_ registered holders of Ameris common stock.

The following table presents the closing prices of Ameris common stock on January 25, 2018, the last trading day before the public announcement of the merger, and on \_\_\_\_\_, the last practicable trading day before mailing this proxy statement/prospectus. The table also shows the estimated implied value of the merger consideration per share on the relevant date for holders of HSB common stock.

Date	Ameris Closing Price	Exchange Ratio	Estimated Equivalent Per share Value(1)
January 25, 2018	\$ 53.45	0.16	\$ 9.48
		0.16	

(1)

The implied value of the merger consideration represents the sum of: (i) the product of the exchange ratio of 0.16 and the closing price of Ameris common stock as of the applicable date; plus (ii) the \$0.93 cash consideration.

The above table shows only historical comparisons. The market prices of Ameris common stock will fluctuate between the date of this proxy statement/prospectus and the date of completion of the merger. No assurance is given concerning the market prices of Ameris common stock before or after the effective date. Changes in the market price of Ameris common stock prior to the completion of the merger will affect the market value of the merger consideration to be received by HSB shareholders.

HSB. The HSB common stock is not actively traded on a securities exchange, and there is no established trading market for the HSB common stock. As of \_\_\_\_\_, the last practicable trading day before mailing this proxy statement/prospectus, there were approximately \_\_\_\_\_ registered holders of HSB common stock. HSB paid dividends in the amount of \$1.2393 per share of HSB common stock in the second quarter of 2017 and \$0.2026 per share of HSB

common stock in the first quarter of 2018.

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**INFORMATION ABOUT THE SPECIAL MEETING**

HSB is mailing this proxy statement/prospectus to you, as an HSB shareholder, on or about \_\_\_\_\_, 2018. With this document, HSB is sending you a notice of the special meeting of shareholders and a form of proxy that is solicited by the HSB board of directors. The special meeting will be held on \_\_\_\_\_, 2018 at \_\_\_\_\_ a.m., local time, at \_\_\_\_\_ Matters to be Considered. At the special meeting, HSB shareholders will be asked to:

- approve a proposal to adopt and approve the merger agreement, the merger and the other transactions contemplated by the merger agreement, referred to as the merger proposal; and
- approve a proposal to authorize the HSB board of directors to adjourn or postpone the special meeting to a later date, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the merger proposal, referred to as the adjournment proposal.

**Proxy Card, Revocation of Proxy.** You should complete and return the proxy card accompanying this document to ensure that your vote is counted at the special meeting, regardless of whether you plan to attend. If you are a record holder you can revoke your proxy at any time before the vote is taken at the special meeting by:

- submitting written notice of revocation to the Corporate Secretary of HSB at 1907 Highway 211, Hoschton, Georgia 30548;
- submitting a properly executed proxy bearing a later date before the special meeting of shareholders; or
- voting in person at the special meeting of shareholders. However, simply attending the special meeting without voting will not revoke an earlier proxy.

If your shares are held by your bank, brokerage firm or other nominee in “street name,” you should follow the instructions you receive from your bank, brokerage firm or other nominee in order to direct your bank, brokerage firm or other nominee how to vote and you should also follow the instructions of your bank, brokerage firm or other nominee regarding revocation of proxies.

All shares represented by valid proxies that are not revoked will be voted in accordance with your instructions. If you sign your proxy card, but make no specification on the card as to how you want your shares voted, your proxy card will be voted “FOR” approval of the merger proposal and “FOR” approval of the adjournment proposal. The HSB board of directors is presently unaware of any other matter that may be presented for action at the special meeting of shareholders. If any other matter does properly come before the special meeting, the HSB board of directors intends that shares represented by properly submitted proxies will be voted, or not voted, by and at the discretion of the persons named as proxies on the proxy card.

**Solicitation of Proxies.** The cost of solicitation of proxies will be borne by HSB. HSB will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of common stock. In addition to solicitations by mail, directors, officers and regular employees of HSB may solicit proxies personally or by telephone without additional compensation.

**Record Date.** The close of business on \_\_\_\_\_, 2018 has been fixed as the record date for determining the HSB shareholders entitled to receive notice of and to vote at the special meeting of shareholders. At that time, \_\_\_\_\_ shares of HSB common stock were outstanding.

**Voting Rights, Quorum Requirements and Vote Required.** The presence, in person or by properly executed proxy, of the holders of a majority of the outstanding voting common stock of HSB is necessary to constitute a quorum at the special meeting of shareholders. Abstentions and broker non-votes will be counted for the purpose of determining whether a quorum is present.

Approval of the merger proposal requires the affirmative vote of the holders of at least sixty percent (60%) of the shares of HSB voting common stock outstanding on the record date. Because the required vote is based upon the outstanding shares of HSB common stock, a failure to vote or a vote to “ABSTAIN” will have the same effect as a vote against the merger.

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Approval of the adjournment proposal requires the affirmative vote of a majority of the holders of HSB voting common stock represented in person or by proxy at the special meeting and entitled to vote on the adjournment proposal. Broker non-votes will have no effect on the adjournment proposal.

Each HSB director and certain principal shareholders of HSB (which collectively constitute approximately % of the outstanding HSB voting common stock) have entered into voting agreements with Ameris agreeing to, among other things, vote their shares of HSB common stock in favor of the merger agreement and the transactions contemplated thereby and restricting the transfer of the individual's shares of HSB common stock during the period between signing of the merger agreement and the completion of the merger. As of the HSB record date, HSB directors and their affiliates held approximately % of the outstanding shares of HSB voting common stock.

**Merger Proposal.** As discussed throughout this proxy statement/prospectus, HSB is asking its shareholders to approve the merger proposal. Holders of HSB common stock should read carefully this document in its entirety, including the appendices, for more detailed information concerning the merger agreement and the merger. In particular, holders of HSB common stock are directed to the merger agreement, a copy of which is attached as Appendix A to this proxy statement/prospectus and incorporated herein by reference.

The HSB board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are fair and in the best interests of HSB and its shareholders, and has approved the merger agreement and the transactions contemplated by the merger agreement.

The HSB board of directors recommends a vote "FOR" the merger proposal.

**Adjournment Proposal.** The special meeting may be adjourned to another time or place, if necessary or appropriate, to permit, among other things, the solicitation of additional proxies if there are insufficient votes at the time of the special meeting to approve the merger proposal.

If, at the special meeting, the number of shares of HSB voting common stock present or represented and voting in favor of the merger proposal is insufficient to approve the merger proposal, HSB intends to move to adjourn the special meeting in order to enable the HSB board of directors to solicit additional proxies for approval of the merger proposal. In that event, HSB will ask the HSB shareholders to vote only upon the adjournment proposal and not the merger proposal.

In the adjournment proposal, HSB is asking the HSB shareholders to authorize the holder of any proxy solicited by the HSB board of directors to vote in favor of granting discretionary authority to the HSB board of directors to adjourn the special meeting to another time and place for the purpose of soliciting additional proxies. If the HSB shareholders approve the adjournment proposal, HSB could adjourn the special meeting and any adjourned session of the special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from HSB shareholders who have previously voted.

The HSB board of directors recommends a vote "FOR" the adjournment proposal.

**Other Matters to Come Before the Special Meeting.** No other matters are intended to be brought before the special meeting by HSB, and HSB does not know of any matters to be brought before the special meeting by others. If, however, any other matters properly come before the special meeting, the persons named in the proxy will vote the shares represented thereby in accordance with their best judgment on any such matter.

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INFORMATION ABOUT THE COMPANIES

Ameris Bancorp

Ameris Bancorp, a Georgia corporation incorporated in 1980, is a bank holding company headquartered in Moultrie, Georgia. Ameris's business is conducted primarily through Ameris Bank, a Georgia state-chartered bank and a direct wholly owned subsidiary of Ameris. At December 31, 2017, Ameris had total consolidated assets of \$7.9 billion, total loans (net of allowance for loan losses) of \$6.2 billion, total deposits of \$6.6 billion and shareholders' equity of \$804.5 million.

Through Ameris Bank, Ameris provides a full range of banking services to its retail and commercial customers through 97 branches primarily concentrated in select markets in Georgia, Alabama, Northern 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's business model capitalizes on the efficiencies of a large financial services company while still providing the community with the personalized banking service expected by its customers. 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 Bank is managed through a balance of decentralized management responsibilities and efficient centralized operating systems, products and loan underwriting standards. The Ameris board of directors and senior managers establish corporate policy, strategy and administrative policies. Within Ameris's established guidelines and policies, the banker closest to the customer responds to the differing needs and demands of his or her unique market. Throughout Ameris's history, Ameris strategy has been focused on growing its franchise in its historical markets and in select new markets that Ameris has entered through acquisitions. Ameris believes that this strategy has resulted in a consistent record of strong growth over an extended period of time, as Ameris has grown from \$2.1 billion in total assets at December 31, 2007 to \$7.9 billion in total assets at December 31, 2017.

The Ameris common stock is traded on the Nasdaq under the symbol "ABCB."

Ameris's principal executive offices are located at 310 First Street, S.E., Moultrie, Georgia 31768, and its telephone number is (229) 890-1111. Its website is [www.amerisbank.com](http://www.amerisbank.com). The information on Ameris's website is not 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.

For a complete description of Ameris's business, financial condition, results of operations and other important information, see Ameris's filings with the SEC that are incorporated by reference into this proxy statement/prospectus, including its Annual Report on Form 10-K for the year ended December 31, 2017. See "Documents Incorporated By Reference."

Hamilton State Bancshares, Inc.

General Overview. Hamilton State Bancshares, Inc. is a bank holding company that was incorporated under the laws of the State of Georgia on May 13, 2005 to serve as the holding company for Hamilton State Bank. HSB operates three subsidiaries: (i) Hamilton, a Georgia-state chartered bank that was established and commenced operations on September 20, 2004, which provides traditional credit and depository banking services to its retail and commercial customers through 28 branches in 12 counties in northern and central Georgia, including metro Atlanta; (ii) Auto Finance South, LLC ("Auto Finance), a company formed in the first quarter of 2016 and engaged in purchasing automobile loans at a discount; and (iii) Cherokee Statutory Trust I, a statutory trust formed by the former Cherokee Banking Company to issue trust preferred securities, acquired as a result of the merger of Cherokee Banking Company with and into HSB. Hamilton operates three subsidiaries, two subsidiary limited liability companies formed to hold assets acquired as a result of foreclosure and one subsidiary limited liability company formed to hold a bank branch acquired from the FDIC in the McIntosh State Bank transaction which was the subject of certain potential environmental claims. At December 31, 2017, HSB had consolidated total assets of approximately \$1.8 billion, total deposits of approximately \$1.5 billion and total common shareholders' equity of approximately \$206.4 million.

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HSB's principal executive office is located at 1907 Highway 211, Hoschton, Georgia 30548 and the telephone number is (770) 868-2660.

**Products and Services.** Hamilton offers a variety of banking services to individuals and businesses within its markets. Its product lines include loans to businesses, residential and commercial construction and development loans, commercial real estate loans, residential mortgage loans, home equity loans, consumer loans, and a variety of commercial and consumer demand, savings and time deposit products. Hamilton also offers online banking and bill payment services, online cash management, safe deposit box rentals, debit card services and the availability of a network of ATMs for its customers.

**HSB's History and Growth.** On February 28, 2011, HSB raised approximately \$231.6 million in gross proceeds (before expenses) from investors in private offerings of its common stock. Between April 2011 and August 2015, HSB and/or Hamilton successfully completed six acquisitions, growing its assets from \$246.6 million as of December 31, 2010 to \$1.787 billion as of December 31, 2017. Since its inception, HSB has acquired approximately \$1.45 billion in total assets and assumed \$1.43 billion in deposits from the FDIC, as receiver, in four different failed bank acquisition transactions, including:

- Bartow County Bank, Cartersville, Georgia on April 15, 2011;
- 
- McIntosh State Bank, Jackson, Georgia on June 17, 2011;
- 
- First State Bank, Stockbridge, Georgia on January 20, 2012; and
- 
- Douglas County Bank, Douglasville, Georgia on April 26, 2013.

In addition to HSB's four failed bank transactions, it has completed four other acquisitions, including three mergers and one branch purchase:

Target/Seller	City, State	Closing Date	Transaction Structure	Target Assets
NBank Corp.	Commerce, Georgia	10/20/2006	Branch Purchase (3 branches)	\$60 million
Jefferson State Bank	Cumming, Georgia	12/31/2008	Merger	\$80 million
Cherokee Banking Company	Canton, Georgia	2/17/2014	Merger	\$188 million
Highland Commercial Bank	Marietta, Georgia	8/31/2015	Merger	\$125 million

**Competition.** The banking business is highly competitive and Hamilton competes with a variety of other financial institutions in its markets. Hamilton offers a competitive suite of products for business and consumers delivered with personalized service. Hamilton's focus on relationship banking, direct customer contact, and its ability to make credit and other business decisions locally gives Hamilton a competitive advantage that allows it to differentiate itself from other financial institutions with whom it competes. Competition with these financial institutions is frequently based upon the interest rates offered on deposit accounts, structure, terms and interest rates charged on loans, other credit and service charges and fees on loans, the quality and scope of products and services rendered, the convenience of its delivery channels, and, in the case of loans to commercial borrowers, relative lending limits. Hamilton competes with commercial banks, credit unions, savings institutions, mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market funds and other mutual funds, as well as super-regional, national and international financial institutions that operate in its market areas and elsewhere.

**Employees.** At December 31, 2017, HSB had 342 employees on a full-time equivalent basis.



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## THE MERGER

## Background of the Merger

HSB continually evaluates its near-term and long-term prospects and strategies, including regularly reviewing and assessing HSB's business plan, current performance, and long-term strategic objectives. Since HSB was recapitalized in 2011, it has placed an emphasis on strategic growth by way of mergers and acquisitions, as well as organic loan and deposit growth. The HSB board of directors and executive management team have also discussed and considered the challenges associated with continued operation as a standalone entity, anticipated changes in the competitive and regulatory environment, HSB's ongoing compliance burden, current market conditions and consolidation in the financial services industry. As part of its ongoing consideration of strategic options, HSB's executive management team routinely meets with executives from other financial institutions, including both acquisition targets and potential merger partners.

In late December 2015, Dennis J. Zember, Jr., at that time Ameris's Chief Financial Officer, contacted Robert C. Oliver, HSB's Chairman and Chief Executive Officer, to initiate preliminary discussions regarding a strategic merger of the two institutions and their respective banking subsidiaries.

On January 5, 2016, Ameris and HSB entered into a mutual non-disclosure agreement. Following the execution of the non-disclosure agreement, that same day Mr. Oliver and Mr. Zember met in Atlanta to have a high-level discussion concerning the HSB and Ameris franchises, operations, markets and strategic goals, as well as the possibility of a strategic merger transaction. On January 8, 2016, Mr. Oliver apprised the HSB board of directors of the preliminary meeting with Mr. Zember and provided some introductory information about Ameris to the board of directors. In addition, Mr. Oliver contacted representatives of Sandler O'Neill, an investment banking firm which specializes in the financial services sector and with which HSB has had an ongoing financial advisory relationship, and Alston & Bird LLP ("Alston & Bird"), HSB's outside legal counsel, to discuss a potential transaction with Ameris.

On January 27, 2016, at HSB's regularly scheduled meeting of its board of directors in New York with Alston & Bird and representatives of Sandler O'Neill in attendance, Sandler O'Neill made a presentation to the board concerning HSB's standalone challenges and opportunities along with its projected financial performance, based upon internal financial projections for HSB, as provided by the senior management of HSB, the competitive landscape and the mergers and acquisitions market generally, the potential factors driving bank valuations, potential merger partners, a financial analysis of Ameris and a financial analysis of a potential merger transaction with Ameris.

Representatives of Sandler O'Neill made a subsequent presentation to the HSB board of directors at a special meeting of the board on April 14, 2016 in New York with Alston & Bird in attendance. At this meeting, representatives of Sandler O'Neill focused its presentation on the financial considerations of a potential transaction with Ameris, including the potential pro forma financial performance of a combined company based upon numerous assumptions, as directed by and discussed with the management of HSB, as well as the potential market reaction to such a business combination. In addition, Sandler O'Neill facilitated a discussion of potential merger partners other than Ameris.

On April 29, 2016, Ameris sent HSB a non-binding letter of intent in which Ameris proposed to acquire HSB (including HSB's wholly owned banking subsidiary, Hamilton) for a blended purchase price of \$8.00 per share of HSB common stock, expressed as a fixed exchange ratio of 0.2544 and consideration consisting of 25% cash and 75% stock (based on a trailing five-day volume-weighted average Ameris share price of \$31.44). The HSB board of directors held telephonic meetings on May 5, 2016 and May 11, 2016, with representatives of Sandler O'Neill and Alston & Bird in attendance, to discuss the letter of intent. Following its review of updated base case financial projections prepared by HSB management and preliminary financial analyses from representatives of Sandler O'Neill, the board of directors requested that Mr. Oliver meet with Ameris to discuss revisions to Ameris's proposal which would value HSB in a range closer to \$9.00 per share of HSB common stock.

On June 1, 2016, Mr. Zember and Edwin W. Hortman, Jr., Ameris's President and Chief Executive Officer, met with the HSB board of directors in New York to provide an informational presentation of Ameris's business and the prospects for the combined business of Ameris and HSB.

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On June 8, 2016, Ameris submitted a revised letter of intent to HSB, proposing a blended purchase price of \$8.40 per share of HSB common stock, expressed as a fixed exchange ratio of 0.2600 and consideration consisting of 25% cash and 75% stock (based on a trailing five-day volume-weighted average Ameris share price of \$31.74, as of June 7, 2016). The HSB board met on June 10, 2016, with representatives of Sandler O'Neill and Alston & Bird in attendance, to discuss the revised letter of intent. At the meeting, representatives of Sandler O'Neill updated the board regarding Ameris's financial performance and stock price, the proposed transaction terms relative to other similar merger transactions in the market, the overall merger market and the universe of potential transaction partners and the various factors to consider when evaluating other potential alternative transactions. After significant discussion, the board of directors determined to move forward with Ameris based on a variety of factors, including the synergies to be achieved in a transaction, the performance and liquidity of Ameris's stock, Ameris's capacity to pay and Ameris's perceived ability to consummate a transaction in a timely manner. The board determined not to pursue competing offers from other bidders based on the analysis it had received concerning other potential counterparties and its belief that other potential counterparties had a reduced capacity to pay and other challenges to executing a transaction in a timely manner. The board of directors also believed that Ameris would terminate discussions if HSB were to bring competing bidders in to the negotiation. Following the June 10, 2016 meeting, representatives of HSB and Ameris continued to discuss pricing proposals, and on June 14, 2016, the HSB board convened a meeting with representatives of Sandler O'Neill and Alston & Bird in attendance. At the meeting the HSB board approved the terms of a revised letter of intent providing for a blended purchase price of \$8.35 per share of HSB common stock, expressed as a fixed exchange ratio of 0.2600 and consideration consisting of 24.31% cash and 75.69% stock (based on a trailing five-day volume-weighted average Ameris share price of \$31.74, as of June 7, 2016). Ameris and HSB signed the non-binding letter of intent on June 15, 2016.

Following the execution of the letter of intent, HSB made additional non-public financial and operational information available to Ameris and Ameris continued its due diligence evaluation of HSB. Concurrently, HSB commenced its due diligence review of Ameris.

During the remainder of June and through the middle of August, each of the parties continued its due diligence review of the other. In connection with such review and continuing discussions, the parties negotiated a revised non-binding letter of intent providing for consideration consisting of 23.57% cash and 76.43% stock, a floating cash component with a floor of \$8.15 per share and a ceiling of \$8.35 per share, and a fixed exchange ratio of 0.2425, resulting in a blended purchase price of between \$8.25 and \$8.62 per share, depending on the closing price of Ameris's shares and representing an implied price of \$8.11 per HSB share based on closing price of Ameris common stock of \$33.46 per share on August 17, 2016.

The HSB board approved the revised letter of intent on August 17, 2016, at a meeting at which representatives of Sandler O'Neill and Alston & Bird were present. The approval followed meetings of the HSB board held on July 18, 2016, July 29, 2016 and August 8, 2016 at which HSB management and advisors updated the HSB board regarding the status of discussions with Ameris, and reviewed with the HSB board the terms of several revised proposals. Over the course of these meetings Alston & Bird advised the board of directors with respect to its fiduciary duties, and representatives of Sandler O'Neill updated the board of directors with respect to HSB's historical standalone financial performance, including the potential implications of certain potential changes to the HSB business plan, as directed by the senior management of HSB, the proposed transaction terms relative to other similar historical banking merger transactions, the overall merger market and the universe of potential transaction partners.

On August 30, 2016, Mr. Zember contacted Mr. Oliver to inform HSB that Ameris had become aware of certain operational and compliance issues at Ameris which would likely prevent Ameris from being able to consummate a transaction with HSB in the near future. The August 18, 2016 letter of intent was terminated by the mutual agreement of the parties on September 1, 2016.

On December 14, 2016, the HSB board of directors convened its regularly scheduled meeting in New York. At this meeting, representatives of Sandler O'Neill made a presentation discussing the state of the current banking environment, the bank merger and acquisition environment, HSB's standalone projections for the year ending December 31, 2017, as directed by the senior management of HSB, as well as potential strategic transaction counterparties. The board discussed the range of potential transaction





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partners, as well as potential transaction processes ranging from a negotiated strategic transaction to a narrowly targeted bid process to a broader process. Representatives of Sandler O’Neill provided a list of twenty-four potential transaction partners, highlighting three who were thought to be stronger candidates based on strategic needs, contiguous geographic needs and/or a capacity to pay. One potential transactional partner identified by representatives of Sandler O’Neill was a publicly traded bank holding company in Georgia operating in contiguous markets to HSB (“Company A”). The HSB board of directors instructed management to continue its industry involvement and dialogue with peer banks including those potential counterparties identified by Sandler O’Neill.

On December 19, 2016, Ameris announced that it had entered into a Stipulation to the Issuance of a Consent Order with its bank regulatory agencies, the FDIC and the GDBF, consenting to the issuance of a consent order relating to weaknesses in the Ameris Bank’s Bank Secrecy Act compliance program.

On December 22, 2016, Mr. Oliver and Donald T. Heroman, HSB board member and chair of the board of director’s audit committee, met with the Chief Executive Officer of Company A in a meeting initiated by Company A. At the meeting, Company A presented a high-level proposal for the acquisition of HSB by Company A.

On December 29, 2016, the HSB board convened with representatives of Sandler O’Neill and Alston & Bird to discuss Company A’s proposal, as well Company A’s earnings and growth assumptions. The HSB board determined to continue discussions with Company A and to solicit from representatives of Sandler O’Neill additional financial modeling of HSB as a standalone entity and pro forma modeling of a combined entity consisting of HSB and Company A.

On January 9, 2017, representatives from Sandler O’Neill and Alston & Bird met with the HSB board to present a detailed analysis of Company A, including pro forma financial modeling of Company A following a merger with HSB. In addition, representatives of Sandler O’Neill provided the board with industry and bank merger and acquisition market updates, as well as an analysis of precedent transactions. At the conclusion of the meeting, the HSB board requested additional pricing sensitivity analysis from representatives of Sandler O’Neill. The HSB board reconvened the following day to discuss the updated pricing sensitivity analysis provided by representatives of Sandler O’Neill and determined to proceed with discussions with Company A and to provide Company A with updated HSB financial information.

Company A provided a non-binding letter of intent to HSB on January 20, 2017, following additional in-person meetings between Mr. Oliver, Mr. Heroman, and Company A’s Chief Executive Officer on January 12, 2017 and January 20, 2017. The letter of intent included pricing terms more favorable to HSB than those initially discussed with Company A in December of 2016. On January 24, 2017, the HSB board of directors, along with Sandler O’Neill and Alston & Bird, held a board meeting to discuss Company A’s proposal as well as the anticipated market reaction to the proposed transaction and ultimately approved HSB’s execution of the non-binding letter of intent with Company A.

On February 6, 2017, Company A’s executive management team met with the HSB board of directors in New York to provide an informational presentation of Company A’s business and the prospects for the combined business of Company A and HSB. In the weeks following this meeting, each of Company A and HSB performed due diligence on the other.

In late February, 2017, Company A determined not to proceed with discussions with HSB in order to pursue a transaction in an alternative geographic market.

On March 22, 2017, the HSB board met again with representatives from Sandler O’Neill and Alston & Bird to discuss potential strategic directions for HSB. The board recommended that Mr. Oliver and representatives of Sandler O’Neill maintain dialogue with other market participants while management continued to focus on organic growth opportunities. In addition, the board of directors declared a \$50 million special dividend payable to HSB shareholders of record on April 6, 2017 that was paid on April 25, 2017.

On August 23, 2017, representatives of Sandler O’Neill attended a regularly scheduled meeting of the HSB board of directors and provided an update regarding Ameris’s financial and stock price performance. Representatives of Sandler O’Neill also updated the HSB board of directors with respect to the bank

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merger and acquisition market, HSB's standalone valuation and other potential transaction partners. Mr. Oliver explained to the board that he and Mr. Rabe continued to have informal strategic discussions with potential strategic counterparties and industry participants. The board of directors directed management to update the previously established due diligence data room and to, in cooperation with representatives of Sandler O'Neill and Alston & Bird, begin preparing a confidential information memorandum with respect to HSB.

On December 13, 2017, the HSB board of directors met, along with representatives of Sandler O'Neill and Alston & Bird, to further discuss HSB's strategic alternatives, including continuing as a standalone operation, the bank merger and acquisition market, potential transaction partners and their capacity to pay, and potential sale process approaches and timelines. Following discussion, the HSB board of directors directed representatives of Sandler O'Neill and management to begin contacting eight potential counterparties, including Ameris, who were determined to be the strongest potential counterparties based on a variety of factors, including their perceived interest in HSB, their ability to consummate a transaction in a timely manner and their capacity to pay. Representatives of Sandler O'Neill began contacting these parties on December 14, 2017 and non-disclosure agreements were executed with four potential counterparties in addition to Ameris. These four institutions were given access to HSB due diligence materials and commenced preliminary due diligence.

On December 19, 2017, Ameris sent a non-binding letter of intent to HSB for its consideration. The HSB board convened on December 21, 2017, along with representatives of Sandler O'Neill and Alston & Bird, to evaluate the proposal. Ameris proposed to acquire all of HSB's outstanding shares for consideration consisting of 15% cash and 85% stock, with an exchange ratio of 0.18 and a floor such that if the application of the exchange ratio to the Ameris share price equates to less than \$9.00 per share of HSB stock at the time of the signing of the definitive merger agreement, then the exchange ratio would be adjusted upward until the \$9.00 floor is met. The board discussed the specifics of the proposal, as well as its history with Ameris, and determined to respond with a counter proposal maintaining the consideration mix consisting of 15% cash and 85% stock, but with an increased exchange ratio and cash consideration resulting in a blended price of \$9.25 per share. The board of directors determined to continue preliminary discussions with Ameris while at the same time continuing to provide additional due diligence materials to the other four potential counterparties.

Ameris provided an updated non-binding letter of intent on January 2, 2018, including a proposal again consisting of 15% cash and 85% stock, but with an exchange ratio of 0.1812 and cash valued at \$9.06 per share. The HSB board of directors determined that HSB should continue to negotiate with Ameris on a non-exclusive basis based on the terms included in the most recent letter of intent.

On January 10, 2018, the HSB and Ameris management teams along with their legal counsel and financial advisors met in Atlanta, Georgia to allow Ameris to conduct management meetings as part of its due diligence review of HSB.

On January 11, 2018, Ameris provided HSB with draft copies of a proposed merger agreement and ancillary transaction documents. At a meeting of the HSB board of directors on January 16, 2018, Alston & Bird walked the board through the key terms in the Ameris draft agreements as well as the revisions proposed by HSB and its advisors. HSB management also updated the board of directors with respect to the status of the other potential counterparties informing the board that none of the counterparties appeared to be investing substantial resources in their due diligence reviews and that they did not appear to be seriously pursuing a transaction with HSB. Revised drafts of the transaction documents were provided to Ameris on January 17, 2018.

On January 19, 2018, Ameris provided an updated draft of the transaction documents, including revisions to the consideration mix, which was adjusted to include 10% cash and 90% stock consideration, with all HSB shareholders receiving \$0.93 per share in cash and 0.160 common shares of Ameris in exchange for each share of HSB common stock.

On January 21, 2018, the HSB and Ameris management teams along with their legal counsel and financial advisors participated in a conference call to allow HSB to ask questions of Ameris's management team as part of its due diligence review of Ameris. Also on January 21, 2018, the HSB board of directors met, along with representatives of Sandler O'Neill and Alston & Bird, to discuss Ameris's revisions to the transaction documents and the financial terms of the proposed transaction.

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On January 24, 2018, the boards of directors of HSB and Hamilton convened a special meeting to review and approve the final version of the merger agreement and other transaction documents. Representatives of Sandler O'Neill presented the financial aspects of the proposed merger, including the following: (i) all holders of HSB common shares would receive 0.160 shares of Ameris common stock and \$0.93 in cash for each share of HSB common stock; (ii) the blended purchase price per share of HSB stock was \$9.58 and the aggregate transaction value was approximately \$409 million, in each case calculated based on the closing price per share of Ameris common stock of \$54.05 as of January 23, 2018; (iii) after consummation of the transaction, HSB's current shareholders would own approximately 13.9% of the common shares of Ameris; (iv) (A) HSB option- and warrant-holders would receive cash consideration equal to the positive difference in value (if any) between \$9.06 and the strike price of each stock option or warrant, (B) out-of-the-money options would be cancelled for no consideration, and (C) restricted stock units vesting upon a change in control would receive the merger consideration; (v) the merger agreement contained a double-trigger walk-away provision, with an option for Ameris to improve the exchange ratio in the event that HSB elects to exercise its termination right upon the occurrence of the double trigger; (vi) there would be no lockup for current HSB shareholders; (vii) HSB would be permitted to pay up to \$9,000,000 in cash dividends (in the aggregate) prior to closing the merger; and (viii) HSB board members and certain HSB shareholders would be required to enter into voting and support agreements prior to execution of the merger agreement. Next, representatives from Sandler O'Neill presented to the joint boards Sandler O'Neill's fairness opinion to the effect that, as of January 24, 2018 and subject to the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by Sandler O'Neill as set forth in the opinion, the merger consideration in the proposed merger agreement was fair, from a financial point of view, to the holders of HSB common stock.

Alston & Bird then summarized the key terms of the transaction documents. After further discussion and deliberation, the boards of directors of HSB and Hamilton determined that they had the appropriate information upon which to evaluate the Ameris proposal and to conclude that the terms of the merger agreement, including the merger consideration, and the other transaction documents contemplated by the merger agreement, were fair to and in the best interests of HSB and Hamilton and their respective shareholders. The HSB and Hamilton boards of directors, having determined that the terms of Ameris's proposal, the related merger agreement (including the merger consideration) and the other transaction documents were fair to and in the best interests of each of HSB and Hamilton and their respective shareholders, unanimously approved and declared advisable the merger agreement and the transactions contemplated by the merger agreement, including the merger, and authorized the execution and delivery of the merger agreement and other transaction documents and directed that the merger agreement be submitted to the HSB shareholders for adoption and approval. The HSB board of directors recommended that the HSB shareholders vote in favor of the adoption and approval of the merger agreement and the approval of the transactions contemplated by the merger agreement, including the merger. The board of directors of Hamilton adopted a similar resolution with respect to the merger between Ameris Bank and Hamilton.

On January 25, 2018, the merger agreement and the Voting and Support Agreement were executed by the parties. Ameris issued a press release announcing the transaction the following morning.

Ameris's Reasons for the Merger

After careful consideration, on January 16, 2018, the Ameris board of directors unanimously determined that the merger agreement was in the best interests of Ameris and its shareholders. In reaching its decision to approve and adopt the merger agreement, the Ameris board of directors evaluated the merger and the merger agreement in consultation with Ameris's management, as well as Ameris's financial and legal advisors, and considered a number of factors in favor of the merger, including the following material factors, which are not presented in order of priority:

- each of Ameris's, HSB's and the combined company's business, operations, financial condition, earnings and prospects, taking into account the results of Ameris's due diligence review of HSB, which included financial, credit, legal, regulatory and operational due diligence, and the conclusion that HSB's financial condition, capital adequacy and asset quality were sound and would complement those of Ameris;



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- Ameris's belief that Ameris and HSB share a compatible community banking model, including with respect to business lines, strategic focus, client service, credit culture and risk profiles;
- Ameris's belief that the merger would potentially create synergies and potential enhanced economies of scale that would result in the combined company having the opportunity for superior future earnings and prospects compared to Ameris's earnings and prospects on a stand-alone basis;
- the potential expanded possibilities for the combined company, including organic growth and future acquisitions, that would be available to the combined company, given its larger size, asset base, capital, lending capacity and footprint;
- the fact that that the merger would enable Ameris to continue its focus, and expand its existing presence, in high growth metro markets, including Atlanta;
- Ameris's belief that that the merger will be financially accretive to Ameris's earnings due to a combination of revenue synergies, cost efficiencies and other cost savings opportunities for the combined company, even after taking into account the potential negative impact on the combined company's earnings as a result of Ameris's assets exceeding \$10 billion;
- Ameris's understanding of the current and prospective economic, interest rate, regulatory and competitive environment in which Ameris and HSB operate, and the likely effect of these factors on Ameris, both with and without the merger;
- Ameris's past record of integrating acquisitions and of realizing projected financial goals and benefits;
- Ameris's belief that it can overcome the potential negative impact on the combined entity's earnings as a result of Ameris's assets exceeding \$10 billion, including the limit on the amount of debit card interchange fees that Ameris will be able to charge, the increased regulatory burden and cost on Ameris as a result of increased risk management oversight and stress testing, and becoming subject to oversight by the Consumer Financial Protection Bureau;
- the regulatory and other approvals required by the merger agreement and the expectation that such approvals will be received in a timely manner and without the imposition of unacceptable conditions; and
- the financial and other terms and conditions of the merger agreement, including the merger consideration, expected tax treatment, the deal protection and termination fee provisions, and the restrictions on the conduct of HSB's business until the consummation of the merger.

The Ameris board of directors also considered potential risks relating to the merger, including the following:

- the need to obtain the required HSB shareholder approval to complete the merger and the risk that such approval would not be obtained or other conditions to the merger would not be satisfied;

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