

PINNACLE FINANCIAL PARTNERS INC
Form 8-K
April 19, 2017
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 18, 2017

PINNACLE FINANCIAL PARTNERS, INC.
(Exact name of registrant as specified in charter)

| | | |
|---|--------------------------------------|-------------------------|
| Tennessee | 000-31225 | 62-1812853 |
| | | (I.R.S. |
| (State or other jurisdiction of incorporation) | (Commission Employer File Number) | (Identification No.) |

| | |
|--|------------|
| 150 Third Avenue South, Suite 900, Nashville, Tennessee | 37201 |
| (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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

Pinnacle Financial Partners, Inc., a Tennessee corporation (the "Company"), held its 2017 Annual Meeting of Shareholders (the "Annual Meeting") on April 18, 2017. At the Annual Meeting, Charles E. Brock, Renda J. Burkhart, Gregory L. Burns, Marty G. Dickens, Thomas C. Farnsworth, III, Joseph C. Galante, Glenda Baskin Glover, David B. Ingram, Ed C. Loughry, Jr., Robert A. McCabe, Jr., Ronald L. Samuels, Gary L. Scott, Reese L. Smith, III 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 Horwath LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017, (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 filed with the Securities and Exchange Commission on March 9, 2017 (the "Proxy Statement") and (iii) on a non-binding, advisory basis, selected the option of every year for the frequency with which the Company should hold future non-binding, advisory votes on the compensation of the Company's named executive officers.

The final voting results of the director elections, ratification of the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017, non-binding, advisory approval of compensation for the Company's named executive officers and selection of the frequency of future non-binding, advisory votes on the compensation of the Company's named executive officers, which were described in more detail in the Proxy Statement, are set forth below.

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

| | For | Against | Abstain | Broker Non-Votes |
|---------------------------|------------|---------|---------|------------------|
| Charles E. Brock | 37,557,986 | 44,883 | 794,691 | 6,424,184 |
| Renda J. Burkhart | 37,556,742 | 37,268 | 803,550 | 6,424,184 |
| Gregory L. Burns | 37,396,117 | 187,460 | 813,983 | 6,424,184 |
| Marty G. Dickens | 37,536,036 | 63,818 | 797,706 | 6,424,184 |
| Thomas C. Farnsworth, III | 37,548,468 | 39,276 | 809,816 | 6,424,184 |
| Joseph C. Galante | 37,553,140 | 48,109 | 796,311 | 6,424,184 |
| Glenda Baskin Glover | 37,528,673 | 65,690 | 803,197 | 6,424,184 |
| David B. Ingram | 37,563,447 | 38,084 | 796,029 | 6,424,184 |
| Ed C. Loughry, Jr. | 37,488,036 | 109,061 | 800,463 | 6,424,184 |
| Robert A. McCabe, Jr. | 37,100,485 | 502,517 | 794,558 | 6,424,184 |
| Ronald L. Samuels | 37,495,574 | 106,656 | 795,330 | 6,424,184 |
| Gary L. Scott | 37,537,580 | 65,332 | 794,648 | 6,424,184 |
| Reese L. Smith, III | 37,509,448 | 100,942 | 787,170 | 6,424,184 |
| M. Terry Turner | 37,529,207 | 83,495 | 784,858 | 6,424,184 |

(2) The ratification of the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017 was approved by the following tabulation:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 43,925,841 | 111,693 | 784,210 | N/A |

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

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
|-----|---------|---------|------------------|

36,822,807 784,259 790,494 6,424,184

(4) The non-binding, advisory vote on the frequency with which the Company should hold future non-binding, advisory votes on the compensation of the Company's named executive officers received the following votes:

| One Year | Two Years | Three Years | Abstain |
|------------|-----------|-------------|---------|
| 31,322,294 | 52,154 | 6,178,000 | 845,112 |

In light of selection by the shareholders at the Annual Meeting of the option to hold future non-binding, advisory votes on the compensation of the Company's named executive officers every year, the Company's Board of Directors determined on April 18, 2017 to hold non-binding, advisory votes on the compensation of the Company's named executive officers every year, until the next required non-binding, advisory vote on the frequency of future non-binding, advisory votes on the compensation of the Company's named executive officers. The Company is required to hold a non-binding, advisory vote on the frequency of future non-binding, advisory votes on the compensation of the Company's named executive officers no less frequently than every six years.

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 19, 2017