

SYNOVUS FINANCIAL CORP
Form 8-K
April 26, 2017
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

April 26, 2017 (April 20, 2107)
Date of Report
(Date of Earliest Event Reported)

SYNOVUS FINANCIAL CORP.
(Exact name of registrant as specified in its charter)

| | | | |
|---|---------------------|--|---|
| Georgia (State or other jurisdiction of incorporation or organization) 1111 Bay Avenue Suite 500, Columbus, Georgia (Address of principal executive offices) | 31901 (Zip Code) | 1-10312 (Commission File Number) | 58-1134883 (I.R.S. Employer Identification No.) |
| Registrant's telephone number, including area code: (706) 649-2311 | | | |

(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:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 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 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

The Synovus 2017 Annual Meeting of Shareholders was held on April 20, 2017. Following is a summary of the proposals that were submitted to the shareholders for approval and a tabulation of the votes with respect to each proposal.

Proposal 1

The proposal was to elect as directors the 12 nominees named in the proxy statement for Synovus' 2017 Annual Meeting of Shareholders.

| Nominee | Votes For | Vote Against | Abstentions |
|--------------------------|-------------|--------------|-------------|
| Catherine A. Allen | 165,458,709 | 1,246,302 | 5,577,002 |
| Tim E. Bentsen | 165,960,025 | 739,412 | 5,582,576 |
| F. Dixon Brooke, Jr. | 165,958,703 | 740,251 | 5,583,059 |
| Stephen T. Butler | 150,415,603 | 16,249,735 | 5,616,675 |
| Elizabeth W. Camp | 164,380,406 | 2,282,878 | 5,618,729 |
| Jerry W. Nix | 165,434,282 | 1,250,347 | 5,597,384 |
| Harris Pastides | 165,393,432 | 1,292,298 | 5,596,283 |
| Joseph J. Prochaska, Jr. | 165,855,780 | 829,512 | 5,596,721 |
| Kessel D. Stelling, Jr. | 163,652,915 | 2,992,774 | 5,636,324 |
| Melvin T. Stith | 164,443,674 | 1,947,779 | 5,890,560 |
| Barry L. Storey | 165,970,892 | 726,233 | 5,584,888 |
| Philip W. Tomlinson | 165,835,093 | 865,414 | 5,581,506 |

There were 19,037,425 broker non-votes for each director on this proposal.

Proposal 2

The proposal was an advisory vote on the compensation of Synovus' named executive officers as determined by the Compensation Committee.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 158,738,785 | 6,375,338 | 7,167,890 | 19,037,425 |

Proposal 3

The proposal was to ratify the amendment to the 2010 Synovus Tax Benefits Preservation Plan to extend the Plan.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 151,496,553 | 13,626,604 | 7,158,856 | 19,037,425 |

Proposal 4

The proposal was to ratify the appointment of KPMG LLP as Synovus' independent auditor for the fiscal year ended December 31, 2017.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 189,527,913 | 1,693,304 | 98,221 | 0 |

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 thereunto duly authorized.

SYNOVUS FINANCIAL CORP.

April 26, 2017 By: /s/ Allan E. Kamensky

Date Allan E. Kamensky
 Executive Vice President, General Counsel and Secretary