

PINNACLE FINANCIAL PARTNERS INC  
Form 8-K  
April 18, 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): April 16, 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)

37201  
(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.**

The 2013 Annual Meeting of Shareholders (the Annual Meeting ) of Pinnacle Financial Partners, Inc., a Tennessee corporation (the Company ) was held on April 16, 2013. At the Annual Meeting, Sue G. Atkinson, Harold Gordon Bone, Gregory L. Burns and Gary L. Scott were elected as Class I 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) ratified the appointment of KPMG LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2013, (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) on a non-binding, advisory basis, voted to hold the non-binding, advisory vote on the compensation of the Company s named executive officers every one year.

The final voting results of the director elections, ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm, approval of compensation for the Company s named executive officers, and selection of the frequency of the vote 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        | Withheld  | Broker Non-Votes |
|--------------------|------------|-----------|------------------|
| Sue G. Atkinson    | 22,016,418 | 2,890,316 | 5,707,077        |
| Harold Gordon Bone | 23,835,322 | 1,071,412 | 5,707,077        |
| Gregory L. Burns   | 23,738,581 | 1,168,153 | 5,707,077        |
| Gary L. Scott      | 19,143,566 | 5,763,168 | 5,707,077        |

(2) The ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2013 was approved by the following tabulation:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 29,330,869 | 377,871 | 905,071 | 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 |
|------------|-----------|-----------|------------------|
| 22,328,979 | 1,544,799 | 1,032,956 | 5,707,077        |

(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 |
|------------|-----------|-------------|---------|
| 19,598,458 | 711,503   | 3,646,327   | 950,446 |

The Company will file an amendment to this Current Report on Form 8-K to report the Company's decision regarding the frequency of future non-binding, advisory votes on the compensation of the Company's named executive officers.

**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 18, 2013