

## Section 1: 8-K (8-K)

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 30, 2019 (April 24, 2019)  
Date of Report  
(Date of Earliest Event Reported)

Synovus Financial Corp.  
(Exact Name of Registrant as Specified in its Charter)

Georgia  
(State of Incorporation)

1-10312  
(Commission File Number)

58-1134883  
(IRS Employer Identification No.)

1111 Bay Avenue, Suite 500, Columbus, Georgia 31901  
(Address of principal executive offices) (Zip Code)

(706) 649-2311  
(Registrant's telephone number, including area code)

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(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 (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 (§ 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 Company's 2019 Annual Meeting of Shareholders was held on April 24, 2019. 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 11 nominees named in the proxy statement for the Company's 2019 Annual Meeting of Shareholders.

| <b>Nominee</b>           | <b>Votes For</b> | <b>Vote Against</b> | <b>Abstentions</b> |
|--------------------------|------------------|---------------------|--------------------|
| Tim E. Bentsen           | 193,798,238      | 626,189             | 152,386            |
| F. Dixon Brooke, Jr.     | 193,835,753      | 590,594             | 150,466            |
| Stephen T. Butler        | 177,900,296      | 16,529,843          | 146,674            |
| Elizabeth W. Camp        | 190,888,880      | 3,544,712           | 143,221            |
| Diana M. Murphy          | 192,845,595      | 1,586,660           | 144,558            |
| Harris Pastides          | 192,850,583      | 1,578,142           | 148,088            |
| Joseph J. Prochaska, Jr. | 193,876,628      | 545,864             | 154,321            |
| John L. Stallworth       | 193,871,567      | 552,512             | 152,734            |
| Kessel D. Stelling, Jr.  | 190,825,659      | 2,705,663           | 1,045,491          |
| Barry L. Storey          | 192,837,518      | 1,591,437           | 147,858            |
| Teresa White             | 193,833,088      | 596,125             | 147,600            |

There were 21,924,203 broker non-votes for each director on this proposal.

**Proposal 2**

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

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 190,602,515      | 3,443,395            | 530,903            | 21,924,203              |

**Proposal 3**

The proposal was to ratify the appointment of KPMG LLP as the Company's independent auditor for the fiscal year ended December 31, 2019.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 211,573,530      | 4,699,980            | 227,506            | 0                       |

**Item 8.01 Other Events.**

On April 29, 2019, the Company's Shareholder Rights Plan (the "Rights Plan") and the preferred stock purchase rights issued pursuant to the Rights Plan expired pursuant to their terms. In connection with the expiration of the Rights Plan, the Company will also take routine, voluntary actions to delist the preferred stock purchase rights from the New York Stock Exchange. These actions are administrative in nature and will have no effect on the Company's common stock, which continues to be listed on the New York Stock Exchange.

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Synovus has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SYNOVUS FINANCIAL CORP.

Date: April 30, 2019

By: /s/ Allan E. Kamensky

Name: Allan E. Kamensky

Title: Executive Vice President, General Counsel  
and Secretary

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