

Ameris Bancorp

Form S-4

February 12, 2019

TABLE OF CONTENTS

As filed with the Securities and Exchange Commission on February 12, 2019

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 Street, 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. Dennis J. Zember Jr. President and Chief Executive Officer Ameris Bancorp 310 First Street, S.E. Moultrie, Georgia 31768 (229) 890-1111 (Name, address, including ZIP code, and telephone number, including area code, 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 Telephone: (404) 522-4700 Facsimile: (404) 525-2224	Edward D. Herlihy, Esq. Brandon C. Price, Esq. Wachtell, Lipton, Rosen & Katz 51 West 52nd Street New York, New York 10019 Telephone: (212) 403-1000 Facsimile: (212) 403-2000
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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

Emerging growth company

(Do not check if a smaller reporting 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)

TABLE OF CONTENTS

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	22,653,416	N/A	\$ 865,218,876.80	\$ 104,864.53

(1)

Based on the maximum number of shares of common stock, par value \$1.00 per share (the “Ameris common stock”), of the registrant, Ameris Bancorp (“Ameris”), estimated to be issued in connection with the merger described herein (the “merger”). This number of shares is the product of: (a) the sum of (i) 27,448,279, the aggregate number of shares of common stock, no par value per share (the “Fidelity common stock”), of Fidelity Southern Corporation (“Fidelity”) outstanding as of January 31, 2019, except for shares of Fidelity common stock held by Fidelity as treasury stock or shares owned by Ameris or by any wholly owned subsidiary of Ameris or Fidelity (other than (x) shares held in trust accounts, managed accounts and the like, or otherwise held in a fiduciary or agency capacity, that are beneficially owned by third parties and (y) shares held, directly or indirectly, by Ameris, Fidelity or any wholly owned subsidiary of Ameris or Fidelity in respect of a debt previously contracted), which outstanding share number includes 94,446 shares granted in respect of Fidelity restricted stock awards outstanding as of January 31, 2019, plus (ii) 868,490, the aggregate number of shares of Fidelity common stock reserved for issuance upon the exercise of Fidelity options outstanding as of January 31, 2019; multiplied by (b) in accordance with the terms of the merger agreement by and between Ameris and Fidelity described herein, an exchange ratio of 0.80 shares of Ameris common stock for each share of Fidelity common stock.

(2)

The proposed maximum aggregate offering price of the Ameris common stock was calculated based upon the market value of shares of Fidelity common stock in accordance with Rules 457(c) and 457(f) under the Securities Act of 1933, as amended (the “Securities Act”), as follows: the product of (a) \$30.555, the average of the high and low prices per share of Fidelity common stock as reported on the Nasdaq Global Select Market on February 8, 2019, multiplied by (b) 28,316,769, the estimated number of shares of Fidelity common stock that may be exchanged for the merger consideration (calculated as shown in note (1) above).

(3)

Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act based on a rate of \$121.20 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.

TABLE OF CONTENTS

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

PRELIMINARY JOINT PROXY STATEMENT/PROSPECTUS

DATED FEBRUARY 12, 2019, SUBJECT TO COMPLETION

MERGER AND SHARE ISSUANCE PROPOSED — YOUR VOTE IS VERY IMPORTANT

To the Shareholders of Ameris Bancorp and the Shareholders of Fidelity Southern Corporation:

On December 17, 2018, Ameris Bancorp (which we refer to as “Ameris”) and Fidelity Southern Corporation (which we refer to as “Fidelity”) entered into an Agreement and Plan of Merger (which we refer to as the “merger agreement”). Under the merger agreement, Fidelity will merge with and into Ameris, with Ameris continuing as the surviving corporation (which we refer to as the “merger”). Immediately following the completion of the merger, Fidelity’s wholly owned subsidiary, Fidelity Bank, a Georgia state-chartered bank, will merge with and into Ameris’s wholly owned subsidiary, Ameris Bank, a Georgia state-charted bank (which we refer to as “Ameris Bank”), with Ameris Bank continuing as the surviving bank.

In the merger, each outstanding share of common stock, no par value per share, of Fidelity (which we refer to as the “Fidelity common stock”) held immediately prior to the effective time of the merger, except for shares of Fidelity common stock held by Fidelity as treasury stock or shares owned by Ameris or by any wholly owned subsidiary of Ameris or Fidelity (other than (i) shares held in trust accounts, managed accounts and the like, or otherwise held in a fiduciary or agency capacity, that are beneficially owned by third parties and (ii) shares held, directly or indirectly, by Ameris, Fidelity or any wholly owned subsidiary of Ameris or Fidelity in respect of a debt previously contracted), will be converted into the right to receive 0.80 shares (which we refer to as the “exchange ratio”) of common stock, par value \$1.00 per share, of Ameris (which we refer to as the “Ameris common stock”). The value of the merger consideration will depend on the market price of the Ameris common stock at the effective time of the merger.

Shares of Ameris common stock and Fidelity common stock are listed on the Nasdaq Global Select Market (which we refer to as the “Nasdaq”) under the symbols “ABCB” and “LION,” respectively. Based on the closing price per share of Ameris common stock on the Nasdaq on December 14, 2018, the last trading day before the public announcement of the merger, the exchange ratio represented approximately \$27.22 in value for each share of Fidelity common stock. Based on the closing price per share of Ameris common stock on the Nasdaq on [•], the latest practicable trading day before the date of this joint proxy statement/prospectus, the exchange ratio represented approximately \$[•] in value for each share of Fidelity common stock. We urge you to obtain current market quotations for both Ameris common stock and Fidelity common stock.

Based on the number of shares of Fidelity common stock outstanding as of [•] and the exchange ratio of 0.80, the total number of shares of Ameris common stock expected to be issued in connection with the merger is approximately [•]. In addition, based on the number of shares of Ameris common stock and Fidelity common stock outstanding, in each case as of [•], and based on the exchange ratio of 0.80, it is expected that holders of Fidelity common stock as of immediately prior to the effective time of the merger will hold, in the aggregate, approximately [•]% of the outstanding shares of Ameris common stock immediately following the merger.

Ameris will hold a special meeting of holders of Ameris common stock (which we refer to as “Ameris shareholders”) on [•], at [•] a.m. Eastern Time, at [•] (which we refer to as the “Ameris special meeting”). At the Ameris special meeting, the Ameris shareholders will be asked consider and vote on a proposal to approve the issuance of shares of Ameris common stock in connection with the transactions contemplated by the merger agreement (which we refer to as the “Ameris share issuance proposal”) and related matters.

Fidelity also will hold a special meeting of holders of Fidelity common stock (which we refer to as “Fidelity shareholders”) on [•], at [•] a.m. Eastern Time, at [•] (which we refer to as the “Fidelity special meeting”). At the Fidelity special meeting, the Fidelity shareholders will be asked to consider and vote on a proposal to approve the merger agreement and the transactions contemplated thereby (which we refer to as the “merger proposal”) and related matters.

TABLE OF CONTENTS

The merger cannot be completed unless, among other things, a majority of the votes cast at the Ameris special meeting vote to approve the Ameris share issuance proposal and holders of at least 66 2/3% of the outstanding shares of Fidelity common stock vote to approve the merger proposal. Ameris and Fidelity are sending you this joint proxy statement/prospectus to ask you to vote in favor of these and the other matters described in this joint proxy statement/prospectus.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF AMERIS COMMON STOCK OR FIDELITY COMMON STOCK YOU OWN. To ensure your representation at the Ameris special meeting or Fidelity special meeting, as applicable, please complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope or submit your proxy by telephone or via the Internet by following the instructions in this joint proxy statement/prospectus and on your proxy card. Please vote promptly whether or not you expect to attend your special meeting. Submitting a proxy now will NOT prevent you from being able to vote in person at your special meeting. If you hold your shares in “street name,” you should instruct your broker, bank or other nominee how to vote in accordance with the voting instruction form you receive from your broker, bank or other nominee.

The board of directors of Ameris (which we refer to as the “Ameris board of directors”) has unanimously: (i) determined that the merger agreement and the transactions contemplated thereby, including the merger, are in the best interests of Ameris and the Ameris shareholders; and (ii) adopted the merger agreement and approved the execution, delivery and performance by Ameris of the merger agreement and the consummation of the transactions contemplated thereby, including the merger and the issuance of shares of Ameris common stock in connection with the transactions contemplated by the merger agreement. The Ameris board of directors unanimously recommends that the Ameris shareholders vote “FOR” the Ameris share issuance proposal and “FOR” the other matters to be considered at the Ameris special meeting.

The board of directors of Fidelity (which we refer to as the “Fidelity board of directors”) has unanimously: (i) determined that the merger agreement and the transactions contemplated thereby, including the merger, are in the best interests of Fidelity and the Fidelity shareholders; and (ii) adopted the merger agreement and approved the execution, delivery and performance by Fidelity of the merger agreement and the consummation of the transactions contemplated thereby, including the merger. The Fidelity board of directors unanimously recommends that the Fidelity shareholders vote “FOR” the merger proposal and “FOR” the other matters to be considered at the Fidelity special meeting.

This joint proxy statement/prospectus provides you with detailed information about the merger agreement, the merger and related matters. It also contains or references information about Ameris and Fidelity. You are encouraged to read this joint proxy statement/prospectus carefully. In particular, you should read the “Risk Factors” section beginning on page 35 for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you. You can also obtain information about Ameris and Fidelity from documents that have been filed with the Securities and Exchange Commission that are incorporated by reference into this joint proxy statement/prospectus.

Sincerely,

Dennis J. Zember Jr.

President and Chief Executive Officer

Ameris Bancorp

James B. Miller, Jr.

Chairman and Chief Executive Officer

Fidelity Southern Corporation

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

The securities to be issued in the merger are not savings or deposit accounts or other obligations of any bank or savings association, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

The date of this joint proxy statement/prospectus is [•], and it is first being mailed or otherwise delivered to the Ameris shareholders and the Fidelity shareholders on or about [•].

TABLE OF CONTENTS

NOTICE OF THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON [•]

To the Shareholders of Ameris Bancorp:

Ameris Bancorp (which we refer to as “Ameris”) will hold a special meeting of holders of common stock of Ameris (which we refer to as “Ameris shareholders”) on [•], at [•] a.m. Eastern Time, at [•] (which we refer to as the “Ameris special meeting”), to consider and vote upon the following matters:

- a proposal to approve the issuance of shares of common stock, par value \$1.00 per share, of Ameris (which we refer to as the “Ameris common stock”) in connection with the transactions contemplated by the Agreement and Plan of Merger, dated as of December 17, 2018, as may be amended from time to time (which we refer to as the “merger agreement”), by and between Ameris and Fidelity Southern Corporation (which we refer to as the “Ameris share issuance proposal”); and

- a proposal to adjourn the Ameris special meeting, if necessary or appropriate, to permit further solicitation of proxies in favor of the Ameris share issuance proposal (which we refer to as the “Ameris adjournment proposal”).

Assuming a quorum is present, approval of each of the Ameris share issuance proposal and the Ameris adjournment proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Ameris special meeting. Ameris will transact no other business at the Ameris special meeting, except for business properly brought before the Ameris special meeting or any adjournment or postponement thereof.

Ameris shareholders must approve the Ameris share issuance proposal in order for the merger to occur. If Ameris shareholders fail to approve the Ameris share issuance proposal, the merger will not occur. The joint proxy statement/prospectus accompanying this notice explains the merger agreement and the transactions contemplated thereby, as well as the proposals to be considered at the Ameris special meeting. Please review the joint proxy statement/prospectus carefully.

The board of directors of Ameris (which we refer to as the “Ameris board of directors”) has set [•] as the record date for the Ameris special meeting. Only holders of record of Ameris common stock at the close of business on [•] will be entitled to notice of and to vote at the Ameris special meeting and any adjournments or postponements thereof. Any shareholder entitled to attend and vote at the Ameris special meeting is entitled to appoint a proxy to attend and vote on such shareholder’s behalf. Such proxy need not be a holder of shares of Ameris common stock.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF AMERIS COMMON STOCK YOU OWN. Whether or not you plan to attend the Ameris special meeting, please complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope or submit your proxy by telephone or via the Internet by following the instructions in the joint proxy statement/prospectus accompanying this notice and on your proxy card. Please vote promptly whether or not you expect to attend the Ameris special meeting. Submitting a proxy now will NOT prevent you from being able to vote in person at the Ameris special meeting. If you hold your shares in “street name,” you should instruct your broker, bank or other nominee how to vote in accordance with the voting instruction form you receive from your broker, bank or other nominee.

The Ameris board of directors has unanimously: (i) determined that the merger agreement and the transactions contemplated thereby, including the merger, are in the best interests of Ameris and the Ameris shareholders; and (ii) adopted the merger agreement and approved the execution, delivery and performance of the merger agreement and the consummation of the transactions contemplated thereby, including the merger and the issuance of shares of Ameris common stock in connection with the transactions contemplated by the merger agreement. The Ameris board of directors unanimously recommends that Ameris shareholders vote “FOR” the Ameris share issuance proposal and “FOR” the Ameris adjournment proposal (if necessary or appropriate).

TABLE OF CONTENTS

If you have any questions or need assistance with voting, please contact Ameris's proxy solicitor, [•], by calling toll-free at [•]. If you plan to attend the Ameris special meeting, please bring valid photo identification. Ameris shareholders that hold their shares of Ameris common stock in "street name" are required to bring valid photo identification and proof of stock ownership in order to attend the Ameris special meeting, and a legal proxy, executed in such shareholder's favor, from the record holder of such shareholder's shares, such as a broker, bank or other nominee.

BY ORDER OF THE BOARD OF DIRECTORS,

Cindi H. Lewis

Corporate Secretary

TABLE OF CONTENTS

NOTICE OF THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON [•]

To the Shareholders of Fidelity Southern Corporation:

Fidelity Southern Corporation (which we refer to as “Fidelity”) will hold a special meeting of holders of common stock of Fidelity (which we refer to as “Fidelity shareholders”) on [•], at [•] a.m. Eastern Time, at [•] (which we refer to as the “Fidelity special meeting”), to consider and vote upon the following matters:

- a proposal to approve the Agreement and Plan of Merger, dated as of December 17, 2018, as may be amended from time to time (which we refer to as the “merger agreement”), by and between Fidelity and Ameris Bancorp and the transactions contemplated thereby (which we refer to as the “merger proposal”);
- a proposal to approve, on a non-binding, advisory basis, the compensation to be paid to Fidelity’s named executive officers that is based on or otherwise relates to the merger, as discussed under “The Merger — Merger-related Compensation for Fidelity’s Named Executive Officers” beginning on page 99 in the accompanying joint proxy statement/prospectus (which we refer to as the “Fidelity compensation proposal”); and
- a proposal to adjourn the Fidelity special meeting, if necessary or appropriate, to permit further solicitation of proxies in favor of the merger proposal (which we refer to as the “Fidelity adjournment proposal”).

The affirmative vote of at least 66²/₃% of the outstanding shares of Fidelity common stock entitled to vote thereon is required to approve the merger proposal. Assuming a quorum is present, approval of each of the Fidelity compensation proposal and the Fidelity adjournment proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Fidelity special meeting. Fidelity will transact no other business at the special meeting, except for business properly brought before the Fidelity special meeting or any adjournment or postponement thereof. Fidelity shareholders must approve the merger proposal in order for the merger to occur. The merger is not conditioned on approval of the Fidelity compensation proposal. The joint proxy statement/prospectus accompanying this notice explains the merger agreement and the transactions contemplated thereby, as well as the proposals to be considered at the Fidelity special meeting. Please review the joint proxy statement/ prospectus carefully.

The board of directors of Fidelity (which we refer to as the “Fidelity board of directors”) has set [•] as the record date for the Fidelity special meeting. Only holders of record of Fidelity common stock at the close of business on [•] will be entitled to notice of and to vote at the Fidelity special meeting and any adjournments or postponements thereof. Any shareholder entitled to attend and vote at the Fidelity special meeting is entitled to appoint a proxy to attend and vote on such shareholder’s behalf. Such proxy need not be a holder of Fidelity common stock.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF FIDELITY COMMON STOCK YOU OWN. Whether or not you plan to attend the Fidelity special meeting, please complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope or submit your proxy by telephone or via the Internet by following the instructions in the joint

TABLE OF CONTENTS

proxy statement/prospectus accompanying this notice and on your proxy card. Please vote promptly whether or not you expect to attend the Fidelity special meeting. Submitting a proxy now will NOT prevent you from being able to vote in person at the Fidelity special meeting. If you hold your shares in “street name,” you should instruct your broker, bank or other nominee how to vote in accordance with the voting instruction form you receive from your broker, bank or other nominee.

The Fidelity board of directors has unanimously: (i) determined that the merger agreement and the transactions contemplated thereby, including the merger, are in the best interests of Fidelity and the Fidelity shareholders; and (ii) adopted the merger agreement and approved the execution of the merger agreement and the consummation of the transactions contemplated thereby, including the merger. The Fidelity board of directors unanimously recommends that Fidelity shareholders vote “FOR” the merger proposal, “FOR” the Fidelity compensation proposal and “FOR” the Fidelity adjournment proposal (if necessary or appropriate).

If you have any questions or need assistance with voting, please contact Fidelity’s proxy solicitor, [•], by calling toll-free at [•].

If you plan to attend the Fidelity special meeting in person, please bring valid photo identification. Fidelity shareholders that hold their shares of Fidelity common stock in “street name” are required to bring valid photo identification and proof of stock ownership in order to attend the Fidelity special meeting, and a legal proxy, executed in such shareholder’s favor, from the record holder of such shareholder’s shares, such as a broker, bank or other nominee.

BY ORDER OF THE BOARD OF DIRECTORS,

Martha C. Fleming

Corporate Secretary

TABLE OF CONTENTS

REFERENCES TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Ameris and Fidelity from documents filed with the Securities and Exchange Commission (which we refer to as the “SEC”) that are not included in or delivered with this joint proxy statement/prospectus. You can obtain any of the documents filed with or furnished to the SEC by Ameris and/or Fidelity at no cost from the SEC’s website at <http://www.sec.gov>. Ameris has filed a registration statement on Form S-4 of which this joint proxy statement/prospectus forms a part. As permitted by SEC rules, this joint proxy statement/ prospectus does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may obtain a free copy of the registration statement, including any amendments, schedules and exhibits at the addresses set forth below. Statements contained in this joint proxy statement/prospectus as to the contents of any contract or other documents referred to in this joint 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. You may also request copies of these documents, including documents incorporated by reference into this joint proxy statement/prospectus, at no cost by contacting the appropriate company at the following address or telephone number:

Ameris Bancorp	Fidelity Southern Corporation
310 First Street, S.E.	3490 Piedmont Road, Suite 1550
Moultrie, Georgia 31768	Atlanta, Georgia 30305
Attention: Corporate Secretary	Attention: Corporate Secretary
Telephone: (229) 890-1111	Telephone: (404) 248-5466

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 your special meeting. This means that Ameris shareholders requesting documents must do so by [•], in order to receive them before the Ameris special meeting, and Fidelity shareholders requesting documents must do so by [•], in order to receive them before the Fidelity special meeting

You should rely only on the information contained in, or incorporated by reference into, this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated [•], and you should assume that the information in this joint proxy statement/prospectus is accurate only as of such date. You should assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of the date of such information. Neither the mailing of this joint proxy statement/prospectus to Ameris shareholders or Fidelity shareholders, nor the issuance by Ameris of shares of Ameris common stock in connection with the merger, will create any implication to the contrary.

This joint proxy statement/prospectus 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. Except where the context otherwise indicates, information contained in this joint proxy statement/prospectus regarding Ameris has been provided by Ameris and information contained in this joint proxy statement/prospectus regarding Fidelity has been provided by Fidelity.

See “Where You Can Find More Information” for more details.

TABLE OF CONTENTS

TABLE OF CONTENTS

	Page
<u>QUESTIONS AND ANSWERS</u>	1
<u>SUMMARY</u>	11
<u>Selected Historical Consolidated Financial data of AMERIS</u>	25
<u>Selected Historical Consolidated Financial data of FIDELITY</u>	28
<u>SELECTED unaudited pro forma financial DATA</u>	31
<u>COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE DATA</u>	32
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	33
<u>RISK FACTORS</u>	35
<u>Risks Related to the Merger</u>	35
<u>Other Risk Factors of Ameris and Fidelity</u>	41
<u>THE FIDELITY SPECIAL MEETING</u>	42
<u>FIDELITY PROPOSALS</u>	46
<u>THE AMERIS SPECIAL MEETING</u>	48
<u>AMERIS PROPOSALS</u>	52
<u>THE PARTIES</u>	54
<u>THE MERGER</u>	56
<u>Terms of the Merger</u>	56
<u>Background of the Merger</u>	56
<u>Fidelity's Reasons for the Merger: Recommendation of the Fidelity Board of Directors</u>	60
<u>Certain Unaudited Prospective Financial Information</u>	62
<u>Opinion of Sandler O'Neill & Partners, L.P.</u>	65
<u>Opinion of FIG Partners, LLC</u>	78
<u>Ameris's Reasons for the Merger: Recommendation of the Ameris Board of Directors</u>	86
<u>Opinion of Stephens Inc.</u>	88
<u>The Ameris Board of Directors and Ameris's Executive Officers After the Merger</u>	95
<u>Interests of Fidelity's Directors and Executive Officers in the Merger</u>	95
<u>Merger-related Compensation for Fidelity's Named Executive Officers</u>	99
<u>Dividend Policy</u>	100
<u>Public Trading Markets</u>	101
<u>Appraisal Rights in the Merger</u>	101
<u>Regulatory Approvals Required for the Merger</u>	101
<u>THE MERGER AGREEMENT</u>	103
<u>Explanatory Note Regarding the Merger Agreement</u>	103
<u>Structure of the Merger</u>	103
<u>Treatment of Fidelity Equity Awards</u>	104
<u>Closing and Effective Time of the Merger</u>	105

TABLE OF CONTENTS

	Page
<u>Conversion of Shares; Exchange of Certificates</u>	<u>105</u>
<u>Representations and Warranties</u>	<u>106</u>
<u>Covenants and Agreements</u>	<u>108</u>
<u>Ameris and Fidelity Special Meetings</u>	<u>113</u>
<u>Agreement Not to Solicit Other Officers</u>	<u>113</u>
<u>Adverse Recommendation Change</u>	<u>114</u>
<u>Conditions to Complete the Merger</u>	<u>115</u>
<u>Termination of the Merger Agreement</u>	<u>116</u>
<u>Effect of Termination</u>	<u>117</u>
<u>Termination Fee</u>	<u>117</u>
<u>Expenses and Fees</u>	<u>118</u>
<u>Amendment</u>	<u>118</u>
<u>Voting Agreement</u>	<u>118</u>
<u>ACCOUNTING TREATMENT</u>	<u>119</u>
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER</u>	<u>120</u>
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS</u>	<u>123</u>
<u>DESCRIPTION OF AMERIS CAPITAL STOCK</u>	<u>140</u>
<u>COMPARISON OF SHAREHOLDERS' RIGHTS</u>	<u>143</u>
<u>COMPARATIVE MARKET PRICES AND DIVIDENDS</u>	<u>156</u>
<u>LEGAL MATTERS</u>	<u>157</u>
<u>EXPERTS</u>	<u>157</u>
<u>DEADLINES FOR SUBMITTING SHAREHOLDER PROPOSALS</u>	<u>158</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>159</u>
<u>Annex A</u>	
<u>Agreement and Plan of Merger, dated as of December 17, 2018, between Ameris Bancorp and Fidelity Southern Corporation</u>	<u>A-1</u>
<u>Annex B</u>	
<u>Form of Voting and Support Agreement executed by certain directors of Fidelity Southern Corporation</u>	<u>B-1</u>
<u>Annex C</u>	
<u>Opinion of Sandler O'Neill & Partners, L.P.</u>	<u>C-1</u>
<u>Annex D</u>	
<u>Opinion of FIG Partners, LLC</u>	<u>D-1</u>
<u>Annex E</u>	
<u>Opinion of Stephens Inc.</u>	<u>E-1</u>

TABLE OF CONTENTS

QUESTIONS AND ANSWERS

The following are answers to certain questions that you may have regarding the merger and the Fidelity and Ameris special meetings. We urge you to read carefully the remainder of this joint proxy statement/ prospectus because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference into, this joint proxy statement/prospectus. See “Where You Can Find More Information.”

Q:

What is the merger?

A:

Ameris Bancorp, a Georgia corporation (which we refer to as “Ameris”), and Fidelity Southern Corporation, a Georgia corporation (which we refer to as “Fidelity”), have entered into an Agreement and Plan of Merger, dated December 17, 2018, as may be amended from time to time (which we refer to as the “merger agreement”). Under the merger agreement, Fidelity will merge with and into Ameris, with Ameris continuing as the surviving corporation (which we refer to as the “merger”). Immediately following the completion of the merger, Fidelity’s wholly owned subsidiary, Fidelity Bank, a Georgia state-chartered bank (which we refer to as “Fidelity Bank”), will merge with and into Ameris’s wholly owned subsidiary, Ameris Bank, a Georgia state-chartered bank (which we refer to as “Ameris Bank”), with Ameris Bank continuing as the surviving bank (which we refer to as the “bank merger”). A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A. We urge you to read carefully this joint proxy statement/prospectus and the merger agreement in their entirety.

Fidelity will hold a special meeting of holders of common stock of Fidelity (which we refer to as “Fidelity shareholders”) on [•], at [•] a.m. Eastern Time, at [•] (which we refer to as the “Fidelity special meeting”), and Ameris will hold a special meeting of holders of common stock of Ameris (which we refer to as “Ameris shareholders”) on [•], at [•] a.m. Eastern Time, at [•] (which we refer to as the “Ameris special meeting”), to obtain the required shareholders approvals.

Q:

Why am I receiving this document?

A:

In order to complete the merger, among other things:

-

Fidelity shareholders must approve the merger agreement and the transactions contemplated thereby; and

-

Ameris shareholders must approve the issuance of shares of common stock, par value \$1.00 per share, of Ameris (which we refer to as the “Ameris common stock”), in connection with transactions contemplated by the merger agreement (which we refer to as the “Ameris share issuance”).

Each of Fidelity and Ameris is sending this joint proxy statement/prospectus to its shareholders to help them decide how to vote their shares of common stock, no par value per share, of Fidelity (which we refer to as the “Fidelity common stock”) or Ameris common stock, as the case may be, with respect to such matters to be considered at the special meetings.

Information about these special meetings, the merger and the other business to be considered by Fidelity or Ameris shareholders at each of the special meetings is contained in this joint proxy statement/prospectus, and you should read it carefully.

This document constitutes both a joint proxy statement of Ameris and Fidelity and a prospectus of Ameris. It is a joint proxy statement because each of the board of directors of Ameris (which we refer to as the “Ameris board of directors”) and the board of directors of Fidelity (which we refer to as the “Fidelity board of directors”) is soliciting proxies using

this document from its shareholders. It is a prospectus because Ameris, in connection with the merger, will issue shares of Ameris common stock to Fidelity shareholders, and this prospectus contains information about the Ameris common stock.

TABLE OF CONTENTS

Q:

What will Fidelity shareholders receive in the merger?

A:

If the merger is completed, Fidelity shareholders will receive 0.80 shares of Ameris common stock (which ratio we refer to as the “exchange ratio” and which shares, together with cash in lieu of fractional shares as discussed below, we refer to as the “merger consideration”) for each share of Fidelity common stock, except for shares of Fidelity common stock held by Fidelity as treasury stock or shares owned by Ameris or by any wholly owned subsidiary of Ameris or Fidelity (other than (i) shares held in trust accounts, managed accounts and the like, or otherwise held in a fiduciary or agency capacity, that are beneficially owned by third parties and (ii) shares held, directly or indirectly, by Ameris, Fidelity or any wholly owned subsidiary of Ameris or Fidelity in respect of a debt previously contracted), they hold immediately prior to the effective time of the merger (which we refer to as the “effective time”).

Ameris will not issue any fractional shares of Ameris common stock in the merger. Fidelity shareholders who would otherwise be entitled to a fraction of a share of Ameris common stock upon the completion of the merger will instead receive, for the fraction of a share, an amount in cash (rounded to the nearest whole cent) based on the average of the closing-sale prices of Ameris common stock for the five full trading days ending on the trading day immediately prior to the closing date of the merger.

Based on the number of shares of Ameris common stock and Fidelity common stock outstanding as of [•], the latest practicable trading date before the date of this joint proxy statement/prospectus, and based on the exchange ratio of 0.80, it is expected that Ameris shareholders will hold approximately [•]%, and Fidelity shareholders will hold approximately [•]%, of the shares of the combined company outstanding immediately after the effective time.

The merger cannot be completed unless, among other things, Fidelity shareholders approve the merger agreement and the transactions contemplated thereby and Ameris shareholders approve the Ameris share issuance.

Q:

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

A:

Yes. Although the merger consideration is fixed, the value of the merger consideration is dependent upon the value of Ameris common stock and therefore will fluctuate with the market price of Ameris common stock. Accordingly, any change in the price of Ameris common stock prior to the merger will affect the market value of the merger consideration that Fidelity shareholders will receive as a result of the merger.

Based on the closing price per share of Ameris common stock on the Nasdaq Global Select Market (which we refer to as the “Nasdaq”), on December 14, 2018, the last trading day before the public announcement of the merger, the exchange ratio represented approximately \$27.22 in value for each share of Fidelity common stock. Based on the closing price per share of Ameris common stock on [•], the latest practicable trading day before the date of this joint proxy statement/prospectus, the exchange ratio represented approximately \$[•] in value for each share of Fidelity common stock. We urge you to obtain current market quotations for shares of Ameris common stock (trading symbol “ABCB”) and shares of Fidelity common stock (currently listed on the Nasdaq under the trading symbol “LION”).

Q:

How will the merger affect Fidelity equity awards?

A:

At the effective time, each option granted under either the Fidelity Southern Corporation Incentive Plan or the Fidelity Southern Corporation 2018 Omnibus Incentive Plan (which we refer to as the “Fidelity incentive plans”) to acquire shares of Fidelity common stock (which we refer to as a “Fidelity option”) that is outstanding and unexercised immediately prior to the effective time will fully vest and be converted into an option to acquire, on the same terms and conditions as were applicable to such Fidelity option, the number of shares of Ameris common stock (rounded

down to the nearest whole share), determined by multiplying (i) the number of shares of Fidelity common stock subject to such

TABLE OF CONTENTS

Fidelity stock option immediately prior to the effective time by (ii) the exchange ratio, at an exercise price per share of Ameris common stock (rounded up to the nearest whole cent) equal to (x) the exercise price per share of Fidelity common stock subject to such Fidelity stock option divided by (y) the exchange ratio.

In addition, at the effective time, each award of shares of Fidelity common stock subject to vesting, repurchase or other lapse restrictions granted under either of the Fidelity incentive plans (which we refer to as a “Fidelity restricted stock award”) that is outstanding immediately prior to the effective time will fully vest and be cancelled and converted into the right to receive the merger consideration in respect of each share of Fidelity common stock underlying such restricted stock award, including a payment in respect of any fractional shares (together with any accrued but unpaid dividends corresponding to the portion of the restricted stock award that vests).

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. As a result of the Ameris share issuance, however, the overall ownership percentage of Ameris shareholders in the combined company following the merger will be diluted. Based on the number of shares of Ameris common stock and Fidelity common stock outstanding as of [•], the latest practicable trading date before the date of this joint proxy statement/prospectus, and based on the exchange ratio of 0.80, it is expected that Ameris shareholders will hold approximately [•]%, and Fidelity shareholders will hold approximately [•]%, of the shares of the combined company outstanding immediately after the effective time.

Q:

What am I being asked to vote on and why is this approval necessary?

A:

Fidelity Special Meeting: Fidelity shareholders are being asked to vote on the following matters at the Fidelity special meeting:

- a proposal to approve the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus, and the transactions contemplated thereby (which we refer to as the “merger proposal”);
- a proposal to approve, on a non-binding, advisory basis, the compensation to be paid to Fidelity’s named executive officers that is based on or otherwise relates to the merger, as discussed under “The Merger — Merger-related Compensation for Fidelity’s Named Executive Officers” beginning on page 99 (which we refer to as the “Fidelity compensation proposal”); and
- a proposal to adjourn the Fidelity special meeting, if necessary or appropriate, to permit further solicitation of proxies in favor of the merger proposal (which we refer to as the “Fidelity adjournment proposal”).

Ameris Special Meeting: Ameris shareholders are being asked to vote on the following matters at the Ameris special meeting:

- a proposal to approve the Ameris share issuance (which we refer to as the “Ameris share issuance proposal”); and
- a proposal to adjourn the Ameris special meeting, if necessary or appropriate, to permit further solicitation of proxies in favor of the Ameris share issuance proposal (which we refer to as the “Ameris adjournment proposal”).

Q:

When and where are the Fidelity and Ameris special meetings?

A:

Fidelity Special Meeting: The Fidelity special meeting will be held on [•], at [•] a.m. Eastern Time, at [•].

Ameris Special Meeting: The Ameris special meeting will be held on [•], at [•] a.m. Eastern Time, at [•].

3

TABLE OF CONTENTS

Q:

Who is entitled to vote at each special meeting?

Fidelity Special Meeting: All holders of Fidelity common stock who held shares at the close of business on [•] (which we refer to as the “Fidelity record date”) are entitled to receive notice of and to vote at the Fidelity special meeting.

Ameris Special Meeting: All holders of Ameris common stock who held shares at the close of business on [•] (which we refer to as the “Ameris record date”) are entitled to receive notice of and to vote at the Ameris special meeting.

Q:

What constitutes a quorum at each special meeting?

A:

Fidelity Special Meeting: The presence, in person or represented by proxy, of at least a majority of the total number of outstanding shares of Fidelity common stock entitled to vote is necessary in order to constitute a quorum for purposes of the matters being voted on at the Fidelity special meeting.

Ameris Special Meeting: The presence, in person or represented by proxy, of at least a majority of the total number of outstanding shares of Ameris common stock entitled to vote is necessary in order to constitute a quorum for purposes of the matters being voted on at the Ameris special meeting.

Abstentions will be included in determining the number of shares present at the respective special meetings for the purpose of determining the presence of a quorum; however, broker non-votes will not be included.

Q:

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

A:

The merger proposal: Approval of the merger proposal requires the affirmative vote of at least 66 2/3% of the outstanding shares of Fidelity common stock entitled to vote thereon. If you fail to vote, mark “ABSTAIN” on your proxy or fail to instruct your bank, broker or other nominee with respect to the merger proposal, it will have the same effect as a vote “AGAINST” the merger proposal. Fidelity shareholders must approve the merger proposal in order for the merger to occur. If Fidelity shareholders fail to approve the merger proposal, the merger will not occur.

The Fidelity compensation proposal: Assuming a quorum is present, approval of the Fidelity compensation proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Fidelity special meeting. If you fail to vote, mark “ABSTAIN” on your proxy or fail to instruct your bank, broker or other nominee with respect to the Fidelity compensation proposal, you will not be deemed to have cast a vote with respect to such proposal, and it will have no effect on such proposal. This is an advisory vote, and therefore is not binding on Fidelity or Ameris or the boards of directors or the compensation committees of Fidelity or Ameris. Since compensation and benefits to be paid or provided in connection with the merger are based on contractual arrangements with Fidelity’s named executive officers, the outcome of this advisory vote will not affect the obligation to make these payments. Fidelity is seeking this non-binding advisory shareholder approval pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (which we refer to as “Dodd-Frank Act”) and Rule 14a-21(c) of the Securities Exchange Act of 1934, as amended (which we refer to as the “Exchange Act”), which requires Fidelity to provide its shareholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to Fidelity’s named executive officers in connection with the merger. The Fidelity compensation proposal gives Fidelity shareholders the opportunity to express their views on the merger-related compensation of Fidelity’s named executive officers. Fidelity shareholders are not required to approve the Fidelity compensation proposal in order for the merger to occur.

The Fidelity adjournment proposal: Assuming a quorum is present, approval of the Fidelity adjournment proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Fidelity special meeting. If you fail to vote, mark “ABSTAIN” on your proxy or fail to instruct your bank, broker or other nominee with respect to the Fidelity adjournment proposal, you will not be deemed to have cast a vote with respect to such proposal, and it will

have no effect on such proposal. Fidelity shareholders are not required to approve the Fidelity adjournment proposal in order for the merger to occur.

4

TABLE OF CONTENTS

Q:

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

A:

Ameris share issuance proposal: Assuming a quorum is present, approval of the Ameris share issuance proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Ameris special meeting. If you fail to vote, mark “ABSTAIN” on your proxy or fail to instruct your bank, broker or other nominee with respect to the Ameris share issuance proposal, you will not be deemed to have cast a vote with respect to such proposal, and it will have no effect on such proposal. Ameris shareholders must approve the Ameris share issuance proposal in order for the merger to occur. If Ameris shareholders fail to approve the Ameris share issuance proposal, the merger will not occur.

Ameris adjournment proposal: Assuming a quorum is present, approval of the Ameris adjournment proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Ameris special meeting. If you fail to vote, mark “ABSTAIN” on your proxy or fail to instruct your bank, broker or other nominee with respect to the Ameris adjournment proposal, you will not be deemed to have cast a vote with respect to such proposal, and it will have no effect on such proposal. Ameris shareholders are not required to approve the Ameris adjournment proposal in order for the merger to occur. If Ameris shareholders fail to approve the Ameris adjournment proposal, but approve the Ameris share issuance proposal, the merger may nonetheless occur.

Q:

What are the conditions to complete the merger?

A:

The obligations of Ameris and Fidelity to complete the merger are subject to the satisfaction or waiver of certain closing conditions contained in the merger agreement, including the receipt of required regulatory approvals, tax opinions, approval of the merger proposal by Fidelity shareholders and approval of the Ameris share issuance proposal by Ameris shareholders. For more information, see “The Merger Agreement — Conditions to Complete the Merger” beginning on page 115.

Q:

When will the merger be completed?

A:

We will complete the merger when all of the conditions to completion contained in the merger agreement are satisfied or waived, including the receipt of required regulatory approvals, approval of the merger proposal by Fidelity shareholders and approval of the Ameris share issuance proposal by Ameris shareholders. While we expect the merger to be completed during the second quarter of 2019, because fulfillment of some of the conditions to completion of the merger is not entirely within our control, we cannot assure you that the merger will be completed within such time period or at all.

Q: How does the Fidelity board of directors and the Ameris board of directors recommend that I vote?

A:

The Fidelity board of directors unanimously recommends that Fidelity shareholders vote “FOR” the merger proposal, “FOR” the Fidelity compensation proposal and “FOR” the Fidelity adjournment proposal (if necessary or appropriate).

The Ameris board of directors unanimously recommends that Ameris shareholders vote “FOR” the Ameris share issuance proposal and “FOR” the Ameris adjournment proposal (if necessary or appropriate).

Q:

What do I need to do now?

A:

After carefully reading and considering the information contained in or incorporated by reference into this joint proxy statement/prospectus, including its annexes, please vote your shares as soon as possible so that your shares will be represented at your respective company's special meeting. Please follow the instructions set forth herein or on the enclosed proxy card or on the voting instruction form provided by your broker, bank or other nominee if your shares are held in the name of your broker, bank or other nominee.

TABLE OF CONTENTS

Q:

How do I vote?

A:

If you are a shareholder of record of Fidelity as of [•], the Fidelity record date, you may submit your proxy before the Fidelity special meeting in any of the following ways:

- by mail, by completing, signing, dating and returning the enclosed proxy card to Fidelity using the enclosed postage-paid envelope;
- by telephone, by calling toll-free [•] and following the recorded instructions; or
- via the Internet, by accessing the website [•] and following the instructions on the website.

If you are a shareholder of record of Ameris as of [•], the Ameris record date, you may submit your proxy before the Ameris special meeting in any of the following ways:

- by mail, by completing, signing, dating and returning the enclosed proxy card to Ameris using the enclosed postage-paid envelope;
- by telephone, by calling toll-free [•] and following the recorded instructions; or
- via the Internet, by accessing the website [•] and following the instructions on the website.

If you intend to submit your proxy by telephone or via the Internet, you must do so by [11:59 P.M. Eastern Time] on the day before your respective company's special meeting. If you intend to submit your proxy by mail, your completed proxy card must be received prior to your respective company's special meeting.

If you are a shareholder of record of Fidelity as of the Fidelity record date, or a shareholder of record of Ameris as of the Ameris record date, you may also cast your vote in person at your respective company's special meeting. If you plan to attend your respective company's 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 to the meeting. Each of Fidelity and Ameris reserves the right to refuse admittance to anyone without proper proof of stock ownership or without proper photo identification. Whether or not you intend to be present at your special meeting, you are urged to complete, sign, date and return the enclosed proxy card to Fidelity or Ameris, as applicable, in the enclosed postage-paid envelope or submit a proxy by telephone or via the Internet as described on the enclosed instructions as soon as possible. If you are then present and wish to vote your shares in person, your original proxy may be revoked by attending and voting at the relevant company's special meeting.

If you hold your shares in "street name" through a broker, bank or other nominee, your broker, bank or other nominee will send you separate instructions describing the procedure for voting your shares. If your shares are held in "street name," you must obtain a legal proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to vote your shares in person at the relevant company's special meeting.

Q:

If my shares are held in "street name" by a broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me?

A:

No. Your broker, bank or other nominee cannot vote your shares unless you provide instructions to your broker, bank or other nominee on how to vote. If your shares are held in “street name” by a broker, bank or other nominee, you must provide such broker, bank or other nominee with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in “street name” by returning a proxy card directly to Fidelity or Ameris or by voting in person at your respective company’s special meeting unless you provide a legal proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee. In addition to such legal proxy, if you plan to attend your respective company’s special meeting, but are not a shareholder of record because you hold your shares in “street name,” please bring evidence of your beneficial ownership of your shares and valid photo identification with you to such company’s special meeting.

TABLE OF CONTENTS

Under the applicable rules of the New York Stock Exchange (which we refer to as the NYSE), brokers who hold shares in “street name” for a beneficial owner of those shares typically have the authority to vote in their discretion on “routine” proposals when they have not received instructions from beneficial owners. However, brokers are not permitted to exercise their voting discretion with respect to the approval of matters that the NYSE determines to be “non-routine” without specific instructions from the beneficial owner. It is expected that all proposals to be voted on at the Fidelity special meeting and the Ameris special meeting are “non-routine” matters. Broker non-votes occur when a broker or nominee is not instructed by the beneficial owner of shares to vote on a particular proposal for which the broker does not have discretionary voting power.

If you are a Fidelity shareholder holding your shares in “street name” and you do not instruct your broker, bank or other nominee on how to vote your shares of Fidelity common stock, your broker, bank or other nominee will: (i) not vote your shares on the merger proposal, which broker non-votes will have the same effect as a vote “AGAINST” such proposal; and (ii) will not vote your shares on the Fidelity compensation proposal or the Fidelity adjournment proposal, which broker non-votes will have no effect on the vote count for these proposals.

If you are an Ameris shareholder holding your shares in “street name” and you do not instruct your broker, bank or other nominee on how to vote your shares of Ameris common stock, your broker, bank or other nominee will not vote your shares on the Ameris share issuance proposal or the Ameris adjournment proposal, which broker non-votes will have no effect on the vote count for these proposals.

Q:

What if I attend the meeting and abstain or do not vote?

A:

For purposes of each of the Fidelity special meeting and the Ameris special meeting, an abstention occurs when a shareholder attends the applicable special meeting in person and does not vote or returns a proxy with an “ABSTAIN” vote.

•

For the Fidelity merger proposal, an abstention or failure to vote will have the same effect as a vote cast “AGAINST” such proposal.

•

For the Fidelity compensation proposal and Fidelity adjournment proposal, and the Ameris share issuance proposal and Ameris adjournment proposal, an abstention or failure to vote will have no effect on the outcome of the vote. For each of these proposals, abstentions are not treated as votes cast and will have no effect on the outcome of the vote, though abstentions are counted towards establishing a quorum.

Q:

What will happen if I return my proxy card without indicating how to vote?

A:

If you sign and return your proxy card without indicating how to vote on any particular proposal, the shares of Fidelity common stock represented by your proxy will be voted as recommended by the Fidelity board of directors with respect to such proposal, or the shares of Ameris common stock represented by your proxy will be voted as recommended by the Ameris board of directors with respect to such proposal, as the case may be.

Q:

May I change my vote after I have submitted my proxy or voting instruction card?

A:

Yes. If you are a holder of record of Fidelity common stock or Ameris common stock and you have previously submitted your proxy, you may change your vote at any time before your proxy is voted at the Fidelity special

meeting or the Ameris special meeting, as applicable, by taking any of the following actions:

- delivering a written notice bearing a date later than the date of your proxy to the Corporate Secretary of Fidelity or Ameris, as applicable, stating that you revoke your proxy, which notice must be received by Fidelity or Ameris, as applicable, prior to the beginning of your respective company's special meeting;

TABLE OF CONTENTS

- completing, signing, dating and returning a new proxy card to the Corporate Secretary of Fidelity or Ameris, as applicable, relating to the same shares of Fidelity common stock or Ameris common stock, as applicable, and bearing a later date, which new proxy card must be received by Fidelity or Ameris, as applicable, prior to the beginning of your respective company's special meeting;
- casting a new vote by telephone or via the Internet at any time before [11:59 P.M. Eastern Time] on the day before your respective company's special meeting; or
- attending your respective company's special meeting and voting in person, although attendance at the special meeting will not, by itself, revoke a proxy.

If you are a shareholder of record of Fidelity or Ameris and you choose to send a written notice of revocation or mail a new proxy, you must submit such notice of revocation or such new proxy to, in the case of Fidelity, to Fidelity Southern Corporation, Attention: Corporate Secretary, 3490 Piedmont Road, Suite 1550, Atlanta Georgia 30305, or, in the case of Ameris, to Ameris Bancorp, Attention: Corporate Secretary, 310 First Street, S.E., Moultrie, Georgia 31768. If you have instructed a broker, bank or other nominee to vote your shares of Fidelity common stock or shares of Ameris common stock, as applicable, you must follow the directions you receive from your broker, bank or other nominee in order to change or revoke your vote.

Q:

Are Fidelity shareholders entitled to appraisal rights or dissenters' rights?

A:

No. Fidelity shareholders will not be entitled to appraisal rights or dissenters' rights. For further information, see "The Merger — Appraisal Rights in the Merger" beginning on page 101.

Q:

What are the U.S. federal income tax consequences of the merger to Fidelity shareholders?

A:

It is intended that the merger qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (which we refer to as the "Code"). It is a condition to the completion of the merger that Ameris and Fidelity receive written opinions from their respective legal counsel to the effect that the merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Code. If the merger so qualifies, a U.S. holder (as defined under "Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 29) of Fidelity common stock generally will not recognize gain or loss for U.S. federal income tax purposes upon the exchange of shares of Fidelity common stock for shares of Ameris common stock pursuant to the merger, except with respect to cash received instead of fractional shares of Ameris common stock. For further information, see "Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 29.

All holders of Fidelity common stock should consult their own tax advisors for a full understanding of the particular tax consequences of the merger to them.

Q:

What happens if the merger is not completed?

A:

If the merger is not completed, Fidelity shareholders will not receive any consideration for their shares of Fidelity common stock in connection with the merger. Instead, Fidelity will remain an independent public company and

Fidelity common stock will continue to be listed on the Nasdaq. In addition, if the merger agreement is terminated in certain circumstances, Fidelity may be required to pay Ameris a fee with respect to such termination. See “The Merger Agreement — Termination of the Merger Agreement” and “The Merger Agreement — Termination Fee” beginning on pages 116 and 117, respectively.

Q:

What happens if I sell my shares after the applicable record date but before the relevant company’s special meeting?

A:

Each of the Fidelity record date and the Ameris record date is earlier than the date of the Fidelity special meeting or Ameris special meeting, as applicable, and earlier than the date that the merger is expected to be completed. If you sell or otherwise transfer your shares of Fidelity common stock or Ameris common stock, as applicable, after the applicable record date but before the date of the

TABLE OF CONTENTS

applicable special meeting, you will retain your right to vote at such special meeting, but, with respect to Fidelity common stock, you will not have the right to receive the merger consideration to be received by Fidelity shareholders in connection with the merger. In order to receive the merger consideration, you must hold your shares of Fidelity common stock through completion of the merger.

Q:
What do I do if I receive more than one joint proxy statement/prospectus or set of voting instructions?

A:
Fidelity shareholders and Ameris shareholders may receive more than one set of voting materials, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards or voting instruction forms. For example, if you hold shares of Fidelity common stock in more than one brokerage account, you will receive a separate voting instruction form for each brokerage account in which you hold such shares. If you hold shares directly as a record holder and also in “street name” or otherwise through a nominee, you will receive more than one joint proxy statement/prospectus and/or set of voting instructions relating to the special meeting. These should each be voted and/or returned separately in order to ensure that all of your shares are voted.

Q:
Should Fidelity shareholders send in their stock certificates now?

A:
No. Fidelity shareholders SHOULD NOT send in any stock certificates now. After the merger is complete, you will receive separate written instructions for surrendering your shares of Fidelity common stock in exchange for the merger consideration. In the meantime, you should retain your stock certificates because they are still valid. Please do not send in your stock certificates with your proxy card.

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

A:
At this time, you are not required to take any additional actions, in connection with the conversion at the effective time of your shares of Fidelity common stock into shares of Ameris common stock, if your shares of Fidelity common stock are held in book-entry form. After the completion of the merger, you will receive separate instructions for surrendering your shares of Fidelity common stock held in book-entry form in exchange for book-entry shares of Ameris common stock.

Q:
Will a proxy solicitor be used?

A:
Yes. Fidelity has engaged [•] (which we refer to as [•]) to assist in the solicitation of proxies for the Fidelity special meeting, and estimates it will pay [•] a fee of approximately [•] plus certain expenses. Fidelity has also agreed to indemnify [•] against certain losses. Ameris has engaged [•] (which we refer to as [•]) to assist in the solicitation of proxies for the Ameris special meeting, and estimates it will pay [•] a fee of approximately \$[•] plus certain expenses. Ameris has also agreed to indemnify [•] against certain losses. In addition, Fidelity, Ameris and their respective officers and employees may also solicit proxies by mail, telephone, facsimile, electronic mail or in person, but no additional compensation will be paid to them.

Q:
Where can I find more information about the companies?

A:

You can find more information about Fidelity and Ameris from the various sources described under “Where You Can Find More Information” beginning on page 159.

Q:

What is householding and how does it affect me?

A:

The SEC permits companies to send a single set of proxy materials to any household at which two or more shareholders reside, unless contrary instructions have been received, but only if the applicable shareholders provide advance notice and follows certain procedures. In such cases, each shareholder continues to receive a separate notice of the meeting and proxy card. Certain brokerage firms may have instituted householding for beneficial owners of Fidelity common stock or Ameris common stock, as applicable, held through brokerage firms. If your family has multiple accounts holding Fidelity common stock or Ameris common stock, as applicable, you may have already received a householding notification from your broker. Please contact your broker directly if you have any questions or require

TABLE OF CONTENTS

additional copies of this joint proxy statement/prospectus. The broker will arrange for delivery of a separate copy of this joint proxy statement/prospectus promptly upon your written or oral request. You may decide at any time to revoke your decision to household, and thereby receive multiple copies.

Q:

Whom should I contact if I have any questions about the proxy materials or voting?

A:

You may contact Fidelity or Ameris at the telephone numbers listed under “References to Additional Information” in the forefront of this joint proxy statement/prospectus. If you have any questions about the proxy materials or if you need assistance submitting your proxy or voting your shares or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact the proxy solicitation agent for the company in which you hold shares. If you are a Fidelity shareholder, you should contact [•], the proxy solicitation agent for Fidelity, toll-free at [•]. If you are an Ameris shareholder, you should contact [•], the proxy solicitation agent for Ameris, toll-free at [•].

TABLE OF CONTENTS

SUMMARY

This summary highlights selected information included in this joint proxy statement/prospectus and does not contain all of the information that may be important to you. You should read this entire document and its appendices and the other documents to which we refer before you decide how to vote. In addition, we incorporate by reference important business and financial information about Ameris and Fidelity into this joint proxy statement/prospectus. See “Where You Can Find More Information” beginning on page 159. Each item in this summary includes a page reference directing you to a more complete description of that item.

The Merger (page 56)

Ameris and Fidelity have entered into the merger agreement pursuant to which Fidelity will merge with and into Ameris, with Ameris continuing as the surviving corporation. Immediately following the completion of the merger, Fidelity Bank will merge with and into Ameris Bank, with Ameris Bank continuing as the surviving bank.

The merger agreement governs the merger. The merger agreement is attached to this joint proxy statement/prospectus as Annex A. All descriptions in this summary and elsewhere in this joint proxy statement/prospectus of the terms and conditions of the merger are qualified in their entirety by reference to the merger agreement. Please read the merger agreement carefully for a more complete understanding of the merger.

The terms and conditions of the bank merger are set forth in a separate merger agreement (which we refer to as the “bank merger agreement”), which was executed by Ameris Bank and Fidelity Bank in connection with the execution of the merger agreement. The form of the bank merger agreement is attached to the merger agreement as Exhibit A.

The Merger Consideration (page 103)

If the merger is completed, each share of Fidelity common stock outstanding immediately prior to the effective time of the merger, except shares of Fidelity common stock held by Fidelity as treasury stock or shares owned by Ameris or by any wholly owned subsidiary of Ameris or Fidelity (other than (i) shares held in trust accounts, managed accounts and the like, or otherwise held in a fiduciary or agency capacity, that are beneficially owned by third parties and (ii) shares held, directly or indirectly, by Ameris, Fidelity or any wholly owned subsidiary of Ameris or Fidelity in respect of a debt previously contracted), will be converted into the right to receive 0.80 shares of Ameris common stock. Fidelity shareholders who would otherwise be entitled to a fraction of a share of Ameris common stock upon the completion of the merger will instead receive, for the fraction of a share, an amount in cash (rounded to the nearest whole cent) based on the average of the closing-sale prices of Ameris common stock for the five full trading days ending on the trading day preceding the closing date of the merger.

As a result of the foregoing, based on the number of shares of Ameris common stock and Fidelity common stock outstanding as of [•], the latest practicable trading date before the date of this joint proxy statement/prospectus, and based on the exchange ratio of 0.80, it is expected that Ameris shareholders will hold approximately [•]%, and Fidelity shareholders will hold approximately [•]%, of the shares of the combined company outstanding immediately after the effective time. Ameris common stock is listed on the Nasdaq under the symbol “ABCB,” and Fidelity common stock is listed on the Nasdaq under the symbol “LION.” The following table shows the closing sale prices of Ameris common stock and Fidelity common stock as reported on the Nasdaq, on December 14, 2018, the last trading day before the public announcement of the merger, and on [•], 2018, the latest practicable trading day before the date of this joint proxy statement/prospectus. The table also shows the implied value of the merger consideration payable for each share of Fidelity common stock, which we calculated by multiplying the closing price per share of Ameris common stock on those dates by the exchange ratio of 0.80.

TABLE OF CONTENTS

	Ameris Common Stock	Fidelity Common Stock	Implied Value of One Share of Fidelity Common Stock
December 14, 2018	\$ 34.02	\$ 21.42	\$ 27.22
[•]	\$ [•]	\$ [•]	\$ [•]

Treatment of Fidelity Equity Awards (page 104)

At the effective time: (i) each outstanding Fidelity option will fully vest and be converted into an option to acquire, on the same terms and conditions as were applicable to such Fidelity option, the number of shares of Ameris common stock (rounded down to the nearest whole share), determined by multiplying (x) the number of shares of Fidelity common stock subject to such Fidelity stock option immediately prior to the effective time by (y) the exchange ratio, at an exercise price per share of Ameris common stock (rounded up to the nearest whole cent) equal to (A) the exercise price per share of Fidelity common stock subject to such Fidelity stock option divided by (B) the exchange ratio; and (ii) each outstanding Fidelity restricted stock award will fully vest and be cancelled and converted into the right to receive the merger consideration in respect of each share of Fidelity common stock underlying such restricted stock award, including a payment in respect of any fractional shares (together with any accrued but unpaid dividends corresponding to the portion of the restricted stock award that vests).

Recommendation of the Fidelity Board of Directors (page 60)

The Fidelity board of directors has unanimously: (i) determined that the merger agreement and the transactions contemplated thereby, including the merger, are in the best interests of Fidelity and the Fidelity shareholders; and (ii) adopted the merger agreement and approved the execution, delivery and performance by Fidelity of the merger agreement and the consummation of the transactions contemplated thereby, including the merger. The Fidelity board of directors unanimously recommends that the Fidelity shareholders vote “FOR” the merger proposal, “FOR” the Fidelity compensation proposal and “FOR” the Fidelity adjournment proposal. See “The Merger — Fidelity’s Reasons for the Merger Recommendation of the Fidelity Board of Directors” beginning on page 60.

Opinion of Fidelity’s Financial Advisors (pages 65 and 78 and Annexes C and D)

Opinion of Sandler O’Neill & Partners, L.P.

On December 16, 2018, Sandler O’Neill & Partners, L.P. (which we refer to as “Sandler O’Neill”) rendered its oral opinion, which was later confirmed in writing, to the Fidelity board of directors to the effect that, as of the date of the opinion and based upon and subject to the procedures followed, assumptions made, matters considered and qualifications and limitations set forth in the opinion, the exchange ratio was fair to the holders of Fidelity common stock, from a financial point of view. The full text of the Sandler O’Neill written opinion, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached to this joint proxy statement/prospectus as Annex C. Fidelity shareholders are urged to read the opinion in its entirety. Sandler O’Neill’s opinion speaks only as of the date of the opinion and was necessarily based on financial, economic, market and other conditions as they existed on, and the information made available to Sandler O’Neill as of, the date of Sandler O’Neill’s opinion. The Sandler O’Neill written opinion is addressed to the Fidelity board of directors, is directed only to the fairness of the exchange ratio to the holders of Fidelity common stock, from a financial point of view, and does not constitute a recommendation as to how any Fidelity shareholder should vote with respect to the merger proposal, the Fidelity compensation proposal, or any other proposals presented at the Fidelity special meeting.

For further information, see “The Merger — Opinion of Sandler O’Neill & Partners, L.P.,” beginning on page 65.

TABLE OF CONTENTS

Opinion of FIG Partners, LLC

On December 16, 2018, FIG Partners, LLC (which we refer to as “FIG Partners”) rendered its oral opinion, which was later confirmed in writing, to the Fidelity board of directors that, based upon and subject to the various considerations set forth in its opinion, the merger consideration to be paid to the Fidelity shareholders is fair to the Fidelity shareholders from a financial point of view. The full text of the FIG Partners written opinion, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached to this joint proxy statement/prospectus as Annex D. Fidelity shareholders are urged to read the opinion in its entirety. FIG Partners’ opinion speaks only as of the date of the opinion and was necessarily based on financial, economic, market and other conditions as they existed on, and the information made available to FIG Partners as of, the date of its opinion. The FIG Partners written opinion is addressed to the Fidelity board of directors, is directed only to the fairness of the merger consideration to the holders of Fidelity common stock, from a financial point of view, and does not constitute a recommendation as to how any Fidelity shareholder should vote with respect to the merger proposal, the Fidelity compensation proposal or any other proposals presented at the Fidelity special meeting.

For further information, see “The Merger — Opinion of FIG Partners, LLC,” beginning on page 78.

Recommendation of the Ameris Board of Directors (page 86)

The Ameris board of directors has unanimously: (i) determined that the merger agreement and the transactions contemplated thereby, including the merger, are in the best interests of Ameris and the Ameris shareholders; and (ii) adopted the merger agreement and approved the execution, delivery and performance by Ameris of the merger agreement and the consummation of the transactions contemplated thereby, including the merger and the Ameris share issuance. The Ameris board of directors unanimously recommends that Ameris shareholders vote “FOR” the Ameris share issuance proposal and “FOR” the Ameris adjournment. See “The Merger — Ameris’s Reasons for the Merger; Recommendation of the Ameris Board of Directors” beginning on page 86.

Opinion of Ameris’s Financial Advisor (page 88 and Annex E)

On December 16, 2018, Stephens Inc. (which we refer to as “Stephens”) rendered its oral opinion, which was later confirmed in writing, to the Ameris board of directors that, as of the date of the opinion and based upon and subject to the procedures followed, assumptions made, matters considered and qualifications and limitations set forth in the opinion, the consideration to be given by Ameris in the merger is fair to Ameris from a financial point of view. The full text of the Stephens written opinion, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached to this joint proxy statement/prospectus as Annex E. Ameris shareholders are urged to read the opinion in its entirety. Stephens’s opinion speaks only as of the date of the opinion and was necessarily based on financial, economic, market and other conditions as they existed on, and the information made available to Stephens as of, the date of Stephens’s opinion. The Stephens written opinion is addressed to the Ameris board of directors, is directed only to the fairness to Ameris of the consideration to be given by Ameris in the merger, from a financial point of view, and does not constitute a recommendation as to how any Ameris shareholder should vote with respect to the Ameris share issuance proposal or any other proposal presented at the Ameris special meeting.

For further information, see “The Merger — Opinion of Stephens Inc.,” beginning on page 88.

Fidelity Special Meeting (page 113)

The Fidelity special meeting will be held on [•], at [•] a.m. Eastern Time, at [•]. At the Fidelity special meeting, Fidelity shareholders will be asked to approve the merger proposal, the Fidelity compensation proposal and the Fidelity adjournment proposal (if necessary or appropriate).

The Fidelity board of directors has fixed the close of business on [•] as the record date for determining the holders of Fidelity common stock entitled to receive notice of, and to vote at, the Fidelity special meeting. As of the Fidelity record date, there were [•] shares of Fidelity common stock outstanding and entitled to vote at the Fidelity special meeting held by [•] holders of record.

TABLE OF CONTENTS

The presence, in person or represented by proxy, of at least a majority of the total number of outstanding shares of Fidelity common stock entitled to vote is necessary in order to constitute a quorum for purposes of the matters being voted on at the Fidelity special meeting.

Each share of Fidelity common stock entitles the holder thereof to one vote at the Fidelity special meeting on each proposal to be considered at the Fidelity special meeting. As of the Fidelity record date, directors and executive officers of Fidelity and their affiliates owned and were entitled to vote [•] shares of Fidelity common stock, representing approximately [•]% of the shares of Fidelity common stock issued and outstanding on that date.

Each director of Fidelity who beneficially owns 1% or more of the outstanding Fidelity common stock, solely in such director's capacity as a Fidelity shareholder, has entered into a voting and support agreement with Ameris and Fidelity, the form of which is attached as Annex B to this joint proxy statement/ prospectus (which we refer to as the "voting agreement"), pursuant to which such director has agreed to vote in favor of the merger proposal and against any alternative acquisition proposal. As of the Fidelity record date, the directors of Fidelity who are parties to the voting agreement were entitled to vote approximately [•] shares of Fidelity common stock representing approximately [•]% of the shares of Fidelity common stock outstanding on that date.

Fidelity currently expects that its directors who are not party to the voting agreement and its executive officers will vote their shares in favor of the merger proposal, the Fidelity compensation proposal and the Fidelity adjournment proposal (if necessary or appropriate), although none of them has entered into any agreements obligating them to do so. As of the record date, Ameris did not beneficially hold any shares of Fidelity common stock.

Approval of the merger proposal requires the affirmative vote of at least 66 2/3% of the outstanding shares of Fidelity common stock entitled to vote thereon. Assuming a quorum is present, approval of the Fidelity compensation proposal and Fidelity adjournment proposal (if necessary or appropriate) requires the affirmative vote of a majority of the votes cast on such proposal at the Fidelity special meeting. Fidelity shareholders must approve the merger proposal in order for the merger to occur. Fidelity shareholders are not, however, required to approve the Fidelity compensation proposal or the Fidelity adjournment proposal in order for the merger to occur.

Ameris Special Meeting (page 48)

The Ameris special meeting will be held on [•], at [•] a.m. Eastern Time, at [•]. At the Ameris special meeting, Ameris shareholders will be asked to approve the Ameris share issuance proposal and the Ameris adjournment proposal (if necessary or appropriate).

The Ameris board of directors has fixed the close of business on [•] as the record date for determining the holders of Ameris common stock entitled to receive notice of, and to vote at, the Ameris special meeting. As of the Ameris record date, there were [•] shares of Ameris common stock outstanding and entitled to vote at the Ameris special meeting held by [•] holders of record.

The presence, in person or represented by proxy, of at least a majority of the total number of outstanding shares of Ameris common stock entitled to vote is necessary in order to constitute a quorum for purposes of the matters being voted on at the Ameris special meeting.

Each share of Ameris common stock entitles the holder thereof to one vote at the Ameris special meeting on each proposal to be considered at the Ameris special meeting. As of the Ameris record date, directors and executive officers of Ameris and their affiliates owned and were entitled to vote [•] shares of Ameris common stock, representing approximately [•]% of the shares of Ameris common stock issued and outstanding on that date.

Ameris currently expects that its directors and executive officers will vote their shares in favor of the Ameris share issuance proposal and the Ameris adjournment proposal (if necessary or appropriate), although none of them has entered into any agreements obligating them to do so. As of the record date, Fidelity did not beneficially hold any shares of Ameris common stock.

TABLE OF CONTENTS

Assuming a quorum is present, approval of each of the Ameris share issuance proposal and Ameris adjournment proposal (if necessary or appropriate) requires the affirmative vote of a majority of the votes cast on such proposal at the Ameris special meeting. Ameris shareholders must approve the Ameris share issuance proposal in order for the merger to occur. If Ameris shareholders fail to approve the Ameris share issuance proposal, the merger will not occur. Ameris shareholders are not, however, required to approve the Ameris adjournment proposal in order for the merger to occur. If Ameris shareholders fail to approve the Ameris adjournment proposal, but approve the Ameris share issuance proposal, the merger may nonetheless occur.

Interests of Fidelity's Directors and Executive Officers in the Merger (page 95)

In considering the recommendation of the Fidelity board of directors with respect to the merger, Fidelity shareholders should be aware that Fidelity's directors and executive officers have interests in the merger, including financial interests, that may be different from, or in addition to, the interests of Fidelity shareholders generally. The Fidelity board of directors was aware of these interests and considered them, among other matters, in making its recommendation that Fidelity shareholders vote to approve the merger proposal.

These interests include, among others:

- at the effective time, each Fidelity option will fully vest and convert into a stock option of equivalent value to purchase shares of Ameris common stock, and each Fidelity restricted stock award will fully vest and convert into the right to receive the merger consideration in respect of each share of Fidelity common stock subject to such award;
- James B. Miller, Jr., H. Palmer Proctor, Jr., Gloria A. O'Neal, Rodney D. Bullard and Wm. Millard Choate, each a member of the Fidelity board of directors, will be appointed to serve on the Ameris and Ameris Bank boards of directors at the effective time;
- Mr. Miller, Chairman and Chief Executive Officer of Fidelity, will become Executive Chairman of Ameris and Ameris Bank at the effective time, pursuant to the terms of an employment agreement he entered into with Ameris and Ameris Bank, which agreement provides for certain payments in connection with the effective time or a qualifying termination of employment thereafter;
- Mr. Proctor, President of Fidelity and Chief Executive Officer of Fidelity Bank, will become President of Ameris and Chief Executive Officer of Ameris Bank at the effective time, pursuant to the terms of an employment agreement he entered into with Ameris and Ameris Bank, which agreement provides for certain payments in connection with the effective time or a qualifying termination of employment thereafter;
- Charles D. Christy, Chief Financial Officer of Fidelity, and David Buchanan, Vice President of Fidelity, are party to executive continuity agreements with Fidelity that provide for severance benefits upon a qualifying termination of employment;
- the salary continuation agreements between Fidelity and its executive officers (other than Mr. Christy) will be paid out in connection with the merger; and
- Fidelity's directors and executive officers are entitled to continued indemnification and insurance coverage under the merger agreement.

For a more complete description of these interests, see the section entitled “The Merger — Interests of Fidelity’s Directors and Executive Officers in the Merger” and “The Merger — Merger-related Compensation for Fidelity’s Named Executive Officers” beginning on pages 95 and 99, respectively.

Appraisal Rights in the Merger (page 101)

Under the Georgia Business Corporations Code (which we refer to as the “GBCC”), which is the law under which Fidelity is incorporated, Fidelity shareholders will not be entitled to any appraisal rights or dissenters’ rights in connection with the merger.

For more information, see “The Merger — Appraisal Rights in the Merger,” beginning on page 101.

15

TABLE OF CONTENTS

Agreement Not to Solicit Other Offers (page 113)

Under the terms of the merger agreement, Fidelity has agreed not to take any action to initiate, solicit, seek, knowingly facilitate or encourage any inquiries or expressions of interest or the making of any proposal or offer that constitutes, or would reasonably be expected to lead to, or participate in any discussions or negotiations regarding, or furnish, or otherwise afford access, to any person or entity any nonpublic information or data relating to, or approve, endorse or recommend, or enter into any agreement in principle, arrangement, understanding, contract or agreement (other than a confidentiality agreement described in this paragraph) relating to, any acquisition proposal. Notwithstanding these restrictions, the merger agreement provides that, under specified circumstances, Fidelity may take any of the actions described in the preceding sentence in response to an unsolicited, bona fide written acquisition proposal received by Fidelity prior to the Fidelity special meeting if, but only if, (i) the Fidelity board of directors determines in good faith (in accordance with the merger agreement and after consultation with its outside legal counsel and independent financial advisor) that such acquisition proposal constitutes, or is reasonably likely to result in, a proposal which is superior to the merger with Ameris and a failure to take such actions would be reasonably likely to result in a violation of its fiduciary duties to Fidelity and its shareholders under applicable law, (ii) Fidelity provides Ameris with prompt (and in any event within twenty-four (24) hours) notice of such determination and (iii) prior to furnishing or affording access to any information or data with respect to Fidelity or otherwise relating to such acquisition proposal, Fidelity receives from such person or entity a confidentiality agreement with terms no less favorable to Fidelity than those contained in the confidentiality agreement between Fidelity and Ameris.

Conditions to Complete the Merger (page 115)

The obligations of Ameris and Fidelity to complete the merger are each subject to the satisfaction or waiver of certain conditions, including:

- the approval of the Ameris share issuance by the requisite vote of Ameris shareholders (which we refer to as the “Ameris shareholder approval”);
- the approval of the merger agreement and the transactions contemplated thereby, including the merger, by the requisite vote of Fidelity shareholders (which we refer to as the “Fidelity shareholder approval”);
- the receipt and effectiveness of the requisite regulatory approvals contemplated by the merger agreement, without the imposition of any materially burdensome regulatory condition (as defined in the merger agreement and discussed under “The Merger Agreement — Regulatory Matters” beginning on page 111), and the expiration or termination of all statutory waiting periods in respect thereof;
- the approval for listing on the Nasdaq of the shares of Ameris common stock to be issued in the merger;
- the parties’ standing ready to complete the bank merger immediately after the merger;
- effectiveness of the registration statement on Form S-4, of which this joint proxy statement/ prospectus forms a part, and the absence of a stop order or proceeding initiated or threatened by the SEC for that purpose;
- the absence of any law or order enacted or issued by any governmental authority which has the effect of making illegal or preventing or prohibiting the completion of the transactions contemplated by the merger agreement;
-

subject to certain exceptions, the accuracy of the representations and warranties of the other party, generally subject to a material adverse effect qualification;

-

performance and compliance in all material respects by the other party of its covenants and obligations required by the merger agreement to be performed or complied with prior to or at the closing date of the merger;

TABLE OF CONTENTS

- receipt by such party of an opinion from its legal counsel to the effect that the merger will qualify as a “reorganization” within the meaning of Section 368(a) of the Code; and

- the absence of any event, change, occurrence, circumstance, condition, effect or development that has had, or may reasonably be expected to have, a material adverse effect on the other party since December 17, 2018.

Neither Ameris nor Fidelity can be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed. For more information, see “The Merger Agreement — Conditions to Complete the Merger,” beginning on page 115.

Termination of the Merger Agreement; Termination Fee (pages 116 and 117)

The merger agreement may be terminated at any time by Ameris or Fidelity prior to the closing date of the merger:

- by mutual written consent;

- by either party if the merger does not close by December 31, 2019, except that a party may not terminate the merger agreement for this reason if the failure of the closing to occur by such date was caused by or resulted from such party’s failure to fulfill any obligation under the merger agreement;

- by either party in the event of a breach by the other party of any representation, warranty or obligation contained in the merger agreement, which breach has not been or cannot be cured within 30 days after the giving of written notice to the non-terminating party of such breach and which breach would be reasonably likely to result in a failure to satisfy any applicable closing condition, provided that the terminating party is not then in material breach of the merger agreement;

- by either party if final action has been taken by a regulatory agency whose approval is required in connection with the merger agreement or the bank merger agreement, which final action has become nonappealable and does not approve the merger agreement or the bank merger agreement or the transactions contemplated thereby, or any governmental authority enacts or enters a law or final nonappealable judgment which would make illegal the consummation of the transactions contemplated by the merger agreement or the bank merger agreement;

- by either party (provided that such party is not in breach of its obligations under the merger agreement with respect to obtaining its shareholders’ approval), if the Ameris shareholder approval is not obtained at the Ameris special meeting or the Fidelity shareholder approval is not obtained at the Fidelity special meeting;

- by Ameris prior to the time the Fidelity shareholder approval is obtained if the Fidelity board of directors (or any committee thereof) fails to recommend that Fidelity shareholders approve the merger agreement or makes an adverse recommendation change (as defined in the merger agreement and discussed under “The Merger Agreement — Adverse Recommendation Change” beginning on page 114), or Fidelity has materially breached its obligations with respect to obtaining the Fidelity shareholder approval or alternative acquisition proposals; and

- by Fidelity, prior to obtaining the Fidelity shareholder approval, to enter into an agreement relating to a superior proposal (as defined in the merger agreement and discussed under “The Merger Agreement — Agreement Not to Solicit

Other Offers” beginning on page 113), provided that Fidelity has complied in all material respects with its obligations with respect to obtaining the Fidelity shareholder approval and alternative acquisition proposals.

If the merger agreement is terminated under certain circumstances, Fidelity may be required to pay to Ameris a termination fee equal to \$29,000,000. This termination fee could discourage other companies from seeking to acquire or merge with Fidelity.

For more information, see “The Merger Agreement — Termination of the Merger Agreement” and “The Merger Agreement — Termination Fee” beginning on pages 116 and 117, respectively.

17

TABLE OF CONTENTS

Regulatory Approvals Required for the Merger (page 23)

Subject to the terms of the merger agreement, both Ameris and Fidelity have agreed to use their reasonable best efforts to obtain all regulatory approvals required or advisable to consummate and make effective, in the most expeditious manner practicable, 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 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 the combined company after the completion of the merger. We make no assurance that the regulatory approvals received will not contain any condition applicable to Ameris, Fidelity or any of their respective subsidiaries that would result in the imposition of a materially burdensome regulatory condition.

For more information, see “The Merger — Regulatory Approvals Required for the Merger,” beginning on page 23. Comparison of Shareholders’ Rights (page 143)

The rights of Fidelity shareholders will change as a result of the merger due to differences in Ameris’s and Fidelity’s articles of incorporation and bylaws. Rights of Fidelity shareholders are currently governed by Fidelity’s articles of incorporation and bylaws and Georgia law. Upon the completion of the merger, Fidelity shareholders immediately prior to the effective time will become shareholders of Ameris, as the continuing legal entity in the merger, and the rights of Fidelity shareholders will thereafter be governed by Ameris’s articles of incorporation and bylaws and Georgia law. The differences in shareholder rights are explained more fully in “Comparison of Shareholders’ Rights” beginning on page 143.

Risk Factors (page 35)

You should consider all the information contained in or incorporated by reference into this joint proxy statement/prospectus in deciding how to vote for the proposals presented in this joint proxy statement/ prospectus. In particular, you should consider the factors described under “Risk Factors” beginning on page 35.

Accounting Treatment of the Merger (page 119)

Ameris will account for the merger as a business combination using the acquisition method of accounting for financial reporting purposes.

Material U.S. Federal Income Tax Consequences of the Merger (page 29)

It is intended that the merger qualify as a “reorganization” within the meaning of Section 368(a) of the Code. It is a condition to the completion of the merger that Ameris and Fidelity receive written opinions from their respective legal counsel to the effect that the merger will qualify as a “reorganization” within the meaning of Section 368(a) of the Code. If the merger so qualifies, a U.S. holder of Fidelity common stock generally will not recognize gain or loss for U.S. federal income tax purposes upon the exchange of shares of Fidelity common stock for shares of Ameris common stock pursuant to the merger, except with respect to cash received instead of fractional shares of Ameris common stock. For further information, see “Material U.S. Federal Income Tax Consequences of the Merger” beginning on page 29.

All holders of Fidelity common stock should consult their own tax advisors for a full understanding of the particular tax consequences of the merger to them.

The Parties (page 54)

Ameris Bancorp

Ameris Bancorp is a bank holding company whose business is conducted primarily through Ameris Bank, a Georgia state-chartered bank and a wholly owned subsidiary of Ameris. Through Ameris Bank,

TABLE OF CONTENTS

Ameris provides a full range of banking services to its retail and commercial customers through 125 branches primarily concentrated in select markets in Georgia, Alabama, Florida and South Carolina. These branches serve distinct communities in Ameris's business areas with autonomy but do so as one bank, leveraging its favorable geographic footprint in an effort to acquire more customers. Deposits with Ameris Bank are insured, up to applicable limits, by the FDIC.

Throughout Ameris's history, Ameris's strategy has been focused on growing the franchise in Ameris's historical markets and in select new markets that Ameris has entered through acquisitions. Ameris believes its strategy has resulted in a consistent record of strong growth over an extended period of time, as Ameris has grown from \$2.11 billion in total assets at December 31, 2007 to \$11.43 billion in total assets at September 30, 2018. At September 30, 2018, Ameris also had total loans (net of allowance for loan losses) of \$8.50 billion, total deposits of \$9.18 billion and shareholders' equity of \$1.40 billion.

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

Ameris Bancorp's principal executive office is located at 310 First Street, S.E., Moultrie, Georgia 31768, and its telephone number at that location is (229) 890-1111. Ameris's website is <http://www.amerisbank.com>. The information on Ameris's website is not part of this joint 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 joint proxy statement/prospectus. Additional information about Ameris and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 159.

Fidelity Southern Corporation

Fidelity Southern Corporation is a bank holding company headquartered in Atlanta, Georgia. Fidelity conducts operations primarily through Fidelity Bank, a state chartered wholly-owned subsidiary bank. Fidelity Bank was organized as a national banking corporation in 1973 and converted to a Georgia chartered state bank in 2003.

LionMark Insurance Company is a wholly-owned subsidiary of Fidelity and is an insurance agency offering consumer credit related insurance products. Fidelity also owns three subsidiaries established to issue trust preferred securities. Deposits with Fidelity Bank are insured, up to applicable limits, by the FDIC.

Since Fidelity's inception in 1973, it has pursued managed, profitable growth through providing quality financial services. Fidelity's mission is to continue growth, improve earnings and increase shareholder value; to treat customers, employees, community and shareholders according to the "Golden Rule"; and to operate within a culture of strong internal controls. Fidelity's franchise primarily spans the metropolitan Atlanta, Jacksonville, Orlando, Tallahassee and Sarasota-Bradenton, Florida markets. Fidelity also conducts indirect automobile lending in Georgia and Florida and residential mortgage lending throughout the South. Small business administration lending has a nation-wide footprint. At September 30, 2018, Fidelity had \$4.81 billion in total assets, total loans (net of allowance for loan losses) of \$3.68 billion, total deposits of \$4.05 billion and total shareholders' equity of \$432.10 million.

Fidelity common stock is listed on the Nasdaq under the symbol "LION."

Fidelity's principal executive office is located at 3490 Piedmont Road, Suite 1550, Atlanta, Georgia 30305, and its telephone number at that location is (404) 639-6500. Fidelity's website is <http://www.fidelitysouthern.com>. The information on Fidelity's website is not part of this joint proxy statement/prospectus, and the reference to Fidelity's website address does not constitute incorporation by reference of any information on that website into this joint proxy statement/prospectus. Additional information about Fidelity and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 159.

Ameris Bancorp Year End 2018 Financial Results

On January 25, 2019, Ameris issued a press release announcing its financial results for the fourth quarter and year ended December 31, 2018. The press release was included as an exhibit to the Current Report on Form 8-K furnished to the SEC by Ameris on January 25, 2019.

TABLE OF CONTENTS

Ameris's audited consolidated financial statements for year ended December 31, 2018 are not yet available. Accordingly, the financial results presented below are preliminary and subject to the completion of Ameris's financial closing procedures and any adjustments that may result from the completion of the review of its consolidated financial statements. As a result, these preliminary results may differ from the actual results that will be reflected in Ameris's audited consolidated financial statements for the year ended December 31, 2018 when they are completed and publicly disclosed. These preliminary results may change and those changes may be material.

Ameris's expectations with respect to its unaudited results for the period discussed below are based upon management estimates and are the responsibility of management. Ameris's independent registered public accounting firm has not audited, reviewed or performed any procedures with respect to these preliminary results and, accordingly, does not express an opinion or any other form of assurance about them.

Results of Operations

Ameris reported net income of \$121.0 million, or \$2.80 per diluted share, for the year ended December 31, 2018, compared with \$73.5 million, or \$1.98 per diluted share, for 2017. For the quarter ending December 31, 2018, reported results include net income of \$43.5 million, or \$0.91 per diluted share, compared with \$9.2 million, or \$0.24 per diluted share, for the same period in 2017.

Net interest income on a tax-equivalent basis increased 30.1% in 2018 to \$347.5 million, up from \$267.1 million for 2017. Growth in earning assets from Ameris's two acquisitions in 2018, as well as internal sources, contributed to the increase. Average earning assets increased 31.1% in 2018 to \$8.86 billion, compared with \$6.76 billion for 2017. Although Ameris's net interest income increased, net interest margin for 2018 declined only slightly to 3.92%, compared with 3.95% for 2017. Yields on earning assets in 2018 were 4.71%, compared with 4.46% in 2017. Accretion income for 2018 increased to \$11.8 million, or 2.6% of total revenue, compared with \$10.6 million, or 2.9%, respectively, for 2017.

Ameris's net interest margin was 3.91% for the fourth quarter of 2018, down slightly from 3.92% reported for the third quarter of 2018 and 3.94% reported for the fourth quarter of 2017. Accretion income for the fourth quarter of 2018 increased to \$4.1 million, compared with \$3.7 million for the third quarter of 2018, and up from \$2.2 million reported for the fourth quarter of 2017.

Total interest expense for 2018 was \$69.9 million, compared with \$34.2 million for 2017. Deposit costs increased during 2018 to 0.62%, compared with 0.34% for 2017. Noninterest-bearing deposits represented 27.5% of the total average deposits for 2018, compared with 28.6% for 2017.

Interest expense during the fourth quarter of 2018 moved higher to \$23.2 million, compared with \$22.1 million in the third quarter of 2018 and \$10.0 million in the fourth quarter of 2017. Ameris's total cost of funds moved 4 basis points higher to 0.94% in the fourth quarter of 2018 as compared with the third quarter of 2018. Deposit costs increased 10 basis points during the fourth quarter of 2018 to 0.79%, compared with 0.69% in the third quarter of 2018. Costs of interest-bearing deposits increased during the quarter from 0.93% in the third quarter of 2018 to 1.09% in the fourth quarter, with the material portion of the increase relating to NOW and MMDA accounts.

Non-interest income increased 13.4% in 2018 to \$118.4 million, compared with \$104.5 million for 2017, as a result of increased service charges and mortgage banking activity during 2018. Service charge revenue increased \$4.1 million, or 9.7%, during 2018 due to Ameris's increased number of deposit accounts from organic growth and the acquisitions completed in 2018. Revenue in the retail mortgage group totaled \$71.7 million in 2018, an increase of 18.5%, compared with \$60.5 million in 2017. Net income for Ameris's retail mortgage division was \$4.0 million for the fourth quarter of 2018, compared with \$3.7 million in the third quarter of 2018 and \$2.2 million for the fourth quarter of 2017. Profitability in Ameris's warehouse lending group continued to increase, as revenues from the division increased 45.9% during the year, from \$7.6 million for 2017 to \$11.1 million in 2018. Net income for the division increased 86.8% from \$4.3 million in 2017 to \$8.1 million in 2018. Net income for Ameris's warehouse lending division was \$2.0 million for the fourth quarter of 2018, compared with \$2.2 million for the third quarter of 2018 and \$1.4 million for the fourth quarter of 2017.

TABLE OF CONTENTS

Non-interest expense increased \$61.7 million, or 26.6%, to \$293.6 million for the year ended December 31, 2018, compared with \$231.9 million for 2017. During 2018, Ameris recorded \$31.8 million of charges to earnings, the majority of which were related to merger and conversion activity and executive retirement, compared to \$7.8 million in 2017 that were mostly merger and compliance oriented. Excluding these charges, adjusted expenses increased approximately \$37.6 million, or 16.8%, to \$261.8 million in 2018, up from \$224.2 million in 2017. Growth in operating expenses in 2018 amounted to 1.57% of growth in average assets, materially lower than Ameris's gross overhead ratio for 2017 at 3.06%.

Ameris's recorded income tax expense of \$30.5 million for the year ended December 31, 2018 compared with \$50.7 million for the year ended December 31, 2017. The effective tax rate was 20.1% for the year end December 31, 2018, significantly lower than effective tax rate of 40.8% for 2017 due to the Tax Cuts and Jobs Act that was enacted in the fourth quarter of 2017.

Balance Sheet Trends

Total assets increased \$3.59 billion, or 45.7%, during 2018. Total loans, including loans held for sale, purchased loans and purchased loan pools, were \$8.62 billion at the end of 2018, compared with \$6.24 billion at the end of 2017. Excluding the effects of recent acquisitions, growth in core loans (including legacy and purchased non-covered loans) totaled \$482.6 million, or 8.5%, during 2018, compared with \$941.0 million, or 20.3%, in 2017.

At December 31, 2018, total deposits amounted to \$9.65 billion, or 97.4% of total funding, compared with \$6.63 billion and 94.8%, respectively, at December 31, 2017. Excluding Ameris's recently completed acquisitions and brokered funds, deposits increased \$549.7 million, or 8.6%. At December 31, 2018, noninterest-bearing deposit accounts were \$2.52 billion, or 26.1% of total deposits, compared with \$1.78 billion, or 26.8% of total deposits, at December 31, 2017. Non-rate sensitive deposits (including non-interest bearing, NOW and savings) totaled \$4.60 billion at December 31, 2018, compared with \$3.52 billion at the end of 2017. These funds represented 47.6% of Ameris's total deposits at the end of 2018, compared with 53.1% at the end of 2017.

Shareholders' equity at December 31, 2018 totaled \$1.46 billion, an increase of \$651.9 million, or 81.0%, from December 31, 2017. The increase in shareholders' equity was the result of the issuance of new shares of Ameris common stock in Ameris's recent acquisitions, plus earnings of \$121.0 million during 2018. Tangible book value per common share was \$18.83 at the end of 2018, up from \$17.78 at September 30, 2018 and \$17.86 at the end of 2017. Tangible common equity as a percentage of tangible assets was 8.22% at the end of 2018, compared with 7.77% at the end of the third quarter of 2017 and 8.62% at the end of 2017.

Ameris's "tangible book value per common share" is determined by methods other than in accordance with generally accepted accounting principles in the United States (which we refer to as "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, and see "Selected Historical Consolidated Financial Data of Ameris — Reconciliation of Non-GAAP Financial Measures" for a discussion of Ameris's management's use of non-GAAP financial measures.

During the fourth quarter of 2018, Ameris recorded provision for loan loss expense of \$3.7 million, compared with \$2.1 million in the third quarter of 2018. The increase in provision expense is mostly attributable to increased general reserves on consumer and premium finance loans based on loss history and agricultural loans affected by Hurricane Michael. Nonperforming assets as a percentage of total assets decreased five basis points to 0.55% during the quarter.

Reconciliation of Non-GAAP Financial Measures

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

TABLE OF CONTENTS

	Three Months Ended				Year Ended		
(dollars in thousands except per share data)	December 2018	September 2018	June 2018	March 2018	December 2017	December 2018	December 2017
Total shareholders' equity	\$ 1,456,347	\$ 1,404,977	\$ 1,371,896	\$ 868,944	\$ 804,479	\$ 1,456,347	\$ 804,479
Less:							
Goodwill	503,434	505,604	504,764	208,513	125,532	503,434	125,532
Other intangibles, net	58,689	54,729	53,561	12,562	13,496	58,689	13,496
Total tangible shareholders' equity	\$ 894,224	\$ 844,644	\$ 813,571	\$ 647,869	\$ 665,451	\$ 894,224	\$ 665,451
Period end number of shares	47,499,941	47,496,966	47,518,662	38,327,081	37,260,012	47,499,941	37,260,012
Book value per share (period end)	\$ 30.66	\$ 29.58	\$ 28.87	\$ 22.67	\$ 21.59	\$ 30.66	\$ 21.59
Tangible book value per share (period end)	\$ 18.83	\$ 17.78	\$ 17.12	\$ 16.90	\$ 17.86	\$ 18.83	\$ 17.86

Fidelity Southern Corporation Year End 2018 Financial Results

On January 17, 2019, Fidelity issued a press release announcing its financial results for the fourth quarter and year ended December 31, 2018. The press release was included as an exhibit to the Current Report on Form 8-K furnished to the SEC by Fidelity on January 18, 2019.

Fidelity's audited consolidated financial statements for year ended December 31, 2018 are not yet available.

Accordingly, the financial results presented below are preliminary and subject to the completion of Fidelity's financial closing procedures and any adjustments that may result from the completion of the review of its consolidated financial statements. As a result, these preliminary results may differ from the actual results that will be reflected in Fidelity's audited consolidated financial statements for the year ended December 31, 2018 when they are completed and publicly disclosed. These preliminary results may change and those changes may be material.

Fidelity's expectations with respect to its unaudited results for the period discussed below are based upon management estimates and are the responsibility of management. Fidelity's independent registered public accounting firm has not audited, reviewed or performed any procedures with respect to these preliminary results and, accordingly, does not express an opinion or any other form of assurance about them.

Results of Operations

Fidelity reported net income of \$43.8 million, or \$1.61 per diluted share, for the year ended December 31, 2018, compared with \$39.8 million, or \$1.49 per diluted share, for 2017. For the quarter ending December 31, 2018, reported results include net income of \$9.9 million, or \$0.36 per diluted share, compared with \$12.4 million, or \$0.46 per diluted share, for the same period in 2017.

Interest income for the quarter ended December 31, 2018 of \$48.3 million was higher by \$1.4 million, compared to

the prior quarter, driven by moderate increases in loan, investment and Fed Funds income. Although average loans decreased by \$105.5 million for the quarter, \$70.2 million of this was due to a decrease in lower yielding indirect loans, which were partially replaced in the portfolio mix with higher yielding commercial and SBA loans. An increase in average investment securities of \$57.5 million and an increase in average Fed Funds and bank deposit balances of \$33.7 million also contributed to higher interest income. The yield on total average interest-bearing assets also increased 14 basis points from the previous quarter. As compared to the same period in the prior year, interest income increased by \$6.6 million as average loans increased by \$172.7 million and the yield on total average interest-bearing assets increased by 35 basis points, as market interest rates rose year over year. Interest income was \$181.4 million for the year ended December 31, 2018, an increase of \$23.5 million compared to the same period in the prior year, primarily due to an increase of 21 basis points in the yield on loans and an increase of \$324.7 million in average loans. Interest expense of \$8.7 million increased slightly by \$588,000, or 7.2%, for the quarter ended December 31, 2018 as average FHLB borrowings increased by \$8.8 million. As compared to the fourth quarter of the prior year, interest expense increased by \$2.9 million. Rising market rates paid on money

22

TABLE OF CONTENTS

market deposits and CD's drove the increase, as well as increased volume and rates for short term borrowings. For the year ended December 31, 2018, interest expense increased by \$9.2 million, or 40.3%, compared to previous year, as market rates and deposit balances increased over the twelve months ended December 31, 2018.

The net interest margin was 3.54% for the quarter ended December 31, 2018 compared to 3.45% in the previous quarter, an increase of 9 basis points. Loan coupon yields, excluding fees, SBA discount accretion, and accretable yields, increased faster than deposit and borrowing costs during the quarter.

The yield on total average interest-bearing liabilities increased by only 9 basis points while the yield on total average interest-earning assets increased by 14 basis points from 4.18% to 4.32%. Average loans decreased by \$105.5 million, of which \$70.2 million was a decrease in lower yielding indirect auto loans. Higher yielding investment securities increased by \$57.5 million as Fidelity Bank's strategy to reposition its balance sheet continues to occur.

Average total interest-bearing liabilities decreased by \$24.2 million, average deposits decreased by \$33.1 million, offset by an increase in average borrowings of \$8.8 million in order to help fund loan production.

As compared to the same period a year ago, the net interest margin for the quarter ended December 31, 2018 increased by 12 basis points to 3.54% from 3.42%, primarily due to a 35 basis point increase in the yield on total average interest-earning assets of \$4.4 billion, offset by an increase of 35 basis points in the yield on total average interest-bearing liabilities of \$3.1 billion. Average earning assets increased by \$271.6 million, primarily due to an increase in average loans over the year. Average interest-bearing liabilities increased by \$117.8 million, primarily driven by an increase in average borrowings of \$146.7 million, offset by a decrease in average interest-bearing deposits of \$29.0 million.

On a linked-quarter basis, noninterest income for the quarter ended December 31, 2018 decreased by \$2.6 million, or 7.7%, largely due to a decrease in other noninterest income of \$2.8 million, primarily due to the \$2.6 million death benefit received from life insurance policies during the previous quarter. Mortgage banking activities decreased by \$1.9 million, or 8.1%, as gross mortgage revenue decreased by \$2.8 million and mortgage production also decreased by \$121.6 million. These decreases were offset by an increase in SBA lending activities of \$2.5 million, mainly due to a large SBA loan sale in December, as well as an increase in SBA loan closings during the quarter. Compared to the same period a year ago, noninterest income for the quarter increased by \$2.2 million, primarily due to a \$2.9 million increase in SBA banking activities, as SBA loan sales were higher in the current quarter as discussed above. For the year ended December 31, 2018, noninterest income increased by \$3.9 million as all sources of noninterest income increased, except for indirect lending activities, which decreased by \$7.3 million, as indirect loan sales and production decreased significantly during the year.

On a linked-quarter basis, total noninterest expense for the quarter ended December 31, 2018 increased by \$528,000, or 0.9%, mainly due to an increase in other expenses of \$2.4 million, of which \$1.2 million were merger related expenses. This increase was offset by a decrease in commissions expense of \$1.7 million from lower mortgage loan originations for the quarter. Compared to the prior year quarter, noninterest expense of \$56.1 increased by \$3.2 million, or 6.1%. Salaries and employee benefits increased by \$3.2 million, or 12.4%, compared to the same quarter in 2017, primarily due to \$2.6 million of merger related expenses. For the year ended December 31, 2018, total noninterest expense increased \$14.4 million compared to the previous year, of which \$10.2 million was due to an increase in salaries and benefits. Salaries increased by \$3.8 million, partially due to a \$2.7 million increase in employee incentives due to performance and related to the balance sheet strategies implemented earlier in the year, and from a comparison perspective, no executive incentives were paid in 2017. Other expense increased by \$2.8 million, of which \$1.2 million was merger related expenses.

On a linked-quarter basis, income tax expense for the quarter ended December 31, 2018 remained relatively flat. The effective tax rate increased to 28% from 23% due to a \$2.6 million tax-free death benefit received from life insurance policies in the previous quarter. For the year ended December 31, 2018, income tax expense decreased by \$1.5 million as the effective tax rate decreased from 28% to 24% primarily as a result of the Tax Cuts and Jobs Act enacted on December 22, 2017, which included, among other things, a reduction in the federal corporate income tax rate from 35% to 21% from the beginning of the tax year 2018 going forward.

TABLE OF CONTENTS

Balance Sheet Trends

Total assets decreased by \$78.3 million, or 1.6%, during the quarter, to \$4.7 billion at December 31, 2018, primarily due to a decrease of \$153.5 million in total loans. This decrease was primarily due to a decrease in loans held for sale of \$132.0 million, as well as a decrease of \$21.5 million in loans held for investment. The decrease in loans held for sale was primarily in mortgage loans, which decreased \$102.7 million, as seasonal production decreased. Other assets also decreased by \$3.0 million.

Offsetting these decreases, investments increased by \$42.2 million as Fidelity Bank continues to increase its investments available-for-sale portfolio as part of its strategy to reposition the balance sheet to higher yielding assets. Cash balances also increased by \$29.6 million for the quarter. Loan servicing assets also increased by \$3.4 million. Total assets grew by \$156.9 million, or 3.4%, to \$4.7 billion at December 31, 2018, compared to \$4.6 billion at December 31, 2017. Primary drivers for the year over year growth were an increase in cash of \$26.0 million and an increase in investments available-for-sale of \$131.5 million as Fidelity Bank repositioned its balance sheet to higher yielding investments over the year.

Total loans, including loans held for sale, decreased during the quarter by \$153.5 million, or 3.8%, to \$3.9 billion at December 31, 2018. This reduction was primarily due to a decrease in loans held for sale of \$132.0 million, primarily mortgage loans held for sale, which accounted for \$102.7 million of the decrease.

Total loans decreased by \$13.9 million, or 0.4%, compared to December 31, 2017, as loans held for sale decreased by \$118.5 million, offset by an increase in loans held for investment of \$104.5 million. Loans held for sale decreased due to lower sales of mortgage loans and indirect auto loans. The growth in loans was primarily in commercial and mortgage loans, while average indirect auto loans for the quarter decreased by \$70.2 million.

Compared to 2017, the provision for loan losses for the year increased by \$1.2 million, or 29.1%, mainly due to increases in commercial loan balances.

Core deposits decreased by \$86.6 million during the quarter to \$3.1 billion with seasonal decreases in all categories. Noninterest bearing deposits decreased by 2.8% as escrow deposits decreased seasonally as escrow balances were paid down during the quarter. Also, the escrow accounts for mortgage servicing rights sold in the previous quarter were transferred to the purchaser. This decrease was offset by an increase in time deposits of \$18.2 million during the quarter, mainly due to an increase of \$29.6 million in brokered deposits, resulting in a decrease in total deposits of \$68.4 million, or 1.7%.

Year over year, deposits grew by \$114.4 million or 3.0%, primarily due to growth in non-interest bearing demand deposits and money market accounts.

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

The following table summarizes certain selected consolidated historical financial data of Ameris for the periods presented. The selected historical financial data as of and for the nine months ended September 30, 2018 and 2017 have been derived from Ameris's unaudited interim consolidated financial statements, which are incorporated by reference into this joint proxy statement/prospectus. The unaudited consolidated financial statements include all adjustments, consisting only of normal recurring items, which Ameris's management considers necessary for a fair presentation of its financial position and results of operations for these periods. The financial condition and results of operations as of and for the nine months ended September 30, 2018 do not purport to be indicative of the financial condition or results of operations to be expected as of or for the year ended December 31, 2018. The unaudited consolidated financial statements as of September 30, 2018 and for the nine-month periods ended September 30, 2018 and 2017, together with the notes thereto, are included in Ameris's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, which is incorporated by reference into this joint proxy statement/prospectus. The selected historical financial data as of and for the years ended December 31, 2017, 2016, 2015, 2014 and 2013 has been derived from Ameris's audited consolidated financial statements, and Ameris's audited consolidated financial statements as of December 31, 2017 and 2016 and for each of the years in the three-year period ended December 31, 2017 have been incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information."

The selected consolidated historical financial data of Ameris presented below is only a summary and not necessarily indicative of the results of future operations of Ameris or the combined company following the completion of the merger, and you should read such information together with the historical consolidated financial information contained in Ameris's consolidated financial statements and related notes, as well as the information contained under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Ameris's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 and Ameris's Annual Report on Form 10-K for the year ended December 31, 2017, which are incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information."

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.

	Nine Months Ended September 30,		Years Ended December 31,				
	2018	2017	2017	2016	2015	2014	2013
	(unaudited)		(audited)				
	(In thousands, except per share data and ratios)						
Selected Balance Sheet Data:							
Total assets	\$ 11,428,994	\$ 7,649,820	\$ 7,856,203	\$ 6,892,031	\$ 5,588,940	\$ 4,037,077	\$ 3,667,940
Earning assets	10,340,558	7,074,828	7,288,285	6,293,670	5,084,658	3,574,561	3,232,940
Loans held for sale	130,179	137,392	197,442	105,924	111,182	94,759	67,270
Loans, net of unearned income	5,543,306	4,574,678	4,856,514	3,626,821	2,406,877	1,889,881	1,618,940
Purchased loans	2,711,460	917,126	861,595	1,069,191	909,083	945,518	838,940

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Purchased loan pools	274,752	465,218	328,246	568,314	592,963	—	—
Investment securities available for sale	1,162,570	819,593	810,873	822,735	783,185	541,805	486,200
FDIC loss-share receivable, net of clawback	—	—	—	—	6,301	31,351	65,440
Total deposits	9,181,363	5,895,504	6,625,845	5,575,163	4,879,290	3,431,149	2,999,000
FDIC loss-share payable including clawback	18,740	8,190	8,803	6,313	—	—	—
Shareholders' equity	1,404,977	801,921	804,479	646,437	514,759	366,028	316,600

TABLE OF CONTENTS

	Nine Months Ended September 30,		Years Ended December 31,				
	2018	2017	2017	2016	2015	2014	2013
	(unaudited)		(audited)				
	(In thousands, except per share data and ratios)						
Selected Income Statement Data:							
Interest income	\$ 290,577	\$ 214,783	\$ 294,347	\$ 239,065	\$ 190,393	\$ 164,566	\$ 126,322
Interest expense	46,739	24,181	34,222	19,694	14,856	14,680	10,137
Net interest income	243,838	190,602	260,125	219,371	175,537	149,886	116,185
Provision for loan losses	13,006	5,828	8,364	4,091	5,264	5,648	11,486
Noninterest income	87,942	80,894	104,457	105,801	85,586	62,836	46,549
Noninterest expense	217,837	172,599	231,936	215,835	199,115	150,869	121,945
Income before income taxes	100,937	93,069	124,282	105,246	56,744	56,205	29,303
Income tax expense	23,446	28,671	50,734	33,146	15,897	17,482	9,285
Net income	77,491	64,398	73,548	72,100	40,847	38,723	20,018
Preferred stock dividends	—	—	—	—	—	286	1,738
Net income available to common shareholders	\$ 77,491	\$ 64,398	\$ 73,548	\$ 72,100	\$ 40,847	\$ 38,437	\$ 18,280
Per Share Data:							
Earnings per share available to common shareholders:							
Basic	\$ 1.86	\$ 1.76	\$ 2.00	\$ 2.10	\$ 1.29	\$ 1.48	\$ 0.76
Diluted	1.85	1.74	1.98	2.08	1.27	1.46	0.75
Common book value	29.58	21.54	21.59	18.51	15.98	13.67	11.50
Tangible book value	17.78	17.78	17.86	14.42	12.65	10.99	9.87
Cash dividends declared	0.30	0.30	0.40	0.30	0.20	0.15	—
Profitability Ratios:							
Net income to average total assets	1.12%	1.20%	1.00%	1.17%	0.85%	1.08%	0.70%
Net income to average	9.47%	11.39%	9.55%	11.75%	8.37%	12.40%	8.06%

shareholders' equity

Net interest margin (fully taxable equivalent basis)	3.93%	3.96%	3.95%	3.99%	4.12%	4.59%	4.74%
Efficiency ratio	65.66%	63.57%	63.62%	66.38%	76.25%	70.92%	74.94%
Loan Quality Ratios:							
Net charge-offs to average loans*	0.29%	0.13%	0.13%	0.11%	0.22%	0.34%	0.75%
Allowance for loan losses to total loans*	0.46%	0.46%	0.44%	0.56%	0.85%	1.12%	1.38%
Non performing assets to total loans and OREO**	0.78%	0.94%	0.85%	1.12%	1.60%	3.35%	3.49%
Liquidity Ratios:							
Loans to total deposits	92.90%	101.04%	91.25%	94.42%	80.11%	82.64%	81.94%
Average loans to average earning assets	84.11%	83.42%	83.50%	80.83%	75.96%	80.22%	78.08%
Noninterest-bearing deposits to total deposits	25.42%	29.14%	26.82%	28.22%	27.26%	24.46%	22.29%
Capital Adequacy Ratios:							
Shareholders' equity to total assets	12.29%	10.48%	10.24%	9.38%	9.21%	9.07%	8.63%
Common stock dividend payout ratio	16.13%	17.05%	20.00%	14.29%	15.50%	10.14%	—

*

Excludes purchased non-covered and covered assets.

**

Excludes covered assets.

TABLE OF CONTENTS**Reconciliation of Non-GAAP Financial Measures**

This joint proxy statement/prospectus and certain documents filed by Ameris with the SEC and incorporated by reference into this joint 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 shareholders' 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.

	September 30, 2018 (unaudited)	2017	December 31, 2017 (audited)	2016	2015	2014	2013
(dollars in thousands, except per share data)							
Tangible Book Value Per Share Reconciliation:							
Common shareholders' equity	\$ 1,404,977	\$ 801,921	\$ 804,479	\$ 646,437	\$ 514,759	\$ 366,028	\$ 250,000
Less: Goodwill	505,604	125,532	125,532	125,532	90,082	63,547	50,000
Less: Other intangibles, net	54,729	14,437	13,496	17,428	17,058	8,221	5,000
Total tangible common shareholders' equity	\$ 844,644	\$ 661,952	\$ 665,451	\$ 503,477	\$ 407,619	\$ 294,260	\$ 195,000
Period end number of shares	47,496,966	37,231,049	37,260,012	34,921,474	32,211,385	26,773,863	24,000,000
Book value per common share	\$ 29.58	\$ 21.54	\$ 21.59	\$ 18.51	\$ 15.98	\$ 13.67	\$ 10.00
Tangible book value per common share	17.78	17.78	17.86	14.42	12.65	10.99	8.00

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

The following table summarizes certain selected consolidated historical financial data of Fidelity for the periods presented. The selected historical financial data as of and for the nine months ended September 30, 2018 and 2017 have been derived from Fidelity's unaudited interim consolidated financial statements, which are incorporated by reference in this joint proxy statement/prospectus. The unaudited consolidated financial statements include all adjustments, consisting only of normal recurring items, which Fidelity's management considers necessary for a fair presentation of its financial position and results of operations for these periods. The financial condition and results of operations as of and for the nine months ended September 30, 2018 do not purport to be indicative of the financial condition or results of operations to be expected as of or for the year ended December 31, 2018. The unaudited consolidated financial statements as of September 30, 2018 and for the nine-month periods ended September 30, 2018 and 2017, together with the notes thereto, are included in Fidelity's Quarterly Report on Form 10-Q for the quarter ended September 30 2018, which is incorporated by reference into this joint proxy statement/ prospectus. The selected historical financial data as of and for the years ended December 31, 2017, 2016, 2015, 2014 and 2013 have been derived from Fidelity's audited consolidated financial statements, and Fidelity's audited consolidated financial statements as of December 31, 2017 and 2016 and for each of the years in the three-year period ended December 31, 2017 have been incorporated by reference in this joint proxy statement/prospectus. See "Where You Can Find More Information."

The selected consolidated historical financial data of Fidelity presented below is only a summary and not necessarily indicative of the results of future operations of Fidelity or the combined company following the completion of the merger, and you should read such information together with the historical consolidated financial information contained in Fidelity's consolidated financial statements and related notes, as well as the information contained under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Fidelity's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 and Fidelity's Annual Report on Form 10-K for the year ended December 31, 2017, which are incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information."

Fidelity'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 Fidelity'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.

	Nine Months Ended September 30,		Years Ended December 31,				
	2018	2017	2017	2016	2015	2014	2013
	(unaudited)		(audited)				
	(In thousands)						
Selected Balance Sheet Data:							
Total assets	\$ 4,812,056	\$ 4,505,423	\$ 4,576,858	\$ 4,389,685	\$ 3,849,063	\$ 3,085,135	\$ 2,564,0
Earning assets	4,448,875	4,167,549	4,242,218	4,059,414	3,558,669	2,847,971	2,355,5
Loans held for sale	371,319	340,329	357,755	465,328	397,834	368,935	187,36
Loans receivable	3,706,953	3,409,707	3,580,966	3,302,264	2,896,948	2,253,306	1,893,0
Investment securities available for	209,180	124,827	120,121	144,310	172,397	149,590	168,86

sale

Investment
securities
held
to maturity

20,383

15,072

21,689

16,583

14,398

7,349

4,051

Total
deposits

4,049,969

3,938,360

3,867,200

3,630,594

3,179,511

2,458,022

2,202,4

Shareholders'
equity

432,098

388,068

401,632

362,647

301,459

264,951

236,23

28

TABLE OF CONTENTS

	Nine Months Ended September 30,		Years Ended December 31,				
	2018	2017	2017	2016	2015	2014	2013
	(unaudited)		(audited)				
	(In thousands)						
Selected Income Statement Data:							
Interest income	\$ 133,174	\$ 116,325	\$ 157,978	\$ 149,283	\$ 116,642	\$ 101,667	\$ 97,563
Interest expense	23,187	16,951	22,730	20,448	15,804	11,226	13,961
Net interest income	109,987	99,374	135,248	128,835	100,838	90,441	83,602
Provision for loan losses	4,776	4,275	4,275	8,231	4,351	531	5,440
Noninterest income	107,772	106,064	134,952	141,325	127,888	95,320	96,878
Noninterest expense	169,179	157,960	210,870	201,020	162,946	138,754	132,325
Income before income taxes	43,804	43,203	55,055	60,909	61,429	46,476	42,715
Income tax expense	9,905	15,850	15,259	22,143	22,294	16,440	15,077
Net income	33,899	27,353	39,796	38,766	39,135	30,036	27,638
Preferred stock dividends	—	—	—	—	—	—	(2,463)
Net income available to common shareholders	\$ 33,899	\$ 27,353	\$ 39,796	\$ 38,766	\$ 39,135	\$ 30,036	\$ 25,175
	Nine Months Ended September 30,		Years Ended December 31,				
	2018	2017	2017	2016	2015	2014	2013
Per Share Data:							
Earnings per share available to common shareholders:							
Basic	\$ 1.25	\$ 1.03	\$ 1.50	\$ 1.52	\$ 1.77	\$ 1.41	\$ 1.35

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Diluted	1.25	1.03	1.49	1.50	1.64	1.28	1.21
Common book value	15.85	14.47	14.86	13.78	13.03	12.40	11.07
Tangible book value	15.43	14.00	14.41	13.26	12.66	12.22	10.96
Cash dividends declared	0.36	0.36	0.48	0.48	0.39	0.30	0.05
Profitability Ratios:							
Net income to average total assets	0.95%	0.81%	0.89%	0.92%	1.16%	1.11%	1.09%
Net income to average shareholders' equity	10.92%	9.66%	10.51%	11.61%	13.85%	12.07%	12.20%
Net interest margin (fully taxable equivalent basis)	3.32%	3.20%	3.26%	3.32%	3.24%	3.62%	3.58%
Efficiency ratio	77.69%	76.89%	78.04%	74.41%	71.24%	74.69%	73.32%
Loan Quality Ratios:							
Net charge-offs to average loans*	0.13%	0.14%	0.13%	0.14%	0.13%	0.34%	0.38%
Allowance for loan losses to total loans*	0.88%	0.96%	0.88%	0.99%	0.98%	1.15%	1.85%
Non performing assets to total loans and OREO**	1.92%	1.71%	1.76%	1.77%	1.76%	2.78%	3.90%
Liquidity Ratios:							
Loans to total deposits	91.53%	86.58%	92.60%	90.96%	91.11%	91.67%	85.95%
Average loans to average earning assets	92.63%	89.61%	90.20%	92.64%	92.84%	91.00%	90.00%
Noninterest-bearing deposits to total deposits	30.85%	28.25%	29.11%	26.58%	24.75%	22.70%	22.17%
29							

TABLE OF CONTENTS

	Nine Months Ended September 30,		Years Ended December 31,				
	2018	2017	2017	2016	2015	2014	2013
Capital Adequacy Ratios:							
Shareholders' equity to total assets	8.98%	8.61%	8.78%	8.26%	7.83%	8.59%	9.21%
Common stock dividend payout ratio	28.80%	34.95%	32.00%	31.58%	22.03%	21.28%	3.70%

*

Excludes purchased non-covered and covered assets.

**

Excludes covered assets.

Reconciliation of Non-GAAP Financial Measures

This joint proxy statement/prospectus and certain documents filed by Fidelity with the SEC and incorporated by reference into this joint proxy statement/prospectus contain financial information determined by methods other than in accordance with GAAP. Fidelity's management uses these non-GAAP measures in its analysis of Fidelity's performance. These measures are useful when evaluating the underlying performance and efficiency of Fidelity's operations and balance sheet. Fidelity'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. Fidelity's management believes that investors may use these non-GAAP financial measures to evaluate Fidelity's financial performance without the impact of unusual items that may obscure trends in Fidelity'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 shareholders' equity and tangible book value per common share. Fidelity calculates the regulatory capital ratios using current regulatory report instructions. Fidelity's management uses these measures to assess the quality of capital and believes that investors may find them useful in their evaluation of Fidelity. 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 Fidelity's tangible book value per common share, a non-GAAP financial measure, as of the dates presented to Fidelity's book value per common share, a financial measure calculated and presented in accordance with GAAP, as of the dates presented.

	September 30,		December 31,				
	2018	2017	2017	2016	2015	2014	2013
	(unaudited)		(audited)				
	(dollars in thousands, except per share data)						
Tangible Book Value Per Share Reconciliation:							
Common shareholders' equity	\$ 432,098	\$ 388,068	\$ 401,632	\$ 362,647	\$ 301,459	\$ 264,951	\$ 228,800
Less: intangibles	11,474	12,625	12,306	13,649	8,382	3,858	3,858
	420,624	375,443	389,326	348,998	293,077	261,093	224,942

Tangible
common
shareholders'
equity

Period end number of shares	27,260,681	26,815,287	27,019,201	26,318,400	23,140,774	21,365,098
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Book value per common share	\$ 15.85	\$ 14.47	\$ 14.86	\$ 13.78	\$ 13.03	\$ 12.40	\$
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Tangible book value per common share	15.43	14.00	14.41	13.26	12.66	12.22
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30

TABLE OF CONTENTS**SELECTED UNAUDITED PRO FORMA FINANCIAL DATA**

The following table shows selected unaudited pro forma condensed combined financial information about the financial condition and results of operations of Ameris giving effect to the merger, for the year ended December 31, 2017 and as of and for the nine months ended September 30, 2018.

The selected unaudited pro forma condensed combined financial information has been prepared using the acquisition method of accounting, adjusted from Ameris's unaudited interim financial statements as of and for the nine months ended September 30, 2018 and Ameris's audited financial statements for the year ended December 31, 2017 to give effect to the merger and the estimated acquisition accounting adjustments resulting from the merger. The unaudited pro forma combined condensed consolidated balance sheet information as of September 30, 2018 in the tables below are presented as if the merger occurred on September 30, 2018, and the unaudited pro forma combined condensed consolidated statements of income information for the nine months ended September 30, 2018 and the year ended December 31, 2017 is presented as if the merger occurred on January 1, 2017.

The selected unaudited pro forma condensed combined financial information is presented for illustrative purposes only and does not necessarily indicate the financial results of the combined companies had Ameris and Fidelity actually been combined as of the dates indicated and at the beginning of the periods presented, nor does it necessarily indicate the results of operations in future periods or the future financial position of the combined entities, which could differ materially from those shown in this information. The selected unaudited pro forma condensed combined financial information does not reflect the benefits of expected synergies or other factors that may result as a consequence of the merger.

The selected unaudited pro forma condensed combined financial information has been derived from, and should be read in conjunction with, the unaudited pro forma condensed combined financial information, including the notes thereto, included in this joint proxy statement/prospectus. See "Unaudited Pro Forma Condensed Combined Financial Statements."

	For the nine months ended September 30, 2018	For the year ended December 31, 2017
	(In thousands)	
Unaudited Pro Forma Condensed Combined Income Statement Information:		
Net interest income	\$ 385,130	\$ 509,577
Provision for loan losses	\$ 17,863	\$ 13,549
Income before income taxes	\$ 152,618	\$ 223,829
Net income	\$ 117,413	\$ 135,260

As of
September 30,
2018
(In thousands)

Unaudited Pro Forma Condensed Combined Balance Sheet Information:	
Net loans	\$ 12,169,098
Total assets	16,552,225
Deposits	13,233,355
Other borrowings	881,118
Subordinated deferrable interest debentures	135,379
Shareholders' equity	2,155,710

TABLE OF CONTENTS**COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE DATA**

Presented below are Ameris's historical per share data for the year ended December 31, 2017, as derived from the audited financial statements of Ameris, and the nine months ended September 30, 2018, derived from the unaudited financial statements of Ameris. Also presented below are Fidelity's historical per share data for the year ended December 31, 2017, as derived from the audited financial statements of Fidelity, and the nine months ended September 30, 2018, derived from the unaudited financial statements of Fidelity. The pro forma combined per share data for the year ended December 31, 2017 and nine months ended September 30, 2018 and the per equivalent Fidelity share information provided in the table below are unaudited. The unaudited pro forma data and equivalent per share information give effect to the merger as if the merger had been effective on the dates presented, in the case of the book value data, and as if the merger had become effective on January 1, 2017, in the case of the earnings per share and dividends declared data. This information should be read together with the historical consolidated financial statements and related notes of Ameris and Fidelity incorporated by reference into this joint proxy statement/prospectus, and with the unaudited pro forma condensed combined financial statements included in this joint proxy statement/prospectus. See "Unaudited Pro Forma Condensed Combined Financial Statements."

The unaudited pro forma financial information is presented for illustrative purposes only and does not necessarily indicate the financial results of the combined companies had the companies actually been combined at the beginning of the period presented. The unaudited pro forma 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.

	Ameris Historical	Fidelity Historical	Pro Forma Combined	Per Equivalent Fidelity Share
For the nine months ended September 30, 2018:				
Earnings per common share (Basic)	\$ 1.86	\$ 1.25	\$ 1.69	\$ 1.35
Earnings per common share (Diluted)	\$ 1.85	\$ 1.25	\$ 1.67	\$ 1.34
Dividends declared per share	\$ 0.30	\$ 0.36	\$ 0.30	\$ 0.24
Book value per common share	\$ 29.58	\$ 15.85	\$ 31.06	\$ 24.85
For the year ended December 31, 2017:				
Earnings per common share (Basic)	\$ 2.00	\$ 1.50	\$ 1.96	\$ 1.57
Earnings per common share (Diluted)	\$ 1.98	\$ 1.49	\$ 1.93	\$ 1.54
Dividends declared per share	\$ 0.40	\$ 0.48	\$ 0.40	\$ 0.32
Book value per common share	\$ 21.59	\$ 14.86	\$ 30.34	\$ 24.27

TABLE OF CONTENTS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained or incorporated by reference in this joint proxy statement/prospectus are forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 giving Ameris's or Fidelity's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "projections," "prospects" or "potential," by future conditional verbs such as "will," "would," "should," "could" or by variations of such words or by similar expressions. Such forward-looking statements include, but are not limited to, statements about the benefits of the merger or the bank merger, including future financial and operating results of Ameris, Fidelity or the combined company following the merger, the combined company's plans, objectives, expectations and intentions, the expected timing of the completion of the merger and other statements that are not historical facts. These statements are only predictions based on Ameris's and Fidelity's current expectations and projections about future events. There are important factors that could cause Ameris's and Fidelity's actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. In particular, you should consider the numerous risks and uncertainties described in "Risk Factors" beginning on page 35.

These forward-looking statements are subject to numerous assumptions, risks, and uncertainties which change over time. In addition to factors previously disclosed in Ameris's and Fidelity's reports filed with the SEC, the following factors, among others, could cause actual results to differ materially from forward-looking statements:

- the uncertainty of the value of the merger consideration that Fidelity shareholders will receive in the merger due to a fixed exchange ratio and a potential fluctuation in the market price of Ameris common stock prior to the effective time, including as a result of the financial performance of Ameris or Fidelity prior to the effective time;
- inability to close the merger and the bank merger in a timely manner;
- the failure to complete the merger due to the failure to obtain the Ameris shareholder approval or the Fidelity shareholder approval;
- failure to obtain applicable regulatory approvals and meet other closing conditions to the merger on the expected terms and schedule;
- the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement;
- the taking of governmental action (including the passage of legislation) to block the merger or otherwise adversely affecting Ameris and Fidelity;
- the effect of restrictions placed on Ameris's, Fidelity's or their respective subsidiaries' business activities and the limitations put on Fidelity's ability to pursue alternatives to the merger pursuant to the merger agreement;
- Fidelity's directors and executive officers having interests in the merger that are different from, or in addition to, the interests of Fidelity shareholders generally;

- the potential impact of announcement or consummation of the merger on relationships with third parties, including customers, employees and competitors;
- business disruption following the merger;
- difficulties and delays in integrating the businesses of Ameris and Fidelity;
- the challenges of integrating, retaining and hiring key personnel;
- failure to attract new customers and retain existing customers in the manner anticipated;
- Ameris's potential exposure to unknown or contingent liabilities of Fidelity;

TABLE OF CONTENTS

- the possibility that the expected cost savings and synergies from the merger will not be realized or will take longer to realize than expected;
- the possibility of actual results of operations, cash flows and financial position after the merger materially differing from the unaudited pro forma condensed combined financial information included in this joint proxy statement/prospectus;
- the outcome of pending or threatened litigation, or of matters before regulatory agencies, whether currently existing or commencing in the future, including litigation related to the merger;
- changes in legislation, regulation, policies or administrative practices, whether by judicial, governmental or legislative action and other changes pertaining to banking, securities, taxation and financial accounting and reporting, environmental protection and insurance, and the ability to comply with such changes in a timely manner;
- changes in the monetary and fiscal policies of the U.S. government, including policies of the U.S. Department of the Treasury and the Federal Reserve;
- changes in interest rates, which may affect Ameris's and Fidelity's net income, prepayment penalty income, mortgage banking income and other future cash flows, or the market value of Ameris's or Fidelity's assets, including its investment securities;
- changes in accounting principles, policies, practices or guidelines;
- changes in Ameris's credit ratings or in Ameris's ability to access the capital markets; and
- other economic, competitive, governmental, regulatory, technological and geopolitical factors affecting Ameris's or Fidelity's operations, pricing and services.

Additionally, the timing and occurrence or non-occurrence of events may be subject to circumstances beyond Ameris's or Fidelity's control.

Additional factors that could cause Ameris's and Fidelity's results to differ materially from those described in the forward-looking statements can be found in Ameris's and Fidelity's filings with the SEC, including Ameris's Annual Report on Form 10-K for the year ended December 31, 2017 and Fidelity's Annual Report on Form 10-K for the year ended December 31, 2017.

For any forward-looking statements made in this joint proxy statement/prospectus or in any documents incorporated by reference into this joint proxy statement/prospectus, Ameris and Fidelity claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this joint proxy statement/prospectus or the date of the applicable document incorporated by reference into this joint proxy statement/prospectus. Except to the extent required by applicable law, Ameris and Fidelity do not undertake to update forward-looking statements to reflect facts, circumstances, assumptions, or events that occur after the date the forward-looking statements are made.

All written and oral forward-looking statements concerning the merger or other matters addressed in this joint proxy statement/prospectus and attributable to Ameris, Fidelity, or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this joint proxy statement/prospectus.

34

TABLE OF CONTENTS

RISK FACTORS

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

Risks Related to the Merger

Because the market price of Ameris common stock will fluctuate, Fidelity shareholders cannot be certain of the market value of the merger consideration they will receive.

Upon completion of the merger, each outstanding share of Fidelity common stock, except for shares of Fidelity common stock held by Fidelity as treasury stock or shares owned by Ameris or by any wholly owned subsidiary of Ameris or Fidelity (other than (i) shares held in trust accounts, managed accounts and the like, or otherwise held in a fiduciary or agency capacity, that are beneficially owned by third parties and (ii) shares held, directly or indirectly, by Ameris, Fidelity or any wholly owned subsidiary of Ameris or Fidelity in respect of a debt previously contracted), will be converted into the right to receive 0.80 shares of Ameris common stock. The merger consideration that Fidelity shareholders will receive is a fixed number of shares of Ameris common stock; it is not a number of shares with a particular fixed market value. The market value of the merger consideration will vary from the closing price of Ameris common stock on the date Ameris and Fidelity announced the merger, on the dates that this joint proxy statement/prospectus is mailed to Ameris and Fidelity shareholders, on the dates of the Ameris and Fidelity special meetings and on the date the merger is completed. Any change in the market price of Ameris common stock prior to the completion of the merger will affect the market value of the merger consideration that Fidelity shareholders will receive upon completion of the merger, and there will be no adjustment to the merger consideration for changes in the market price of either shares of Ameris common stock or shares of Fidelity common stock.

The market price of the Ameris common stock could be subject to significant fluctuations due to a variety of factors, including, without limitation, changes in sentiment in the market regarding Ameris’s operations or business prospects, including market sentiment regarding Ameris’s entry into the merger agreement. These risks may also be affected by:

- operating results that vary from the expectations of Ameris’s and/or Fidelity’s management or of securities analysts and investors;
- developments in Ameris’s and/or Fidelity’s business or in the financial services sector generally;
- regulatory or legislative changes affecting the banking industry generally or Ameris’ and/or Fidelity’s business and operations;
- operating and securities price performance of companies that investors consider to be comparable to Ameris and/or Fidelity;
- changes in estimates or recommendations by securities analysts or rating agencies;
- announcements of strategic developments, acquisitions, dispositions, financings and other material events by Ameris or its competitors; and

- changes in global financial markets and economies and general market conditions, such as interest or foreign exchange rates, stock, commodity, credit or asset valuations or volatility.

Many of these factors are outside the control of Ameris and Fidelity. Accordingly, at the time of the Ameris special meeting and the time of the Fidelity special meeting, neither Ameris shareholders nor Fidelity shareholders will know or be able to calculate the exact value of the Ameris common stock that will constitute the merger consideration. You should obtain current market quotations for both Ameris common stock and Fidelity common stock.

35

TABLE OF CONTENTS

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

The businesses of Ameris and Fidelity differ in certain respects, and accordingly, the results of operations of the combined company and the market price of the shares of Ameris common stock after the completion of the merger may be affected by factors different from those currently affecting the independent results of operations and market prices of common stock of each of Ameris and Fidelity. For a discussion of the businesses of Ameris and Fidelity and of certain factors to consider in connection with those businesses, see the documents incorporated by reference into this joint proxy statement/prospectus and referred to under “Where You Can Find More Information.”

Combining Ameris and Fidelity may be more difficult, costly or time consuming than expected and the anticipated benefits and cost savings of the merger may not be realized.

Ameris and Fidelity have operated and, until the completion of the merger, will continue to operate, independently. The success of the merger, including anticipated benefits and cost savings, will depend, in part, on Ameris’s ability to successfully combine and integrate the businesses of Ameris and Fidelity in a manner that permits growth opportunities and does not materially disrupt the existing customer relations nor result in decreased revenues due to loss of customers. It is possible that the integration process could result in the loss of key employees, the disruption of either company’s ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect the combined company’s ability to maintain relationships with clients, customers, depositors and employees or to achieve the anticipated benefits and cost savings of the merger. The loss of key employees could adversely affect Ameris’s ability to successfully conduct its business, which could have an adverse effect on Ameris’s financial results and the value of the Ameris common stock. If Ameris experiences difficulties with the integration process, the anticipated benefits of the merger may not be realized fully or at all, or may take longer to realize than expected. As with any merger of financial institutions, there also may be business disruptions that cause Ameris and/or Fidelity to lose customers or cause customers to remove their accounts from Ameris and/or Fidelity and move their business to competing financial institutions. Integration efforts between the two companies will also divert management attention and resources. These integration matters could have an adverse effect on each of Ameris and Fidelity during this transition period and for an undetermined period after completion of the merger on the combined company. In addition, the actual cost savings of the merger could be less than anticipated.

Ameris’s decisions regarding the credit risk associated with Fidelity’s loan portfolio could be incorrect and its credit mark may be inadequate, which may adversely affect the financial condition and results of operations of the combined company after the completion of the merger.

Before signing the merger agreement, Ameris conducted extensive due diligence on a significant portion of Fidelity’s loan portfolio. However, Ameris’s review did not encompass each and every loan in Fidelity’s loan portfolio. In accordance with customary industry practices, Ameris evaluated Fidelity’s loan portfolio based on various factors, including historical loss experience, economic risks associated with each loan category, volume and types of loans, trends in classification, volume and trends in delinquencies and nonaccruals, and general economic conditions, both local and national. In this process, Ameris’s management made various assumptions and judgments about the collectability of the loan portfolio, including the creditworthiness and financial condition of the borrowers, the value of the real estate, other assets serving as collateral for the repayment of the loans, the existence of any guarantees and indemnifications and the economic environment in which the borrowers operate. In addition, the effects of probable decreases in expected principal cash flows on Fidelity’s loans were considered as part of Ameris’s evaluation. If Ameris’s assumptions and judgments turn out to be incorrect, including as a result of the fact that its due diligence review did not cover each individual loan, Ameris’s estimated credit mark against Fidelity’s loan portfolio in total may be insufficient to cover actual loan losses after the merger is completed, and adjustments may be necessary to allow for different economic conditions or adverse developments in Fidelity’s loan portfolio. Additionally, deterioration in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside Ameris’s or Fidelity’s control, may require an increase in the provision for loan losses. Material additions to the credit mark and/or allowance for loan losses would materially decrease Ameris’s net income and would result in extra regulatory scrutiny and possibly supervisory action.

TABLE OF CONTENTS

Regulatory approvals may not be received, may take longer than expected, or may impose conditions that are not presently anticipated or that could have an adverse effect on the combined company following the merger.

Before the merger and the bank merger may be completed, Ameris and Fidelity must obtain all necessary approvals from the Federal Reserve, the FDIC and the GDBF. In determining whether to grant these approvals the regulators consider a variety of factors, including the regulatory standing of each party. An adverse development in either party's regulatory standing or other factors could result in an inability to obtain one or more of the required regulatory approvals or delay receipt of required approvals. The Federal Reserve has stated that if supervisory issues arise during processing of an application for approval of a merger transaction, a banking organization will be expected to withdraw its application pending resolution of such supervisory concerns. Accordingly, if there is an adverse development in either party's regulatory standing, Ameris may be required to withdraw its application for approval of the proposed merger and, if possible, resubmit such application after the applicable supervisory concerns have been resolved. The terms and conditions of the approvals that are granted may impose conditions, limitations, obligations or costs, or place restrictions on the conduct of the combined company's business or require changes to the terms of the transactions contemplated by the merger agreement. There is no assurance that regulators will not impose any such conditions, limitations, obligations or restrictions and that such conditions, limitations, obligations or restrictions will not have the effect of delaying the completion of any of the transactions contemplated by the merger agreement, imposing additional material costs on or materially limiting the revenues of the combined company following the merger or otherwise reduce the anticipated benefits of the merger if the merger were consummated successfully within the expected timeframe. In addition, there is no assurance that any such conditions, terms, obligations or restrictions will not result in the delay or abandonment of the merger. Additionally, the completion of the merger is conditioned on the absence of any law or order enacted or issued by any governmental authority which has the effect of making illegal or preventing or prohibiting the completion of the transactions contemplated by the merger agreement.

Ameris and Fidelity believe that the transactions contemplated by the merger agreement should not raise significant regulatory concerns and that Ameris will be able to obtain all requisite regulatory approvals in a timely manner. However, the merger agreement does not require Ameris, or require or permit Fidelity, to take any action, or agree to any condition or restriction, in connection with obtaining the permits, consents, approvals and authorizations of any governmental authority that would reasonably be expected to have a material adverse effect (measured on a scale relative to Fidelity and its subsidiaries taken as a whole) on the combined company and its subsidiaries, after giving effect to the merger. See "The Merger Agreement — Covenants and Agreements — Regulatory Matters."

The merger agreement may be terminated in accordance with its terms and the merger may not be completed. The merger agreement is subject to a number of conditions which must be fulfilled in order to complete the merger. Those conditions include: (i) the receipt of the Ameris shareholder approval; (ii) the receipt of the Fidelity shareholder approval; (iii) the receipt and effectiveness of the requisite regulatory approvals contemplated by the merger agreement, without the imposition of any materially burdensome regulatory condition, and the expiration or termination of all statutory waiting periods in respect thereof; (iv) effectiveness of the registration statement on Form S-4, of which this joint proxy statement/prospectus forms a part, and the absence of a stop order or proceeding initiated or threatened by the SEC for that purpose; (v) the approval for listing on the Nasdaq of the shares of Ameris common stock to be issued in the merger; (vi) the parties' standing ready to complete the bank merger immediately after the merger; (vii) the absence of any law or order enacted or issued by any governmental authority which has the effect of making illegal or preventing or prohibiting the completion of the transactions contemplated by the merger agreement; (viii) subject to certain exceptions, the accuracy of the representations and warranties of the other party, generally subject to a material adverse effect standard; (ix) performance and compliance in all material respects by the other party of its covenants and obligations required by the merger agreement to be performed or complied with prior to or at the closing date of the merger; (x) receipt by each party of an opinion from its legal counsel to the effect that the merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Code; and (xi) the absence of any event, change, occurrence, circumstance, condition, effect or development that has had, or may reasonably be expected to have, a material adverse effect on the other party since December 17, 2018. See "The Merger Agreement — Conditions to Complete the Merger."

TABLE OF CONTENTS

These conditions to the closing of the merger may not be fulfilled in a timely manner or at all, and, accordingly, the merger may not be completed. In addition, the parties can mutually decide to terminate the merger agreement at any time, before or after shareholder approval, or Ameris or Fidelity may elect to terminate the merger agreement in certain other circumstances. See “The Merger Agreement — Termination of the Merger Agreement.”

Failure to complete the merger could negatively impact Ameris and Fidelity.

If the merger is not completed, the ongoing businesses of Ameris and Fidelity may be adversely affected, and Ameris and Fidelity will be subject to several risks, including the following:

- Fidelity may be required, under certain circumstances, to pay Ameris a termination fee of \$29,000,000 under the merger agreement;
- Ameris and Fidelity will be required to pay certain costs relating to the merger, whether or not the merger is completed, such as legal, accounting, financial advisor and printing fees;
- under the merger agreement, Ameris and Fidelity are subject to certain restrictions on the conduct of their business prior to completing the merger, which may adversely affect their ability to execute certain of their business strategies; and
- matters relating to the merger may require substantial commitments of time and resources by the management of Ameris and Fidelity, which could otherwise have been devoted to other opportunities that may have been beneficial to Ameris and Fidelity as independent companies, as the case may be.

In addition, if the merger is not completed, Ameris and/or Fidelity may experience negative reactions from the financial markets and from their respective customers and employees. For example, Ameris and Fidelity businesses may be impacted adversely by the failure to pursue other beneficial opportunities due to the focus of management on the merger, without realizing any of the anticipated benefits of completing the merger. The market price of Ameris common stock or Fidelity common stock could decline to the extent that the current market prices reflect a market assumption that the merger will be completed. Ameris and/or Fidelity also could be subject to litigation related to any failure to complete the merger or to proceedings commenced against Ameris or Fidelity to perform their respective obligations under the merger agreement. If the merger is not completed, there is no assurance by Ameris or Fidelity that the risks described above will not materialize and will not materially affect the business, financial results and stock prices of Ameris and/or Fidelity.

Ameris and Fidelity will be subject to business uncertainties and contractual restrictions while the merger is pending. Uncertainty about the effect of the merger on employees and customers may have an adverse effect on Ameris or Fidelity. These uncertainties may impair Ameris’s or Fidelity’s ability to attract, retain and motivate key personnel until the merger is completed, and could cause customers and others that deal with Ameris or Fidelity to seek to change existing business relationships with Ameris or Fidelity. Retention of certain employees by Ameris or Fidelity may be challenging while the merger is pending, as certain employees may experience uncertainty about their future roles with the combined company. If key employees depart because of issues relating to the uncertainty and difficulty of integration, or a desire not to remain with Ameris or Fidelity, Ameris’s business or Fidelity’s business could be harmed. In addition, subject to certain exceptions, Ameris and Fidelity have each agreed to operate its business in the ordinary and usual course of business in accordance with applicable law and in a manner consistent with prior practice, in each case, in all material respects, and use commercially reasonable efforts to maintain and preserve intact its business organization, to keep available the services of its current officers and employees and to preserve the rights, franchises, goodwill and relations of its customers, clients, lessors and others with whom business relationships exist. These restrictions may prevent Ameris and/or Fidelity from pursuing attractive business opportunities that may arise prior to the completion of the merger. See “The Merger Agreement — Covenants and Agreements — Conduct of Businesses Prior

the Completion of the Merger.”

38

TABLE OF CONTENTS

The combined company may be unable to retain Ameris's and/or Fidelity's personnel successfully after the merger is completed.

The success of the merger will depend in part on the combined company's ability to retain the talents and dedication of key employees currently employed by Ameris and Fidelity. It is possible that these employees may decide not to remain with Ameris or Fidelity, as applicable, while the merger is pending or with the combined company after the merger is consummated. If key employees terminate their employment, or if an insufficient number of employees is retained to maintain effective operations, the combined company's business activities may be adversely affected and management's attention may be diverted from successfully integrating Fidelity to hiring suitable replacements, all of which may cause the combined company's business to suffer. In addition, Ameris and Fidelity may not be able to locate suitable replacements for any key employees who leave either company, or to offer employment to potential replacements on reasonable terms.

Fidelity's directors and executive officers have interests in the merger that may differ from the interests of Fidelity shareholders.

Fidelity shareholders should be aware that some of Fidelity's directors and executive officers have interests in the merger that are different from, or in addition to, those of Fidelity shareholders generally. These interests and arrangements may create potential conflicts of interest. The Fidelity board of directors was aware of these interests and considered these interests, among other matters, when making its decision to adopt the merger agreement, and in recommending that Fidelity shareholders vote "FOR" the merger proposal. For a more complete description of these interests, see "The Merger — Interests of Fidelity's Directors and Executive Officers in the Merger."

The merger agreement limits Fidelity's ability to pursue alternative acquisition proposals and requires Fidelity to pay a termination fee of \$29,000,000 under certain circumstances.

The merger agreement prohibits Fidelity from soliciting, initiating, seeking, knowingly facilitating or encouraging any third-party acquisition proposals. See "The Merger Agreement — Agreement Not to Solicit Other Offers." The merger agreement also provides that Fidelity will be required to pay a termination fee in the amount of \$29,000,000 in the event that the merger agreement is terminated under certain circumstances, including an adverse recommendation change by the Fidelity board of directors as discussed under "The Merger Agreement — Adverse Recommendation Change" and "The Merger Agreement — Termination Fee." These provisions might discourage a potential competing acquirer that might have an interest in acquiring all or a significant part of Fidelity from considering or proposing such an acquisition.

The unaudited pro forma condensed combined financial statements included in this joint proxy statement/ prospectus are preliminary, and the actual financial condition and results of operations of Ameris after the merger may differ materially.

The unaudited pro forma condensed combined financial statements in this joint proxy statement/ prospectus are presented for illustrative purposes only and are not necessarily indicative of what Ameris's actual financial condition or results of operations would have been had the merger been completed on the dates indicated. The preparation of the pro forma financial information is based upon available information and certain assumptions and estimates that Ameris and Fidelity currently believe are reasonable. The unaudited pro forma financial information reflects adjustments, which are based upon preliminary estimates, to allocate the purchase price to Fidelity's net assets. The purchase price allocation reflected in this joint proxy statement/prospectus is preliminary, and the final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of Fidelity as of the date of the completion of the merger. In addition, following the completion of the merger, there may be further refinements of the purchase price allocation as additional information becomes available. Accordingly, the final purchase accounting adjustments may differ materially from the pro forma adjustments reflected in this joint proxy statement/prospectus. See "Unaudited Pro Forma Condensed Combined Financial Statements."

Ameris and Fidelity will incur transaction and integration costs in connection with the merger.

Each of Ameris and Fidelity has incurred and expects that it will incur significant, non-recurring costs in connection with negotiating the merger agreement and consummating the merger. In addition, Ameris

TABLE OF CONTENTS

will incur integration costs following the completion of the merger as Ameris integrates the businesses of the two companies, including facilities and systems consolidation costs and employment-related costs. There is no assurance that the expected benefits and efficiencies related to the integration of the businesses will be realized to offset these transaction and integration costs over time. See the risk factor entitled “— Combining Ameris and Fidelity may be more difficult, costly or time consuming than expected and the anticipated benefits and cost savings of the merger may not be realized” above. Ameris and Fidelity may also incur additional costs to maintain employee morale and to retain key employees. Ameris and Fidelity will also incur significant legal, financial advisor, accounting, banking and consulting fees, fees relating to regulatory filings and notices, SEC filing fees, printing and mailing fees and other costs associated with the merger. Some of these costs are payable regardless of whether the merger is completed. See “The Merger Agreement — Expenses and Fees.”

The fairness opinions of Ameris’s and Fidelity’s financial advisors delivered to the parties’ respective boards of directors prior to signing the merger agreement will not be updated to reflect any changes in circumstances that may have occurred since the date of such opinions.

The fairness opinion of Stephens was rendered to the Ameris board of directors on December 16, 2018, and the fairness opinions of Sandler O’Neill and FIG Partners were rendered to the Fidelity board of directors on December 16, 2018, and December 17, 2018, respectively. Changes in the operations and prospects of Ameris or Fidelity, general market and economic conditions and other factors which may be beyond the control of Ameris and Fidelity may have altered the value of Ameris or Fidelity or the market prices of the shares of Ameris common stock or Fidelity common stock as of the date of this joint proxy statement/prospectus, or may alter such values and market prices by the time the merger is completed. The respective opinions from Stephens, Sandler O’Neill and FIG Partners do not speak as of any date other than the respective dates of such opinions. See “The Merger — Opinion of Sandler O’Neill & Partners, L.P.,” “The Merger — Opinion of FIG Partners, LLC” and “The Merger — Opinion of Stephens Inc.”

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

Upon completion of the merger, Fidelity shareholders will become Ameris shareholders and their rights as shareholders will be governed by the GBCC and Ameris’s articles of incorporation and bylaws. The rights associated with Fidelity common stock are different from the rights associated with Ameris common stock. See “Comparison of Shareholders’ Rights” for a discussion of the different rights associated with Ameris common stock.

Ameris shareholders and Fidelity shareholders will have a reduced ownership and voting interest in the combined company after the merger and will exercise less influence over its management, as compared to their ownership and voting interests in Ameris and Fidelity, respectively, prior to the merger.

Ameris shareholders and Fidelity shareholders currently have the right to vote in the election of the board of directors and on other matters affecting Ameris and Fidelity, respectively. Upon completion of the merger, each Fidelity shareholder who receives shares of Ameris common stock will become an Ameris shareholder, with a percentage ownership of Ameris that is smaller than such shareholder’s percentage ownership of Fidelity. Based on the number of issued and outstanding shares of Ameris common stock and shares of Fidelity common stock (including Fidelity restricted stock awards), in each case as of [•], the latest practicable trading date before the date of this joint proxy statement/prospectus, and based on the exchange ratio of 0.80, it is expected that former Fidelity shareholders, as a group, will receive shares in the merger constituting approximately [•]% of the shares of Ameris common stock expected to be issued and outstanding immediately after the merger.

As a result, current Ameris shareholders as a group will own approximately [•]% of the outstanding shares of Ameris common stock immediately after the merger. Because of this, current Fidelity shareholders, as a group, will have less influence on the Ameris board of directors, management and policies (as the combined company following the merger) than they now have on the Fidelity board of directors, management and policies, and the current Ameris shareholders, as a group, will have less influence on the Ameris board of directors, management and policies (as the combined company following the merger) than they now have on the Ameris board of directors, management and policies.

TABLE OF CONTENTS

Lawsuits may in the future be filed against Ameris and Fidelity, and their respective directors, challenging the merger, and an adverse ruling in any such lawsuit may prevent the merger from becoming effective or from becoming effective within the expected timeframe.

Transactions like the merger are frequently the subject of litigation or other legal proceedings, including actions alleging that the board of directors of either Ameris or Fidelity breached their respective fiduciary duties to their shareholders by entering into the merger agreement, by failing to obtain a greater value in the transaction for their shareholders or otherwise. Both Ameris and Fidelity believe that any such litigation or proceedings would be without merit, but there is no assurance that they will not be brought. If litigation or other legal proceedings are in fact brought against either Ameris or Fidelity or against the board of directors of either company, they will defend against it, but they might not be successful in doing so. An adverse outcome in such matters, as well as the costs and efforts of a defense even if successful, could have a material adverse effect on the business, results of operation or financial position of Ameris, Fidelity or the combined company, including through the possible diversion of either company's resources or distraction of key personnel.

Further, one of the conditions to the completion of the merger is the absence of any law or order enacted or issued by any governmental authority which has the effect of making illegal or preventing or prohibiting the completion of the transactions contemplated by the merger agreement. If any plaintiff were successful in obtaining an injunction prohibiting Fidelity or Ameris from completing the merger on the agreed upon terms, then such injunction may prevent the merger from becoming effective or from becoming effective within the expected timeframe and could result in significant costs to Fidelity and/or Ameris, including any cost associated with the indemnification of directors and officers. The defense or settlement of any lawsuit or claim that remains unresolved at the time the merger is completed may adversely affect Ameris's business, financial condition, results of operations and cash flow.

Fidelity shareholders will not have appraisal rights or dissenters' rights in the merger.

Appraisal rights (also known as dissenters' rights) are statutory rights that, if applicable under law, enable shareholders to dissent from an extraordinary transaction, such as a merger, and to demand that the corporation pay the fair value for their shares as determined by a court in a judicial proceeding instead of receiving the consideration offered to shareholders in connection with the extraordinary transaction. Under the GBCC, a shareholder may not dissent from a merger as to shares that are listed on a national securities exchange or held of record by more than 2,000 shareholders at the record date fixed to determine the shareholders entitled to receive notice of the meeting of shareholders to vote upon the agreement of merger or consolidation, and such shareholders accept as consideration for their shares the shares of the surviving corporation or another publicly held corporation which at the effective date of the merger are either listed on a national securities exchange or held of record by more than 2,000 shareholders, except for cash paid in lieu of fractional shares.

Because (i) Fidelity common stock is listed on the Nasdaq, a national securities exchange, and is expected to continue to be so listed on the record date for the Fidelity special meeting, (ii) the merger otherwise satisfies the foregoing requirements of the GBCC, and (iii) Fidelity shareholders will receive shares of Ameris common stock as merger consideration, which are currently listed on the Nasdaq, and are expected to continue to be so listed at the effective date of the merger, the Fidelity shareholders will not be entitled to any appraisal rights or dissenters' rights in connection with the merger.

Other Risk Factors of Ameris and Fidelity

Ameris's and Fidelity's businesses are and will be subject to the risks described above. In addition, Ameris and Fidelity are, and will continue to be subject to the risks described in Ameris's Annual Report on Form 10-K for the year ended December 31, 2017 and Fidelity's Annual Report on Form 10-K for the year ended December 31, 2017, in each case, as such risks may be updated or supplemented in each company's subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are filed with the SEC and incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information."

TABLE OF CONTENTS

THE FIDELITY SPECIAL MEETING

Date, Time and Place

The Fidelity special meeting will be held on [•], at [•] a.m. Eastern Time at [•]. On or about [•], Fidelity commenced mailing this joint proxy statement/prospectus and the enclosed form of proxy to its shareholders entitled to vote at the Fidelity special meeting.

Purpose of the Special Fidelity Meeting

At the Fidelity special meeting, Fidelity shareholders will be asked to consider and vote upon the following matters:

- the merger proposal;
- the Fidelity compensation proposal; and
- the Fidelity adjournment proposal.

Recommendation of the Fidelity Board of Directors

The Fidelity board of directors unanimously recommends that Fidelity shareholders vote “FOR” the merger proposal, “FOR” the Fidelity compensation proposal and “FOR” the Fidelity adjournment proposal. See “The Merger — Fidelity’s Reasons for the Merger; Recommendation of the Fidelity Board of Directors” for a more detailed discussion of the Fidelity board of directors’ recommendation.

Fidelity Record Date and Quorum

The Fidelity board of directors has fixed the close of business on [•] as the record date for determining the holders of Fidelity common stock entitled to receive notice of, and to vote at, the Fidelity special meeting. As of the Fidelity record date, there were [•] shares of Fidelity common stock outstanding and entitled to vote at the Fidelity special meeting held by [•] holders of record.

To transact business at the Fidelity special meeting, the presence, in person or represented by proxy, of at least a majority of the total number of outstanding shares of Fidelity common stock entitled to vote at the Fidelity special meeting is necessary in order to constitute a quorum for purposes of the matters being voted on at the Fidelity special meeting. Abstentions and broker non-votes will be treated as present at the Fidelity special meeting for purposes of determining the presence or absence of a quorum for the transaction of all business. In the event that a quorum is not present at the Fidelity special meeting, the holders of a majority of the voting shares represented at the Fidelity special meeting, in person or by proxy, may adjourn the meeting from time to time to another time and/or place until a quorum is so present or represented.

Fidelity Voting Rights

Each share of Fidelity common stock entitles the holder to one vote at the Fidelity special meeting on each proposal to be considered at the Fidelity special meeting.

Required Vote

Approval of the merger proposal requires the affirmative vote of the holders of at least 66 2/3% of the outstanding shares of Fidelity common stock entitled to vote on the proposal. Assuming a quorum is present, approval of the Fidelity compensation proposal and the Fidelity adjournment proposal (if necessary or appropriate) requires the affirmative vote of the holders of a majority of the votes cast at the Fidelity special meeting.

Shares Held by Officers and Directors

As of the Fidelity record date, the directors and executive officers of Fidelity and their affiliates beneficially owned and were entitled to vote approximately [•] shares of Fidelity common stock representing approximately [•]% of the shares of Fidelity common stock outstanding on that date. As of the Fidelity record date, Ameris, the directors and officers of Ameris and their affiliates beneficially owned no shares of Fidelity common stock outstanding on that date.

TABLE OF CONTENTS

Each director of Fidelity who beneficially owns 1% or more of the outstanding Fidelity common stock, solely in such director's capacity as a Fidelity shareholder, has entered into a voting agreement with Ameris and Fidelity, pursuant to which such director has agreed to vote in favor of the merger proposal and against any alternative acquisition proposal. As of the Fidelity record date, the directors of Fidelity who are parties to the voting agreement were entitled to vote approximately [•] shares of Fidelity common stock representing approximately [•]% of the shares of Fidelity common stock outstanding on that date.

Treatment of Abstentions; Failure to Vote

For purposes of the Fidelity special meeting, an abstention occurs when a Fidelity shareholder attends the Fidelity special meeting, either in person or by proxy, but abstains from voting or marks abstain on such shareholder's proxy card for the merger proposal, an abstention or a failure to vote, either in person or by proxy, at the Fidelity special meeting will have the same effect as a vote cast against the merger proposal.

For the Fidelity compensation proposal and the Fidelity adjournment proposal, an abstention or failure to vote, either in person or by proxy, at the Fidelity special meeting will have no effect on the outcome of the vote. For each of these proposals, abstentions are not treated as votes cast and will have no effect on the outcome of the vote, though abstentions are counted towards establishing a quorum.

Voting of Proxies; Incomplete Proxies

Giving a proxy means that a Fidelity shareholder authorizes the persons named in the enclosed proxy card to vote its shares of Fidelity common stock at the Fidelity special meeting in the manner such shareholder directs. A Fidelity shareholder may vote by proxy or in person at the Fidelity special meeting. If you hold your shares of Fidelity common stock in your name as a shareholder of record, to submit a proxy, you, as a Fidelity shareholder, may use one of the following methods:

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By mail: Complete, sign, date and return the enclosed proxy card to Fidelity using the enclosed postage-paid envelope. The envelope requires no additional postage if mailed in the United States.

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By telephone: Use any touch-tone telephone to vote your proxy by calling toll-free [•] and following the voice recorded instructions. Please have your proxy card available when you call. Voting by telephone is available 24 hours a day, 7 days a week until [11:59 P.M. Eastern Time on the day before] the Fidelity special meeting.

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Via the Internet: Use the Internet to vote your proxy by accessing the website [•] and following the instructions on the website to obtain your records and submit an electronic ballot. Please have your proxy card available when you access this voting site. Voting via the Internet is available 24 hours a day, 7 days a week until [11:59 P.M. Eastern Time on the day before] the Fidelity special meeting.

When the accompanying proxy is returned properly executed prior to the Fidelity special meeting, the shares of Fidelity common stock represented by it will be voted at the Fidelity special meeting in accordance with the instructions contained on the proxy card. If any proxy is returned without indication as to how to vote, the shares of Fidelity common stock represented by the proxy will be voted as recommended by the Fidelity board of directors. If a Fidelity shareholder's shares of Fidelity common stock are held in "street name" by a broker, bank or other nominee, the Fidelity shareholder should check the voting form used by that firm to determine whether it may vote by telephone or via the Internet.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF FIDELITY COMMON STOCK YOU OWN. Accordingly, each Fidelity shareholder should complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope, or vote via the Internet or by telephone as soon as possible, whether or not such Fidelity shareholder plans to attend the Fidelity special meeting in person.

Shares Held in "Street Name"; Broker Non-Votes

If you are a Fidelity shareholder and your shares of Fidelity common stock are held in "street name" through a broker, bank or other nominee, your broker, bank or other nominee's ability to vote your shares

TABLE OF CONTENTS

of Fidelity common stock for you is governed by the rules of the NYSE. Without your specific instruction, a broker, bank or other nominee may only vote your shares of Fidelity common stock on routine proposals. As such, your broker, bank or other nominee will submit a proxy card on your behalf as to routine proposals but leave your shares of Fidelity common stock unvoted on non-routine proposals — this is known as a “broker non-vote.” The merger proposal, the Fidelity compensation proposal and the Fidelity adjournment proposal are regarded as non-routine matters and your broker, bank or other nominee will not vote on these matters without instructions from you. Therefore, if you are a Fidelity shareholder holding your shares of Fidelity common stock in “street name” and you do not instruct your broker, bank or other nominee on how to vote your shares of Fidelity common stock:

- your broker, bank or other nominee will not vote your shares of Fidelity common stock on the merger proposal, which broker non-votes will have the same effect as a vote cast “AGAINST” this proposal; and

- your broker, bank or other nominee will not vote your shares of Fidelity common stock on the Fidelity compensation proposal or the Fidelity adjournment proposal, which broker non-votes will have no effect on the vote count for these proposals.

Revocability of Proxies and Changes to a Fidelity Shareholder’s Vote

If you have submitted your proxy and would like to revoke it, you may do so before your shares of Fidelity common stock are voted at the Fidelity special meeting by taking any of the following actions:

- delivering a written notice bearing a date later than the date of your proxy to the Corporate Secretary of Fidelity stating that you revoke your proxy, which notice must be received by Fidelity prior to the beginning the Fidelity special meeting;

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