

REGIONS FINANCIAL CORP
Form 8-K
April 30, 2018

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 25, 2018

REGIONS FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE 001-34034 63-0589368
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)
1900 FIFTH AVENUE NORTH
BIRMINGHAM, ALABAMA 35203
(Address, including zip code, of principal executive office)
Registrant's telephone number, including area code: (800) 734-4667

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 communication 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 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2). 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.

At the Annual Meeting of Stockholders of Regions Financial Corporation ("Regions") held on April 25, 2018, the stockholders reelected Regions' 13 incumbent Directors standing for election, ratified the appointment of Ernst & Young LLP as Regions' independent registered public accounting firm for the 2018 fiscal year, approved executive compensation, and approved "Every Year" as the frequency of stockholder votes on executive compensation. The stockholders cast their votes as described below.

The following is a summary of the voting proposals for each matter presented to our stockholders:

Proposal 1: Election of Directors.

The 13 individuals listed below were elected at the 2018 Annual Meeting to serve as Directors of Regions until the next annual meeting of stockholders or until their successors are duly elected and qualified:

| | For | Against | Abstain | Broker Non-Votes |
|--------------------------|-------------|------------|-----------|------------------|
| Carolyn H. Byrd | 800,009,657 | 2,859,234 | 742,454 | 146,284,621 |
| Don DeFosset | 772,383,342 | 30,265,350 | 962,653 | 146,284,621 |
| Samuel A. Di Piazza, Jr. | 792,773,699 | 10,056,445 | 781,201 | 146,284,621 |
| Eric C. Fast | 800,065,808 | 2,728,703 | 816,834 | 146,284,621 |
| O. B. Grayson Hall, Jr. | 750,849,308 | 49,718,515 | 3,043,522 | 146,284,621 |
| John D. Johns | 780,784,662 | 21,885,431 | 941,252 | 146,284,621 |
| Ruth Ann Marshall | 800,114,411 | 2,718,135 | 778,799 | 146,284,621 |
| Susan W. Matlock | 780,343,999 | 22,385,719 | 881,627 | 146,284,621 |
| John E. Maupin, Jr. | 781,800,428 | 20,990,106 | 820,811 | 146,284,621 |
| Charles D. McCrary | 760,074,140 | 38,970,213 | 4,566,992 | 146,284,621 |
| James T. Prokopanko | 798,291,282 | 4,479,847 | 840,216 | 146,284,621 |
| Lee J. Styslinger III | 765,418,139 | 33,590,888 | 4,602,318 | 146,284,621 |
| José S. Suquet | 796,415,200 | 6,364,849 | 831,296 | 146,284,621 |

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm.

Regions' proposal to ratify the appointment of Ernst & Young LLP as independent auditors of Regions to serve for the 2018 fiscal year was approved. The full text of the proposal is included in the Proxy Statement dated March 9, 2018.

The vote with respect to this proposal was:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 921,428,440 | 27,423,800 | 1,043,726 | 0 |

Proposal 3: Advisory Vote on Executive Compensation.

The Company's stockholders gave advisory approval of executive compensation as disclosed in the Proxy Statement dated March 9, 2018. The vote with respect to this proposal was:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 756,898,691 | 44,051,580 | 2,661,074 | 146,284,621 |

Proposal 4: Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation.

Holdings of a majority of the Company's shares voted expressed a preference to hold future advisory votes on executive compensation on an annual basis. The full text of the proposal is included in the Proxy Statement dated March 9, 2018. The vote with respect to this proposal was:

| Every Year | Every Two Years | Every Three Years | Abstain |
|-------------|-----------------|-------------------|-----------|
| 775,068,728 | 1,948,209 | 24,533,428 | 2,060,980 |

Annual Frequency of Say-on-Pay Advisory Votes

After considering the voting results for proposal number 4 above in which Regions stockholders approved the recommendation of the Board of Directors to hold an annual advisory vote on executive compensation (“say-on-pay”), the Board affirmed its recommendation and elected at this time to hold future say-on-pay advisory votes on an annual basis.

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.

REGIONS FINANCIAL
CORPORATION

By: /s/ Fournier J. Gale, III

Name: Fournier J. Gale, III

Title: Senior Executive Vice President,
General Counsel and Corporate
Secretary

Date: April 30, 2018