

FIRST HORIZON NATIONAL CORP
Form 8-K
April 20, 2011

**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 18, 2011

First Horizon National Corporation

(Exact Name of Registrant as Specified in Charter)

TN
(State or Other Jurisdiction
of Incorporation)

001-15185
(Commission File Number)

62-0803242
(IRS Employer
Identification No.)

**165 MADISON AVENUE
MEMPHIS, TENNESSEE**
(Address of Principal Executive Office)

38103
(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year***Restatement of Charter***

(1) On April 18, 2011, the Company's Board of Directors approved the restatement of the Company's Charter. The restatement was filed with the Tennessee Secretary of State on April 19, 2011 and was effective immediately upon filing. The Restated Charter is filed herewith as Exhibit 3.1.

(2) The restatement removed obsolete provisions of the Charter added in 2008 in connection with the designation of the Company's Series CPP preferred stock. All shares of that Series of stock were redeemed in 2010 and none of that Series may be reissued.

ITEM 5.07. Submission of Matters to a Vote of Security Holders.***Voting Results for 2011 Annual Meeting***

(a) On April 19, 2011, the Company held its annual meeting of shareholders.

(b) At the annual meeting, four vote items were acted upon by the shareholders. The number of votes cast for, against, or withheld as to each such matter or nominee, the number of votes in favor of each alternative presented in vote item 3, and the number of abstentions and broker non-votes as to each such matter or nominee, have been certified and are set forth below:

Vote Item 1: Election of Directors

Outcome: All nominees were elected

| <u>Nominee</u> | <u>For</u> | <u>Withheld</u> | <u>Abstain</u> | <u>Broker Nonvote</u> |
|----------------------|-------------|-----------------|----------------|-----------------------|
| Robert B. Carter | 189,602,195 | 8,984,592 | 2,636,182 | 33,830,269 |
| John C. Compton | 197,191,790 | 2,093,394 | 1,937,785 | 33,830,269 |
| Mark A. Emkes | 188,053,759 | 10,539,746 | 2,629,464 | 33,830,269 |
| Vicky B. Gregg | 193,009,297 | 7,139,638 | 1,074,034 | 33,830,269 |
| James A. Haslam, III | 191,640,362 | 8,815,358 | 767,249 | 33,830,269 |
| D. Bryan Jordan | 196,731,632 | 3,706,217 | 785,120 | 33,830,269 |
| R. Brad Martin | 188,146,186 | 11,556,719 | 1,520,064 | 33,830,269 |
| Vicki R. Palmer | 188,824,909 | 10,844,199 | 1,553,861 | 33,830,269 |
| Colin V. Reed | 189,948,674 | 10,435,539 | 838,756 | 33,830,269 |
| Michael D. Rose | 196,237,397 | 4,186,935 | 798,637 | 33,830,269 |
| William B. Sansom | 195,304,612 | 5,092,035 | 826,322 | 33,830,269 |
| Luke Yancy III | 184,557,046 | 15,563,392 | 1,102,531 | 33,830,269 |

Vote Item 2: Advisory Proposal on Executive Compensation

Outcome: Approved

| <u>Details</u> | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Nonvote</u> |
|---|-------------|----------------|----------------|-----------------------|
| Advisory proposal to approve compensation of certain executive officers as described in the Proxy Statement | 193,257,098 | 6,746,895 | 1,218,976 | 33,830,269 |

**Vote Item 3: Advisory Proposal on
Frequency of Advisory Vote on Executive Compensation**

Outcome: Every Year received a majority of the votes cast

| <u>Details</u> | <u>Every Year</u> | <u>Every Two Years</u> | <u>Every Three Years</u> | <u>Abstain</u> | <u>Broker Nonvote</u> |
|---|-----------------------|--------------------------------|----------------------------------|----------------|---------------------------|
| Advisory proposal on the frequency (whether every year, every two years, or every three years) of the advisory vote to approve compensation of certain executive officers as described in the Proxy Statement | 172,809,383 | 2,843,496 | 24,135,999 | 1,434,091 | 33,830,269 |

Vote Item 4: Ratification of Auditor

Outcome: Ratified

| <u>Auditor</u> | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Nonvote</u> |
|----------------|-------------|----------------|----------------|-----------------------|
| KPMG LLP | 224,173,771 | 10,511,692 | 367,775 | - 0 - |

(c) Not applicable.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibits are filed herewith:

| <u>Exhibit #</u> | <u>Description</u> |
|------------------|--|
| 3.1 | Restated Charter of First Horizon National Corporation |

All summaries and descriptions of documents, and of amendments thereto, set forth above are qualified in their entirety by the documents themselves, whether filed as an exhibit hereto or filed as an exhibit to a later report.

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 20, 2011

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

EXHIBIT INDEX

EX-3.1

Restated Charter of First Horizon National Corporation
