

SUNTRUST BANKS INC
Form 8-K
April 25, 2017

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 25, 2017
SunTrust Banks, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|--|---------------------------------------|---|
| Georgia (State or other jurisdiction of incorporation) | 001-08918 (Commission File Number) | 58-1575035 (I.R.S. Employer Identification No.) |
|--|---------------------------------------|---|

| | |
|--|---------------------|
| 303 Peachtree Street, N.E., Atlanta, Georgia (Address of principal executive offices) | 30308 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code (800) 786-8787

Not Applicable
Former name or
former address, if
changed since last
report

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

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 annual meeting of the shareholders of SunTrust Banks, Inc. was held on April 25, 2017. Represented at the meeting were 431,027,978 shares of 492,031,815 eligible shares (87.60%). At the meeting, the shareholders of SunTrust took the following actions, and cast the following votes:

1. Shareholders elected the following persons as directors of SunTrust:

| | For | Against | Abstain | Non-votes |
|------------------------|-------------|-----------|-----------|------------|
| Agnes Bundy Scanlan | 384,964,991 | 1,216,002 | 406,496 | 44,440,489 |
| Dallas S. Clement | 384,683,895 | 1,496,655 | 406,938 | 44,440,489 |
| Paul R. Garcia | 385,298,365 | 856,601 | 432,523 | 44,440,489 |
| M. Douglas Ivester | 378,723,270 | 7,462,688 | 401,531 | 44,440,489 |
| Kyle Prechtl Legg | 384,850,381 | 1,299,549 | 437,560 | 44,440,489 |
| Donna S. Morea | 385,071,535 | 1,143,457 | 372,498 | 44,440,489 |
| David M. Ratcliffe | 385,335,907 | 821,782 | 429,800 | 44,440,489 |
| William H. Rogers, Jr. | 377,679,340 | 7,496,592 | 1,411,557 | 44,440,489 |
| Frank P. Scruggs, Jr. | 385,224,402 | 937,665 | 425,421 | 44,440,489 |
| Bruce L. Tanner | 384,760,378 | 1,405,363 | 421,749 | 44,440,489 |
| Thomas R. Watjen | 384,574,675 | 1,612,595 | 400,219 | 44,440,489 |
| Dr. Phail Wynn, Jr. | 379,149,464 | 7,038,878 | 399,147 | 44,440,489 |

2. Shareholders approved (98.43% of the votes cast) the non-binding advisory vote ("say-on-pay") resolution regarding the compensation of the Company's executives as described in the Summary Compensation Table as well as in the Compensation Discussion and Analysis and the other executive compensation tables and related discussion.

| | For | Against | Abstain | Non-votes |
|------------|-------------|-----------|-----------|------------|
| Say-on-Pay | 379,269,071 | 6,065,666 | 1,252,753 | 44,440,489 |

3. A majority of shareholders (87.43% of the votes cast) recommended that the Company conduct the the non-binding advisory vote ("say-on-pay") every one year, while a minority recommended that the Company conduct say-on-pay vote every two years (0.25%) and every three years (12.31%), respectively. In response, the Board of Directors of the Company has determined that it intends to provide a non-binding advisory vote ("say-on-pay") every year.

| | One Year | Two Years | Three Years | Abstain | Non-votes |
|------------------|-------------|--------------|----------------|---------|------------|
| Say-on-Frequency | 337,255,877 | 978,554 | 47,504,843 | 845,089 | 44,443,614 |

4. Shareholders ratified (98.90% of the votes cast) the appointment of Ernst & Young LLP as independent auditors of SunTrust for 2017.

| | For | Against | Abstain | Non-votes |
|-------------------------|-------------|-----------|---------|-----------|
| Ratification of Auditor | 425,906,108 | 4,742,006 | 379,864 | 0 |

SIGNATURE

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, thereunto duly authorized.

SUNTRUST
BANKS,
INC.
(Registrant)

Date:
By: /s/ David
April
A.
25
Wisniewski
2017.

David A.
Wisniewski,
Senior Vice
President,
Deputy
General
Counsel and
Assistant
Corporate
Secretary