

PINNACLE FINANCIAL PARTNERS INC
Form DEFA14A
March 06, 2018

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

PINNACLE FINANCIAL PARTNERS, INC.
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on April 18, 2017.

PINNACLE FINANCIAL PARTNERS, INC.

PINNACLE FINANCIAL PARTNERS, INC.
150 THIRD AVENUE SOUTH
SUITE 900
NASHVILLE, TN 37201

Meeting Information

Meeting Type: Annual Meeting

For holders as of: February 23, 2018

Date: April 17, 2018 Time: 11:00 A.M. CDT

Location: Pinnacle Financial Partners
150 Third Avenue South, Suite 800
Nashville, TN 37201

For meeting directions, call Hugh Queener at 615-744-3744

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before
You Vote

How to
Access
the Proxy
Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

BY INTERNET: www.proxyvote.com

BY TELEPHONE: 1-800-579-1639

BY EMAIL: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 4, 2017 to facilitate timely delivery.

How To
Vote

Please
Choose
One of the
Following
Voting
Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

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Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

THE BOARD OF
DIRECTORS
RECOMMENDS
THAT THE
SHAREHOLDERS
VOTE "FOR"
PROPOSALS 1
THROUGH 5.

1.
To elect the
seventeen (17)
persons listed below
to serve as directors,
for a term of one year
and until the due
election and
qualification of their
successors:

Nominees:

- 1a. Abney S.
Boxley, III
 - 1b. Charles E. Brock
 - 1c. Renda J.
Burkhart
 - 1d. Gregory L.
Burns
 - 1e. Richard D.
Callicutt, II
 - 1f. Marty G.
Dickens
 - 1g. Thomas C.
Farnsworth, III
 - 1h. Joseph C.
Galante
 - 1i. Glenda Baskin
Glover
 - 1j. David B. Ingram
 - 1k. Robert A.
McCabe, Jr.
 - 1l. Ronald L.
Samuels
 - 1m. Gary L. Scott
 - 1n. Reese L. Smith,
III
 - 1o. Thomas R.
Sloan
 - 1p.
2. To ratify the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.
 3. To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement for the annual meeting of shareholders.
 4. To approve an amendment to the Company's Amended and Restated Charter to increase the number of authorized shares of the Company's capital stock from 100,000,000 to 190,000,000; 180,000,000 of which shall be common stock and 10,000,000 shall be preferred stock.
 5. To approve the Company's 2018 Omnibus Equity Incentive Plan.

G. Kennedy
Thompson
1q. M. Terry Turner

NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.