

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

FORM 8-K/A
CURRENT REPORT

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

Date of Report (Date of earliest event reported): **February 6, 2024**



SOUTHSTATE CORPORATION

(Exact name of registrant as specified in its charter)

South Carolina
(State or Other Jurisdiction of
Incorporation)

001-12669
(Commission File
Number)

57-0799315
(IRS Employer
Identification No.)

1101 First Street South, Suite 202
Winter Haven, FL
(Address of principal executive offices)

33880
(Zip Code)

(863) 293-4710
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common stock, par value \$2.50 per share | SSB | The New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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

Explanatory Note

This Current Report on Form 8-K/A (this “Amendment”) amends the Current Report on Form 8-K previously filed by SouthState Corporation (“SouthState”) with the Securities and Exchange Commission on February 9, 2024 (the “Original Report”). SouthState is filing this Amendment to provide supplemental information regarding the cybersecurity incident disclosed by SouthState in the Original Report. Except as expressly set forth herein, this Amendment does not amend the Original Report in any way. This Amendment supplements, and should be read in conjunction with, the Original Report.

Item 1.05 Material Cybersecurity Incidents.

As disclosed in the Original Report, on February 6, 2024, SouthState Bank, N.A. detected what was determined to be a cybersecurity incident. Upon detection, SouthState initiated its incident response and business continuity protocols and began taking measures to disrupt the unauthorized activity. In addition, SouthState has been conducting an investigation. A cybersecurity firm was engaged to assist. SouthState also notified banking regulators and law enforcement. As a result of these and other measures, SouthState has contained the impact of the cybersecurity incident.

Based on the investigation and findings, SouthState will mail notification letters to individuals whose personal information may have been involved.

While the cybersecurity incident had a significant impact on certain of SouthState’s business processes, as of the date of this filing, it has not had a material impact on SouthState’s overall financial condition or results of operations, and SouthState has determined that the incident is not reasonably likely to have a material impact on its financial conditions or results of operations.

Forward Looking Statements

This Amendment contains “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements are based on, among other things, management’s beliefs, assumptions, current expectations, estimates and projections about the financial services industry, the economy and SouthState. Words and phrases such as “may,” “approximately,” “continue,” “should,” “expects,” “projects,” “anticipates,” “is likely,” “look ahead,” “look forward,” “believes,” “will,” “intends,” “estimates,” “strategy,” “plan,” “could,” “potential,” “possible” and variations of such words and similar expressions are intended to identify such forward-looking statements.

SouthState cautions readers that forward-looking statements are subject to certain risks, uncertainties and assumptions that are difficult to predict with regard to, among other things, timing, extent, likelihood and degree of occurrence, which could cause actual results to differ materially from anticipated results. Such risks, uncertainties and assumptions, include, among others, SouthState’s ongoing assessment of the impacts of the cybersecurity incident, the impact of the cybersecurity incident on SouthState’s customers, business, operations and financial results, and other factors that may affect future results of SouthState, as disclosed in SouthState’s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, filed by SouthState with the U.S. Securities and Exchange Commission (“SEC”) and available on the SEC’s website at <http://www.sec.gov>, any of which could cause actual results to differ materially from future results expressed, implied or otherwise anticipated by such forward-looking statements.

All forward-looking statements speak only as of the date they are made and are based on information available at that time. SouthState does not undertake any obligation to update or otherwise revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by federal securities laws. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements.

SIGNATURES

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

SOUTHSTATE CORPORATION

(Registrant)

By: /s/ William E. Matthews, V

William E. Matthews, V
Senior Executive Vice President and
Chief Financial Officer

Dated: March 29, 2024