

PINNACLE FINANCIAL PARTNERS INC  
Form 8-K  
January 16, 2013

**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): January 15, 2013

**PINNACLE FINANCIAL PARTNERS, INC.**

(Exact name of registrant as specified in charter)

Tennessee  
(State or other jurisdiction  
of incorporation)

000-31225  
(Commission  
File Number)

62-1812853  
(I.R.S. Employer  
Identification No.)

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**150 Third Avenue South, Suite 900, Nashville, Tennessee**

**(Address of principal executive offices)**

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

**37201**

**(Zip Code)**

**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 2.02. Results of Operations and Financial Condition.**

This Current Report on Form 8-K is being furnished to disclose the press release issued by Pinnacle Financial Partners, Inc., a Tennessee corporation (the Company), on January 15, 2013. The press release, which is furnished as Exhibit 99.1 hereto pursuant to Item 2.02 of Form 8-K, announced the Company's results of operations for the three months and fiscal year ended December 31, 2012.

The press release contains for the fiscal years ended December 31, 2011 and December 31, 2012, non-GAAP net income per fully diluted common share available to common stockholders, excluding the impact of the accelerated accretion for the remaining preferred stock discount associated with the Company's second quarter redemption of the remaining outstanding shares of the preferred stock issued to the U.S. Department of the Treasury under the Capital Purchase Program of the Troubled Asset Relief Program and the impact of an income tax benefit resulting from a release of a valuation allowance for deferred tax assets in 2011. In addition, the press release contains for the three months ended December 31, 2012, September 30, 2012 and December 31, 2011 non-GAAP revenue, excluding securities gains, and non-GAAP noninterest expense, excluding the impact of expense associated with other real estate owned. The press release also contains for the three months ended December 31, 2012 non-GAAP performance ratios, excluding securities gains, other real estate owned expense and charges related to the restructuring of Federal Home Loan bank advances, and non-GAAP noninterest income, excluding the impact of securities gains.

The press release also contains certain non-GAAP capital ratios as of December 31, 2012, September 30, 2012 and December 31, 2011. These non-GAAP capital ratios exclude the impact of goodwill and core deposit intangibles associated with the Company's acquisition of Mid-America Bancshares, Inc. and Cavalry Bancorp, Inc., which the Company acquired on November 30, 2007 and March 15, 2006, respectively, and the preferred stock issued to the U.S. Department of the Treasury under the Capital Purchase Program of the Troubled Asset Relief Program.

The presentation of this non-GAAP financial information is not intended to be considered in isolation or as a substitute for any measure prepared in accordance with GAAP. Because non-GAAP financial measures presented in the press release are not measurements determined in accordance with GAAP and are susceptible to varying calculations, these non-GAAP financial measures, as presented, may not be comparable to other similarly titled measures presented by other companies.

The Company believes that these non-GAAP financial measures facilitate making period-to-period comparisons and are meaningful indications of its operating performance. In addition, because intangible assets, such as goodwill and the core deposit intangible, and certain income and expense items, such as the gain on sale of investment securities and other real estate owned expenses, each vary extensively from company to company, the Company believes that the presentation of this information allows investors to more easily compare the Company's results to the results of other companies.

The Company's management utilizes this non-GAAP financial information to compare the Company's operating performance for 2012 versus the comparable periods in 2011 and to internally prepared projections.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

99.1 Press release issued by Pinnacle Financial Partners, Inc. dated January 15, 2013.

**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: January 16, 2013

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 99.1                   | Press release issued by Pinnacle Financial Partners, Inc. dated January 15, 2013 |