

FIRST HORIZON NATIONAL CORP
Form 8-K
December 22, 2010

**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): December 20, 2010

First Horizon National Corporation

(Exact name of registrant as specified in its charter)

TN

(State or other Jurisdiction
of Incorporation)

001-15185

(Commission File Number)

62-0803242

(IRS Employer
Identification Number)

**165 Madison Avenue
Memphis, TN**

(Address of Principal Executive
Offices)

38103

(Zip Code)

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

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 communication 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))
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Item 8.01. Other Events.

On December 20, 2010, First Horizon National Corporation (First Horizon) completed the issuance and sale of \$500,000,000 aggregate principal amount of 5.375% Senior Notes due 2015 (the Notes), pursuant to an Underwriting Agreement (the Underwriting Agreement), dated December 15, 2010, between First Horizon, on the one hand, and Goldman, Sachs & Co., J.P. Morgan Securities LLC and Morgan Stanley & Co. Incorporated as representatives of the several underwriters, on the other hand. The sale of the Notes was made pursuant to First Horizon s Registration Statement on Form S-3 (File No. 333-150448) filed with the Securities and Exchange Commission (the Registration Statement).

A copy of the Underwriting Agreement is attached as Exhibit 1.1 and is incorporated by reference herein. The opinion and consent of Charles T. Tuggle, Jr. as to the validity of the Notes is attached as Exhibit 99.1 and is incorporated by reference herein. The opinion and consent of Sullivan & Cromwell LLP as to the validity of the Notes is attached as Exhibit 99.2 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit #	Description
1.1	Underwriting Agreement, dated December 15, 2010, between First Horizon, on the one hand, and Goldman, Sachs & Co., J.P. Morgan Securities LLC and Morgan Stanley & Co. Incorporated as representatives of the several underwriters, on the other hand, relating to the purchase of the Notes.
99.1	Opinion of Charles T. Tuggle, Jr. as to the validity of the Notes, to become Exhibit 5.1 to the Registration Statement, including the consent of Charles T. Tuggle, Jr.
99.2	Opinion of Sullivan & Cromwell LLP as to the validity of the Notes, to become Exhibit 5.2 to the Registration Statement, including the consent of Sullivan & Cromwell LLP.

In the agreement filed as Exhibit 1.1, each party makes representations and warranties to other parties. Those representations and warranties are made only to and for the benefit of the respective other parties in the context of a business contract. They are subject to contractual materiality standards. Exceptions to such representations and warranties may be partially or fully waived by such parties in their discretion. No such representation or warranty may be relied upon by any other person for any purpose.

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)

By: /s/ William C. Losch III
Name: William C. Losch III
Title: *Executive Vice President and Chief
Financial Officer*

Date: December 22, 2010

EXHIBIT INDEX

- 1.1* Underwriting Agreement, dated December 15, 2010, between First Horizon, on the one hand, and Goldman, Sachs & Co., J.P. Morgan Securities LLC and Morgan Stanley & Co. Incorporated as representatives of the several underwriters, on the other hand, relating to the purchase of the Notes.
- 99.1* Opinion of Charles T. Tuggle, Jr. as to the validity of the Notes, to become Exhibit 5.1 to the Registration Statement, including the consent of Charles T. Tuggle, Jr.
- 99.2* Opinion of Sullivan & Cromwell LLP as to the validity of the Notes, to become Exhibit 5.2 to the Registration Statement, including the consent of Sullivan & Cromwell LLP.

* Filed herewith

In the agreement filed as Exhibit 1.1, each party makes representations and warranties to other parties. Those representations and warranties are made only to and for the benefit of the respective other parties in the context of a business contract. They are subject to contractual materiality standards. Exceptions to such representations and warranties may be partially or fully waived by such parties in their discretion. No such representation or warranty may be relied upon by any other person for any purpose.