

PINNACLE FINANCIAL PARTNERS INC
Form 8-K
April 22, 2011

**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 19, 2011

PINNACLE FINANCIAL PARTNERS, INC.

(Exact name of registrant as specified in charter)

Tennessee

000-31225

62-1812853

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

150 Third Avenue South, Suite 900, Nashville,
Tennessee

37201

(Address of principal executive offices)

(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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2011 annual meeting of shareholders of Pinnacle Financial Partners, Inc., a Tennessee corporation (the Company), was held on April 19, 2011. At the 2011 annual meeting (the Annual Meeting), James C. Cope, William H. Huddleston, IV, Robert A. McCabe, Jr. and Dr. Wayne J. Riley were elected as Class II 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, 2011, (ii) approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the definitive proxy statement delivered to the Company's shareholders in connection with the Annual Meeting and filed with the Securities and Exchange Commission on March 9, 2011 (the Proxy Statement), and (iii) voted, on a non-binding, advisory basis, to have the non-binding, advisory vote on the compensation of the Company's executive officers once every year.

The final voting results of the director elections, ratification proposal, approval of compensation for the Company's named executive officers, and approval of having the non-binding, advisory vote on the compensation of the Company's executive officers once every year, 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 |
|---------------------------|------------|-----------|------------------|
| James C. Cope | 16,749,852 | 6,784,797 | 5,580,017 |
| William H. Huddleston, IV | 20,663,325 | 2,871,324 | 5,580,017 |
| Robert A. McCabe, Jr. | 22,586,978 | 947,671 | 5,580,017 |
| Dr. Wayne J. Riley | 18,694,244 | 4,840,405 | 5,580,017 |

In addition to the foregoing directors, the remaining directors not up for re-election at the Annual Meeting continue to serve on the Board of Directors.

(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, 2011 was approved by the following tabulation:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 28,116,566 | 470,763 | 527,337 | |

(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 |
|------------|-----------|---------|------------------|
| 21,560,723 | 1,268,314 | 705,612 | 5,580,017 |

(4) With respect to the non-binding, advisory vote on the frequency (either annual, biennial or triennial) that shareholders of the Company will have a non-binding, advisory vote on the compensation of the Company's named executive officers, once every year was approved by the following tabulation:

| Once Every Year | Once Every Two Years | Once Every Three Years | Abstain | Broker Non-Votes |
|-----------------|----------------------|------------------------|---------|------------------|
| 18,748,160 | 215,116 | 3,798,788 | 772,585 | 5,580,017 |

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 22, 2011