

FIRST HORIZON NATIONAL CORP
Form 8-K
April 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): April 20, 2010

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)

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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))

ITEM 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On April 20, 2010, the shareholders of the Company approved amendments to the First Horizon National Corporation 2003 Equity Compensation Plan. The amendments are effective immediately. The amendments are described in the Company's 2010 Proxy Statement under Vote Item 3 beginning on page 26, which description is incorporated into this item 5.02 by reference.

ITEM 5.07. Submission of Matters to a Vote of Security Holders.

(a) On April 20, 2010, the Company held its annual meeting of shareholders.

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

Voting Results for 2010 Annual Meeting

| <u>Vote Item</u> | <u>Nominee</u> | <u>For</u> | <u>Withheld</u> | <u>Abstain</u> | <u>Broker Nonvote</u> |
|---|--|-------------|-----------------|----------------|-----------------------|
| 1. Election of Directors [All elected] | Robert B. Carter | 152,039,720 | 11,314,218 | 0 | 0 |
| | Mark A. Emkes | 151,735,259 | 11,618,679 | 0 | 0 |
| | D. Bryan Jordan | 159,177,196 | 4,176,742 | 0 | 0 |
| | R. Brad Martin | 155,949,173 | 7,404,765 | 0 | 0 |
| | Vicki R. Palmer | 150,017,315 | 13,336,623 | 0 | 0 |
| | Michael D. Rose | 158,849,159 | 4,504,779 | 0 | 0 |
| | William B. Sansom | 157,810,957 | 5,542,981 | 0 | 0 |
| | Luke Yancy III | 141,408,345 | 21,945,593 | 0 | 0 |
| <u>Vote Item</u> | <u>Details</u> | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Nonvote</u> |
| 2. Charter Amendment [Approved] | Provides for election, in uncontested elections, of directors by a majority (rather than a plurality) of the votes cast | 191,278,171 | 6,619,074 | 1,667,445 | 0 |
| 3. Amendment and re-approval of 2003 Equity Compensation Plan [Approved] | Increases authority by 3 million shares, makes other amendments, and re-approves the Plan in its entirety for tax purposes | 127,488,926 | 34,070,998 | 1,794,114 | 36,210,752 |
| 4. Advisory Proposal on Executive Compensation [Approved] | Advisory proposal to approve compensation of certain executive officers as described in the Proxy | 156,065,169 | 5,239,548 | 2,049,221 | 36,210,752 |

Statement

2

| <u>Vote Item</u> | <u>Auditor</u> | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Nonvote</u> |
|----------------------------|----------------|-------------|----------------|----------------|-----------------------|
| 5. Ratification of Auditor | KPMG LLP | 187,479,981 | 10,940,963 | 1,143,746 | 0 |

[Ratified]

Regarding Vote Item No. 2, following the meeting appropriate Charter amendment documents were filed with the State of Tennessee. The Charter amendment became effective April 20, 2010.

(c) Not applicable.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibits are filed herewith:

Exhibit # Description

3.1 Articles of Amendment to the 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 21, 2010

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

EXHIBIT INDEX

EX-3.1 Articles of Amendment to the Restated Charter of First Horizon National Corporation
