PINNACLE FINANCIAL PARTNERS INC Form 8-K April 20, 2012

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 17, 2012

PINNACLE FINANCIAL PARTNERS, INC.

(Exact name of registrant as specified in charter)

Tennessee (State or other jurisdiction

000-31225 (Commission 62-1812853 (I.R.S. Employer

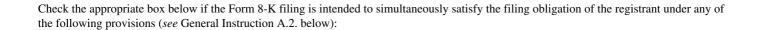
of incorporation) File Number) Identification No.)

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)



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

At the 2012 Annual Meeting of Shareholders (the Annual Meeting) of Pinnacle Financial Partners, Inc., a Tennessee corporation (the Company), held on April 17, 2012, the Company s shareholders approved the amendment and restatement of the Company s 2004 Equity Incentive Plan (the Plan) that, among other things, (i) increased the maximum number of shares of the Company s common stock that may be issued under the Plan by 500,000 shares, (ii) expanded the prohibition on option repricing without shareholder approval to include stock appreciation rights (SARs) and clarified that the prohibition also applies to canceling an option or SAR and issuing cash, another award, or a substitute option or SAR with a lower exercise or grant price, as applicable, (iii) clarified that the grant prices of a SAR may not be less than 100% of the fair market value of the shares with respect to which the SAR is granted on the date of grant of such SAR, (iv) clarified that the performance measures pursuant to which performance-based awards may be granted under the Plan for purposes of Section 162(m) of the Internal Revenue Code of 1986 may include a variety of asset quality ratios, (v) added to such performance measures net interest income, net interest spread, net interest margin, after tax operating income and after tax operating income before preferred stock dividends and soundness targets; and (vi) extended the term of the Plan to April 20, 2016.

The description of the Amended and Restated Plan is qualified by reference to the Amended and Restated Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K. A brief description of the Amended and Restated Plan is included as part of Proposal #2 in the Company s Proxy Statement for the Annual Meeting (the Proxy Statement) which was filed with the Securities and Exchange Commission on March 9, 2012.

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

The Annual Meeting of the Company s shareholders was held on April 17, 2012. At the Annual Meeting, Dr. Colleen Conway-Welch, Ed C. Loughry, Hal N. Pennington, and M. Terry Turner were elected as Class III directors to hold office for a term of three years and until their successors are duly elected and qualified. In addition, at the Annual Meeting, the shareholders (i) approved the amendment and restatement of the Plan (as described above), (ii) approved, on a non-binding, advisory basis, the compensation of the Company s named executive officers as disclosed in the Proxy Statement and (iii) ratified the appointment of KPMG LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2012.

The final voting results of the director elections, approval of the amendment and restatement of the Plan, approval of compensation for the Company's named executive officers, and ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm, which were described in more detail in the Proxy Statement, are set forth below.

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

			DIOKCI
	For	Withheld	Non-Votes
Dr. Colleen Conway-Welch	23,449,633	792,236	6,191,777
Ed C. Loughry	14,148,622	10,093,247	6,191,777
Hal N. Pennington	22,626,008	1,615,861	6,191,777
M. Terry Turner	22,322,978	1,918,891	6,191,777

(2) The amendment and restatement	of the Plan was approved by the follo	owing tabulation:	
For 20,144,006 (3) The non-binding, advisory vote of	Against 3,549,428 n the compensation of the Company	Abstain 548,435 s named executive officers was a	Broker Non-Votes 6,191,777 pproved by the following tabulation:
For 22,089,433 (4) The ratification of the appointme December 31, 2012 was approved by		Abstain 571,360 independent registered public acc	Broker Non-Votes 6,191,777 ounting firm for the fiscal year ending
under the Troubled Assets Relief Pro Company s named executive officer	gram, the Company is required to su is to the Company s shareholders even-binding, advisory vote on the frequency At the Company s first shareholder	bmit the non-binding, advisory vo ery year, and accordingly, the Con ency with which such future non- s meeting held after the shares of p	npany did not submit for shareholder binding, advisory votes are to be held preferred stock issued to the U.S.
Item 9.01 Financial Statements a	and Exhibits.		

10.1 Pinnacle Financial Partners, Inc. Amended and Restated 2004 Equity Incentive Plan.

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 20, 2012

EXHIBIT INDEX

Exhibit No. Description

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