

SUNTRUST BANKS INC
Form 8-K
April 23, 2019

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 23, 2019

SunTrust Banks, Inc.
(Exact name of registrant as specified in its charter)

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

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

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

Not Applicable
(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))

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.

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

The annual meeting of the shareholders of SunTrust Banks, Inc. ("SunTrust") was held on April 23, 2019 in Atlanta, Georgia. Represented at the meeting were 394,654,920 shares of 442,620,907 eligible shares (89.16%). 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 | 341,965,936 | 4,373,744 | 472,866 | 47,835,102 |
| Dallas S. Clement | 341,952,306 | 4,372,816 | 494,696 | 47,835,102 |
| Paul D. Donahue | 344,862,333 | 1,455,231 | 502,254 | 47,835,102 |
| Paul R. Garcia | 344,808,033 | 1,526,285 | 485,500 | 47,835,102 |
| Donna S. Morea | 345,016,384 | 1,336,954 | 466,481 | 47,835,102 |
| David M. Ratcliffe | 337,220,936 | 9,114,368 | 484,514 | 47,835,102 |
| William H. Rogers, Jr. | 335,226,239 | 8,215,104 | 3,378,474 | 47,835,102 |
| Frank P. Scruggs, Jr. | 344,803,924 | 1,518,269 | 497,625 | 47,835,102 |
| Bruce L. Tanner | 342,022,325 | 4,304,464 | 493,029 | 47,835,102 |
| Steven C. Voorhees | 344,684,981 | 1,634,951 | 499,886 | 47,835,102 |

2. Shareholders approved (97.29% of the votes cast) the non-binding advisory resolution ("say-on-pay") regarding the compensation of SunTrust's named executive officers as described in the Compensation Discussion and Analysis as well as in the Summary Compensation Table and the other executive compensation tables and related narrative disclosures set forth in SunTrust's Proxy Statement for its 2019 annual meeting of shareholders.

| | For | Against | Abstain | Non-votes |
|------------|-------------|-----------|-----------|------------|
| Say-on-Pay | 337,417,087 | 8,185,105 | 1,217,626 | 47,835,102 |

3. Shareholders ratified (98.70% of the votes cast) the appointment of Ernst & Young LLP as independent auditors of SunTrust for 2019.

| | For | Against | Abstain | Non-votes |
|-------------------------|-------------|-----------|---------|-----------|
| Ratification of Auditor | 389,499,804 | 4,636,152 | 518,964 | 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 hereunto duly authorized.

SUNTRUST BANKS, INC.
(Registrant)

Date: April 23, 2019 By: /s/ Curt Phillips
Curt Phillips, Senior Vice President, Assistant
General Counsel and Assistant Corporate Secretary