

FIRST HORIZON NATIONAL CORP

Form 8-K

April 24, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 23, 2019

First Horizon National Corporation

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|--------------------------|--------------------------------------|
| TN | 001-15185 | 62-0803242 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|--------------|
| I65 MADISON AVENUE | 38103 |
| MEMPHIS, TENNESSEE | |
| (Address of Principal Executive Office) | (Zip Code) |

Registrant's telephone number, including area code - **(901) 523-4444**

(Former name or former address, if changed from 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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.07. Submission of Matters to a Vote of Security Holders.**(a) & (b) Voting Results for 2019 Annual Meeting**

On April 23, 2019, First Horizon held its annual meeting of shareholders. At the annual meeting, three vote items were acted upon by the shareholders. The number of votes cast for or against as to each such matter or nominee, and the number of abstentions and broker non-votes as to each such matter or nominee, have been certified and are set forth in the tables below. All vote data is shown rounded to the nearest whole share.

Vote Item 1: Election of Directors**Outcome: All nominees were elected**

| Nominee | For | Against | Abstain | Broker Non-vote |
|----------------------|-------------|------------|---------|-----------------|
| Kenneth A. Burdick | 260,163,868 | 1,489,195 | 279,348 | 32,272,468 |
| John C. Compton | 242,585,090 | 19,083,380 | 263,941 | 32,272,468 |
| Wendy P. Davidson | 260,606,502 | 1,052,869 | 273,040 | 32,272,468 |
| Mark A. Emkes | 241,300,602 | 20,434,104 | 197,705 | 32,272,468 |
| Peter N. Foss | 259,931,876 | 1,738,242 | 262,294 | 32,272,468 |
| Corydon J. Gilchrist | 243,953,084 | 17,714,689 | 264,639 | 32,272,468 |
| D. Bryan Jordan | 241,582,882 | 19,828,104 | 521,426 | 32,272,468 |
| Scott M. Niswonger | 244,823,891 | 16,848,261 | 260,260 | 32,272,468 |
| Vicki R. Palmer | 241,366,085 | 20,378,002 | 188,325 | 32,272,468 |
| Colin V. Reed | 240,587,432 | 21,087,629 | 257,351 | 32,272,468 |
| Cecelia D. Stewart | 259,617,963 | 2,126,278 | 188,170 | 32,272,468 |
| Rajesh Subramaniam | 259,525,490 | 2,113,817 | 293,105 | 32,272,468 |
| R. Eugene Taylor | 259,295,018 | 2,439,395 | 197,999 | 32,272,468 |
| Luke Yancy III | 240,734,314 | 20,545,405 | 652,693 | 32,272,468 |

Vote Item 2: Advisory Resolution to Approve Executive Compensation**Outcome: Approved**

| Details | For | Against | Abstain | Broker Non-vote |
|--|-------------|-----------|-----------|-----------------|
| Advisory resolution to approve compensation of certain executive officers as described in the 2019 Proxy Statement | 253,408,822 | 6,950,603 | 1,572,986 | 32,272,468 |

Vote Item 3: Ratification of Appointment of Auditors**Outcome: Ratified**

| Auditor | For | Against | Abstain | Broker Non-vote |
|----------|-------------|------------|---------|-----------------|
| KPMG LLP | 277,911,176 | 15,941,756 | 351,947 | 0 |

(c) & (d) Not applicable.

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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.

First Horizon National Corporation
(Registrant)

Date: April 24, 2019 By: /s/ Clyde A. Billings, Jr.
*Senior Vice President, Assistant
General Counsel, and Corporate Secretary*