

PINNACLE FINANCIAL PARTNERS INC
Form S-8
April 20, 2012

As Filed With the Securities and Exchange Commission on April 20, 2012

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

PINNACLE FINANCIAL PARTNERS, INC.

(Exact name of registrant as specified in its charter)

Tennessee
(State or other jurisdiction
of incorporation or organization)

62-1812853
(I.R.S. Employer
Identification No.)

150 Third Avenue South, Suite 900

Nashville, Tennessee 37201

(Address of Principal Executive Offices)

PINNACLE FINANCIAL PARTNERS, INC.

2004 EQUITY INCENTIVE PLAN

(Full title of the plan)

M. Terry Turner

Pinnacle Financial Partners, Inc.

150 Third Avenue South, Suite 900

Nashville, Tennessee 37201

(615) 744-3700

(Name, Address, and Telephone Number of Registrant's agent for service)

Copy to:

Bob F. Thompson, Esq.

Bass, Berry & Sims PLC

150 Third Avenue South, Suite 2800

Nashville, Tennessee 37201

CALCULATION OF REGISTRATION FEE

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| Title of securities | Amount to be | Proposed | Proposed | Amount of |
|-----------------------------------|---------------------------------|--------------------------------------|-------------------------------------|-------------------------|
| to be registered | registered⁽¹⁾ | maximum offering | maximum aggregate | registration fee |
| | | price per share⁽²⁾ | offering price⁽²⁾ | |
| Common Stock, \$1.00 par value | 500,000 shares | \$16.68 | \$8,340,000 | \$956 |

⁽¹⁾ Pursuant to Rule 416(a) under the Securities Act, includes an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

⁽²⁾ The offering price is estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(h) under the Securities Act and is based on the average of the high and low sales prices for the Common Stock on April 16, 2012.

Registration of Additional Securities

This Registration Statement is filed pursuant to General Instruction E of Form S-8 for the purpose of registering additional shares of Common Stock, \$1.00 par value, of Pinnacle Financial Partners, Inc., a Tennessee corporation (the Registrant), for the Registrant's 2004 Equity Incentive Plan, as amended and restated.

Incorporation by Reference of Earlier Registration Statements

The Registration Statements on Form S-8 (Registration Nos. 333-114799, 333-124199, 333-13541, 333-148251 and 333-158825) previously filed by the Registrant with the Securities and Exchange Commission on April 23, 2004, April 20, 2005, June 28, 2006, December 21, 2007 and April 27, 2009, respectively, are hereby incorporated by reference herein.

Item 8. Exhibits.

- 5.1 Opinion of Bass, Berry & Sims PLC.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on the signature page to the Registration Statement).
- 99.1 Pinnacle Financial Partners, Inc. Amended and Restated 2004 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed with the Securities and Exchange Commission on April 20, 2012).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on this 20th day of April, 2012.

PINNACLE FINANCIAL PARTNERS, INC.

By: /s/ M. Terry Turner
M. Terry Turner, Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, each person whose signature appears below hereby constitutes and appoints M. Terry Turner and Robert A. McCabe, Jr. and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|--|--|----------------|
| /s/ Robert A. McCabe, Jr. Robert A. McCabe, Jr. | Chairman and Director | April 20, 2012 |
| /s/ M. Terry Turner M. Terry Turner | President, Chief Executive Officer and Director (Principal Executive Officer) | April 20, 2012 |
| /s/ Harold R. Carpenter Harold R. Carpenter | Chief Financial Officer (Principal Financial and Accounting Officer) | April 20, 2012 |
| /s/ Sue G. Atkinson Sue G. Atkinson | Director | April 20, 2012 |
| /s/ Harold Gordon Bone Harold Gordon Bone | Director | April 20, 2012 |
| /s/ Gregory L. Burns Gregory L. Burns | Director | April 20, 2012 |
| /s/ Colleen Conway-Welch Colleen Conway-Welch | Director | April 20, 2012 |
| /s/ James C. Cope James C. Cope | Director | April 20, 2012 |

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/s/ William H. Huddleston, IV

Director

April 20, 2012

William H. Huddleston, IV

/s/ Ed C. Loughry, Jr.

Director

April 20, 2012

Ed C. Loughry, Jr.

/s/ Hal N. Pennington

Director

April 20, 2012

Hal N. Pennington

/s/ Gary L. Scott

Director

April 20, 2012

Gary L. Scott

Director

Wayne J. Riley, M.D.

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