

PINNACLE FINANCIAL PARTNERS INC
Form 8-K
April 22, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): April 16, 2019

PINNACLE FINANCIAL PARTNERS, INC.

(Exact name of registrant as specified in charter)

Tennessee 000-31225 62-1812853

(I.R.S.

(State or other jurisdiction (Commission Employer
of incorporation) File Number) Identification
No.)

150 Third Avenue South, Suite 900, 37201

Nashville, Tennessee

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (615) 744-3700

N/A

(Former name or former address, if changed since last report)

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company []

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

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(c) On April 16, 2019, the Board of Directors (the “Board”) of Pinnacle Financial Partners, Inc. (the “Company”) appointed Dana M. Sanders as the Company’s principal accounting officer, effective immediately. Harold R. Carpenter, the Company’s Executive Vice President and Chief Financial Officer, had previously served as the Company’s principal accounting officer in addition to serving as the principal financial officer. Ms. Sanders, age 39, has been with the Company since November 2009. She has served as Senior Vice President, Manager of Financial Reporting since July 2011. She has also served on the leadership team of the Company since August 2016. Prior to joining the Company, Ms. Sanders worked in the audit practice of the accounting firm of KPMG LLP for approximately seven years, most recently as Senior Audit Manager. Ms. Sanders holds a Bachelor’s Degree in Accounting from Middle Tennessee State University. She is also a certified public accountant.

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Company’s 2019 Annual Meeting of Shareholders (the “Annual Meeting”), held on April 16, 2019, Abney S. Boxley, III, Charles E. Brock, Renda J. Burkhart, Gregory L. Burns, Richard D. Callicutt, II, Marty G. Dickens, Thomas C. Farnsworth, III, Joseph C. Galante, Glenda Baskin Glover, David B. Ingram, Robert A. McCabe, Jr., Ronald L. Samuels, Gary L. Scott, Reese L. Smith, III, Thomas R. Sloan, G. Kennedy Thompson and M. Terry Turner were elected as directors of the Company to hold office for a term of one year and until their successors are duly elected and qualified. In addition, at the Annual Meeting, the shareholders (i) ratified the appointment of Crowe LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019, and (ii) approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as disclosed in the Company’s Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on March 7, 2019 (the “Proxy Statement”).

The final voting results of the director elections, ratification of the appointment of Crowe LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019, and the non-binding, advisory approval of compensation for the Company’s named executive officers, which were described in more detail in the Proxy Statement, are set forth below.

(1) Each director nominee was elected by the following tabulation:

| | For | Against | Abstain | Broker Non-Votes |
|---------------------------|------------|---------|-----------|------------------|
| Abney S. Boxley, III | 57,225,942 | 396,691 | 987,099 | 11,526,406 |
| Charles E. Brock | 57,476,479 | 140,224 | 993,029 | 11,526,406 |
| Renda J. Burkhart | 57,477,388 | 141,320 | 991,024 | 11,526,406 |
| Gregory L. Burns | 56,806,372 | 796,143 | 1,007,217 | 11,526,406 |
| Richard D. Callicutt, II | 57,038,289 | 561,829 | 1,009,614 | 11,526,406 |
| Marty G. Dickens | 56,993,084 | 383,135 | 1,233,513 | 11,526,406 |
| Thomas C. Farnsworth, III | 57,327,902 | 307,146 | 974,684 | 11,526,406 |
| Joseph C. Galante | 57,487,382 | 130,024 | 992,326 | 11,526,406 |
| Glenda Baskin Glover | 57,306,596 | 314,228 | 988,908 | 11,526,406 |
| David B. Ingram | 57,501,170 | 129,883 | 978,679 | 11,526,406 |
| Robert A. McCabe, Jr. | 57,042,677 | 581,807 | 985,248 | 11,526,406 |
| Ronald L. Samuels | 57,049,845 | 568,875 | 991,012 | 11,526,406 |
| Gary L. Scott | 57,062,700 | 554,067 | 992,965 | 11,526,406 |
| Reese L. Smith, III | 57,420,526 | 199,883 | 989,323 | 11,526,406 |
| Thomas R. Sloan | 57,469,197 | 165,691 | 974,844 | 11,526,406 |

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|---------------------|------------|---------|---------|------------|
| G. Kennedy Thompson | 57,284,911 | 335,207 | 989,614 | 11,526,406 |
| M. Terry Turner | 57,466,985 | 161,223 | 981,524 | 11,526,406 |

(2) The ratification of the appointment of Crowe LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019 was approved by the following tabulation:

| For | Against | Abstain |
|------------|---------|---------|
| 68,397,395 | 752,601 | 986,142 |

(3) The non-binding, advisory basis, vote on the compensation of the Company's named executive officers was approved by the following tabulation:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 55,793,623 | 1,592,803 | 1,223,306 | 11,526,406 |

SIGNATURES

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

PINNACLE FINANCIAL PARTNERS, INC.

By: /s/ Harold R. Carpenter

Name: Harold R. Carpenter

Title: Executive Vice President and
Chief Financial Officer

Date: April 22, 2019