

ESPEY MFG & ELECTRONICS CORP
Form SC 13G/A
January 12, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Amendment No. 2)

Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2

Espey Mfg & Electronics Corp.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

296650 10 4
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 296650 10 4 SCHEDULE 13G/A Page 2 of 7 Pages

1 NAME OF REPORTING PERSON

Stanley Kesselman

(a) ..

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	5	SOLE VOTING POWER	236,341
SHARES	6	SHARED VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER	236,341
	8	SHARED DISPOSITIVE POWER	0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
236,341

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10 CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.98%

12 TYPE OF REPORTING PERSON
IN (Individual)

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Item 1(a). Name of Issuer:

Espey Mfg & Electronics Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

233 Ballston Avenue, Saratoga Springs, New York 12866

Item 2(a). Name of Person Filing:

Stanley Kesselman

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Maxim Group, 405 Lexington Avenue, 2nd Floor, New York, NY 10174

Item 2(c). Citizenship or Jurisdiction of Organization:

USA

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

296650 10 4

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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

N/A

- (a) "Broker or dealer registered under Section 15 of the Exchange Act.
- (b) "Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) "Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) "Investment company registered under Section 8 of the Investment Company Act.
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
- (h) "A savings association as defined in Section 3(b) of Federal Deposit Insurance Act;
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J)
- (j) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: _____

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Item 4. Ownership.

(a) Amount beneficially owned:

236,341

(b) Percent of class:

9.98%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

236,341

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

236,341

(iv) Shared power to dispose or to direct the disposition of:

0

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " .

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 11, 2018

/s/ Stanley Kesselman
Name: Stanley Kesselman

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FIDELITY SOUTHERN CORPORATION

3490 Piedmont Road NE
Suite 1550
Atlanta, Georgia 30305

PROXY STATEMENT

GENERAL INFORMATION

The enclosed Proxy is solicited on behalf of the Board of Directors of Fidelity Southern Corporation (“Fidelity” or “Company”) in connection with the Annual Meeting of Shareholders (“Annual Meeting”) to be held at One Securities Centre, 3490 Piedmont Road NE, Suite 1550, Atlanta, Georgia 30305, on Thursday, April 23, 2015, at 3:00 p.m., and at any adjournment thereof. This Proxy Statement, the enclosed Proxy Card, and Fidelity’s 2014 Annual Report to Shareholders, including its Form 10-K, are being mailed to our shareholders on or about March 27, 2015.

Your vote is very important. For this reason, the Board of Directors is requesting that you permit your common stock (“Common Stock”) to be represented at the Annual Meeting by the Proxy Committee elected by the Board of Directors and composed of Wm. Millard Choate and H. Palmer Proctor, Jr.

The presence of a majority of the votes entitled to be cast at the Annual Meeting, represented in person or by Proxy, will constitute a quorum. The nine nominees receiving the highest vote totals will be elected as directors of Fidelity. A majority of the votes cast at the Annual Meeting is required to approve all other proposals, unless the vote of a greater number is required by law.

Who Can Vote

Each shareholder of record at the close of business on March 2, 2015, is entitled to notice of and to vote at the Annual Meeting or any adjournment thereof. Each share of Fidelity Common Stock entitles the shareholder to one vote on any matter coming before a meeting of Fidelity shareholders. On March 2, 2015, the record date for the Annual Meeting, there were 21,381,332 shares of Fidelity Common Stock outstanding and eligible to vote. The enclosed Proxy Card shows the number of shares that you are entitled to vote. If you own any shares in Fidelity’s Direct Stock Purchase and Dividend Reinvestment Plan or the Employee Stock Purchase Plan, the enclosed Proxy Card includes the number of shares you had in each plan on the record date for the Annual Meeting, as well as the number of shares registered in your name. If you hold shares of Common Stock in the Company’s 401(k) Plan, you will receive a separate Proxy Card for those shares. Follow the voting instructions included with the Proxy Card.

How Do I Cast My Vote

If you hold your shares of Common Stock in your name as a holder of record (either in certificates, book entry, or in the Direct Stock Purchase and Dividend Reinvestment Plan, the Employee Stock Purchase Plan or the 401(k) Plan), there are three ways you can vote by proxy:

By Internet Go to www.investorvote.com/LION and follow the instructions when prompted.
You will need to have the control number that appears on the proxy materials you received.

By Telephone Call 1-800-652-VOTE (8683) and follow the recorded instructions. You will also need your control number referred to above.

By Mail Complete, sign, date, and return the Proxy Card you received in the mail.

If you received more than one Proxy Card, this means you hold shares of our Common Stock in more than one account. You must complete, sign, date, and return each Proxy Card or vote all shares over the Internet or by

telephone for each of your accounts. If you vote by the Internet or by telephone, you should not mail back a Proxy Card for those shares.

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We encourage you to vote your shares by proxy, even if you plan to attend the Annual Meeting.

If you provide specific voting instructions, your shares will be voted as instructed. If you hold shares in your name and do not vote either by Internet, telephone, a completed and signed Proxy Card, or in person at the Annual Meeting, your shares will not be voted.

If you hold your shares in a brokerage account or through another nominee, your broker or nominee (the “record holder”) is forwarding these Proxy materials to you along with voting instructions. The record holder is required to vote your shares in accordance with your instructions. If you do not give the record holder instructions, the record holder has the authority to vote your shares on certain “routine” matters. At the Annual Meeting, the ratification of auditors is deemed “routine,” which means that the record holder can vote your shares if you do not timely provide instructions. Although most brokers and nominees offer telephone and Internet voting, availability and specific procedures will depend on their voting arrangements. Please follow their directions carefully.

Every vote is important! Please vote your shares promptly.

What Am I Voting On

There are three proposals that will be presented for your consideration at the Annual Meeting:

☑ To elect nine directors;

- To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015; and

☑ An advisory (non-binding) vote on executive compensation.

Other business may be addressed at the Annual Meeting if it properly comes before the Annual Meeting. However, we are not aware of any such other business.

Can I Change My Vote

If you are the record holder of the shares, you may change your vote by:

☑ Submitting written notice of revocation to our Corporate Secretary;

☑ If you voted by the Internet or by telephone, voting again over the Internet or by telephone prior to the deadline of 11:59 p.m. Eastern Time on April 22, 2015;

☑ If you completed and returned a Proxy Card, submitting a new Proxy Card with a later date and returning it prior to the vote at the Annual Meeting; or

☑ Attending the Annual Meeting in person and voting your shares by ballot at the meeting.

If your shares are held in a nominee or “street name,” you should contact your broker or other nominee regarding the revocation of proxies.

If you participate in the Company Plans (DRIP, ESPP, or 401(k) Plan), you may change your vote by submitting new voting instructions to the administrator or custodian of the Plan.

What Quorum is Needed to Hold the Annual Meeting

In order to conduct the Annual Meeting, a majority of Fidelity shares entitled to vote must be present in person or by Proxy. This is called a quorum. If you return a valid Proxy Card or elect to vote by Internet, by telephone, or in person at the Annual Meeting, you will be considered part of the quorum.

Abstentions, withheld votes, and broker non-votes will be included in the calculation of the number of votes represented in person or by Proxy at the Annual Meeting in determining whether the quorum requirement is satisfied.

What are Broker Non-Votes

A broker “non-vote” occurs when a brokerage firm, bank, or other nominee does not vote shares that it holds in “street name” on behalf of a beneficial owner because the beneficial owner has not provided voting instructions to the nominee with respect to a nondiscretionary item. Proposals 1 and 3 are nondiscretionary items for which a nominee will not have the discretion to vote without voting instructions from the beneficial owner. Proposal

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2 is a discretionary item for which a nominee will have the discretion to vote, even without voting instructions from the beneficial owner. Broker non-vote shares will be included in the number of shares considered present at the meeting for the purpose of determining whether there is a quorum. The effect of a broker non-vote on the outcome of the vote on a proposal will depend on the applicable voting standard for the proposal. For instance, if the approval of the proposal requires the affirmative vote of a majority of the outstanding shares, a broker non-vote would have the effect of a negative vote in determining the outcome of the vote on the proposal. On the other hand, if the approval of the proposal requires the affirmative vote of the majority of the shares present in person or represented by Proxy at the meeting and entitled to vote on the proposal, a broker non-vote, being shares not entitled to vote, would not have any effect on the outcome of the vote on the proposal.

What Vote is Needed

The nine nominees for director receiving the highest vote totals will be elected as directors of Fidelity. All other matters will be decided by the affirmative vote of the majority of the votes cast at the Annual Meeting.

What is our Voting Recommendation

Our Board of Directors recommends that you vote "FOR" each of the three proposals.

Proxy Solicitation

Fidelity will bear the expenses of soliciting proxies, including the cost of preparing and mailing this Proxy Statement. Fidelity will furnish solicitation materials to banks, brokerage houses, and other custodians, nominees, and fiduciaries for forwarding to beneficial owners of shares of the Common Stock, and normal handling charges may be paid for such forwarding service. In addition, directors, officers, and other employees of Fidelity who will not be additionally compensated therefor may solicit proxies in person or by telephone, email, or other means.

Important Notice Regarding the Availability of Proxy Materials

We have posted materials related to the 2015 Annual Meeting on the Internet. The materials listed below are available on a secure Internet website located at <https://materials.proxyvote.com/316394>. This website is compliant with regulatory standards and does not utilize tracking cookies or site visit intelligence tracking.

¶ This Proxy Statement for the 2015 Annual Meeting, and

Fidelity's 2014 Annual Report to Shareholders, including its Form 10-K, filed with the Securities and Exchange Commission.

PROPOSAL # 1 – ELECTION OF DIRECTORS

Shareholder Nominees

The policy of the Nominating Committee is to consider proposed nominations for membership on the Board of Directors properly submitted by shareholders who own at least 1,000 shares of Common Stock of Fidelity and have held the stock for at least one year. Any proposed nomination by a shareholder for consideration by the Nominating Committee must include the proposed nominee's name and qualifications and a statement to the effect that the proposed nominee has agreed to the submission of his/her name as a candidate for nomination as a director. The proposed nomination should be sent to the Chairman of the Nominating Committee of Fidelity Southern Corporation, 3490 Piedmont Road NE, Suite 1550, Atlanta, Georgia 30305. In order to timely consider any candidate, the shareholder must submit the recommendation on or before November 1 immediately preceding the next annual meeting of shareholders. None of our qualifying shareholders nominated any prospective nominees to our Nominating Committee for consideration at the Annual Meeting.

Identifying and Evaluating Nominees for Director

The Nominating Committee utilizes a variety of methods for identifying and evaluating nominees for director.

Nominees for director are selected for their character, judgment, diversity of experience, acumen, ability to work with

others, and their ability to act for the benefit of Fidelity and its shareholders. The Nominating Committee evaluates the totality of the merits of each prospective nominee and does not restrict itself by establishing minimum qualifications or attributes. The Nominating Committee has a written policy regarding diversity that seeks to provide the Board with a depth of experience and differences in viewpoints and skills. The Nominating

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Committee's Director Qualification Standards and Procedure for Identifying and Evaluating Candidates is available under the Investor Relations section of our website at www.fidelitysouthern.com, under the heading "Director Qualifications."

The name of any candidate for nomination as a director may be submitted to the Nominating Committee by shareholders, as described above, and directors. The Nominating Committee will review the qualifications of each candidate submitted and conduct such inquiries as it determines appropriate. There is no difference in the manner by which the Nominating Committee evaluates prospective nominees for director based on the source from which the individual was first identified. The Nominating Committee recommends, by a majority vote of its members, to the entire Board of Directors those director candidates it believes will best serve Fidelity and its shareholders, meet the qualifications set forth in the director qualification standards, and have such other requisite skills and knowledge deemed necessary by the Nominating Committee.

The number of directors is currently set at nine by resolution of the Board of Directors. The number of directors may be increased or decreased from time to time by resolution of the Board of Directors or of the shareholders, but no decrease shall have the effect of shortening the term of an incumbent director. The terms of office for directors continue until the next annual meeting of shareholders or until their successors are elected and qualified.

Fidelity's Board of Directors has determined that each member of its Board, other than James B. Miller, Jr., Chief Executive Officer of Fidelity, and H. Palmer Proctor, Jr., President of Fidelity, were "independent" during 2014 as defined in the NASDAQ Marketplace Rules.

In the event that any nominee withdraws or for any reason is not able to serve as a director, the Proxy will be voted for such other person as may be designated by the Board of Directors as substitute nominee unless the Board of Directors or shareholders by resolution provide for a lesser number of directors, but in no event will the Proxy be voted for more than nine nominees. Management has no reason to believe that any nominee will not serve if elected.

Nominating Committee Report

The Nominating Committee reviewed the qualifications of the director nominees, found them to meet the criteria for directors established by the Nominating Committee, and recommended the slate to the Board of Directors as director nominees for election at the 2015 Annual Meeting of Shareholders.

Major General (Ret) David R. Bockel, Chairman

Dr. Donald A. Harp, Jr.

Kevin S. King

Rankin M. Smith, Jr.

Information about Nominees for Director

The following information as of March 2, 2015, has been furnished by the respective nominees for director. All nominees for election to the Board of Directors set forth in this Proxy Statement currently serve as directors of Fidelity. Except as otherwise indicated, each nominee has been engaged in his present principal employment, in the same position, for more than five years. As described below, the Nominating Committee, after giving consideration to the Company's business operations and corporate structure, has determined that each nominee is qualified to serve on the Board.

Name	Age	Year First Elected	Business Experience During Past Five Years and Other Information
James B. Miller, Jr. ⁽¹⁾	74	1979	<p>Chairman of the Board and Chief Executive Officer of Fidelity since 1979. President of Fidelity from 1979 to April 2006. A director of Fidelity Bank, a wholly owned subsidiary of Fidelity, since 1976; President of Fidelity Bank from 1977 to 1997 and from December 2003 through September 2004; and Chief Executive Officer of Fidelity Bank from 1977 to 1997, and from December 2003 until present. Chairman of Fidelity Bank since 1998. Chairman of LionMark Insurance Company, a wholly owned subsidiary, since November 2004. Chairman of Berlin American Companies and other family investment companies since 1977. A director of Interface, Inc., the world's largest carpet tile manufacturing company, since 2000, and of American Software Inc., a software development company, since 2002.</p> <p>Mr. Miller's education and experience as an attorney, experience running a company in Germany, in addition to the years of experience employed as an executive officer of Fidelity, serving on Fidelity's Board of Directors as well as serving on the boards of various community organizations and public companies qualify him to serve as a director.</p> <p>Georgia State Commissioner for the Military Interstate Children's Compact Commission since November 2012. Veterans Program Liaison for the Governor's Office of Workforce Development from July 2013 to December 2014; Executive Director, Georgia Military Affairs Coordinating Committee, Georgia Chamber of Commerce, from October 2011 until July 2013; Executive Director, Reserve Officers Association of the United States, a 63,000 member organization headquartered in Washington, D.C., from November 2009 to September 2011 and Deputy Executive Director, from October 2003 to November 2009; USO of Georgia board member since February 2012. A director of Fidelity Bank since 1997.</p> <p>Major General (Ret) Bockel's previous experience as founder and head of an advertising company, his military experience commanding 18,000 soldiers with responsibility for military facilities and equipment over five states, and his previous positions qualify him to serve as a director.</p>
Major General (Ret) David R. Bockel ^{(2) (3) (4)}	70	1997	
Wm. Millard Choate	62	2010	<p>Founder and President of Choate Construction Company, a commercial construction and interior construction firm with offices headquartered in Atlanta, Georgia, since 1989. A director of Fidelity Bank since April 2010.</p> <p>The experience Mr. Choate received founding his company and establishing all operations, procedures, banking, insurance and bonding relationships, marketing, preconstruction estimating, and</p>

technology, in addition to his degrees in economics and business, qualify him to serve as a director.

Adjunct Professor, Candler School of Theology, Emory University, since September 2008. Minister Emeritus of Peachtree Road United Methodist Church since July 2008. Senior Minister of Peachtree Road United Methodist Church from 1988 to July 2008. A director of Fidelity Bank since 2008.

Dr. Donald A. Harp, Jr. ^{(1) (2)} 76 2008
_{(3) (4)}

Dr. Harp brings to the Board of Directors his experience of over 20 years managing a \$7 million church budget and 60 member staff, as well as his membership on many non-profit boards and experience as mayor pro-tem of a city with budget and other management responsibilities, which qualify him to serve as a director.

Name	Age	Year First Elected	Business Experience During Past Five Years and Other Information
Kevin S. King ⁽¹⁾ ⁽²⁾ ⁽⁴⁾	67	1998	<p>An attorney in Georgia from 1972 to present. Of Counsel, Isenberg & Hewitt, P.C., Atlanta, Georgia, from January 2011 to August 2011. A director of Fidelity Bank since 1998.</p> <p>Mr. King's qualifications to serve as director include degrees earned in accounting and law, and various business and legal positions over 40 years, including executive vice president/general counsel, a member of several for profit and non-profit boards, and as a lawyer in private practice.</p> <p>Member of Moore Stephens Tiller, LLC, from 1979 to present and Managing Member from 1990 to September 2009. A director of Fidelity Bank since January 2010.</p>
William C. Lankford, Jr. ⁽³⁾	65	2010	<p>Mr. Lankford's position as a CPA with broad accounting, tax, and business experience gained from being in public practice for over 40 years qualify him to serve as a director.</p> <p>President of Fidelity since April 2006; Senior Vice President of Fidelity from January 2006 to April 2006; Vice President of Fidelity from April 1996 to January 2006. President of Fidelity Bank since October 2004. Director and Secretary/Treasurer of LionMark Insurance Company, a wholly owned subsidiary, since November 2004. A director of Fidelity Bank since 2004. A director of Brown and Brown, Inc., an independent insurance intermediary, since 2012.</p>
H. Palmer Proctor, Jr. ⁽¹⁾	47	2004	<p>As an executive of Fidelity and Fidelity Bank, Mr. Proctor offers expertise in financial services and a unique understanding of our markets, operations, and competition, which qualify him to serve as a director.</p> <p>President of Plant Improvement Co., Inc., a highway construction/real property lessor company located in Atlanta, Georgia, since 1997. President or Vice President/Secretary of Toco Hill, Inc., a real estate/lessor and investment company located in Atlanta, Georgia, since 1983. Manager and partner of WCS Investment Partnership, LLLP, an active investment holding company located in DeKalb County and Walton County, Georgia, since 2003. A director of Fidelity Bank since 1998.</p>
W. Clyde Shepherd III ⁽³⁾	54	2003	<p>Mr. Shepherd's extensive business experience as head of highway construction, investment, and real property lessor companies, as well as degrees earned in the fields of finance and economics, qualify him to serve as a director.</p>
Rankin M. Smith, Jr. ⁽²⁾ ⁽⁴⁾	67	1987	<p>Owner and Manager of Seminole Plantation, a shooting preserve located in Thomasville, Georgia, since 1991. Chairman of the Board of Trustees of Thomas University from January 2009 to</p>

January 2011 and Trustee from 2004 to present, and a member of the Board of Advisors of the Farmers & Merchants Bank, Monticello, FL, since March 2011. Director of Archbold Medical Foundation from 2005 to present. A director of Fidelity Bank since 1987.

Mr. Smith brings to the Board of Directors his many years of experience as a member and executive of various organizations, which qualify him to serve as a director.

- (1) Member of the Executive Committee of the Board of Directors
- (2) Member of the Compensation Committee of the Board of Directors
- (3) Member of the Audit Committee of the Board of Directors
- (4) Member of the Nominating Committee of the Board of Directors

There are no family relationships between any director, executive officer, or nominee for director of Fidelity or any of its subsidiaries.

Recommendation

The Board of Directors recommends a vote “FOR” each of the above nominees for director.

PROPOSAL # 2– RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors of Fidelity has appointed Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015, and is submitting such appointment to the shareholders for ratification.

Ratification of the appointment of the independent registered public accounting firm requires the affirmative vote of a majority of the votes cast, in person or by Proxy, by the shareholders of Fidelity at the Annual Meeting.

Recommendation

The Board of Directors recommends a vote “FOR” the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the 2015 fiscal year.

PROPOSAL # 3 – ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION

We are asking the shareholders to vote, on an advisory basis, to approve the compensation of our Chairman and principal executive officer, our principal financial officer, and two other executive officers (the “Named Executive Officers”) as disclosed in this Proxy Statement in accordance with the rules of the SEC and Section 14A of the Exchange Act. This proposal commonly known as a “say-on-pay” proposal, gives our shareholders the opportunity to express their views on our Named Executive Officers’ compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the compensation agreements and practices described in this Proxy Statement. This vote is advisory and is, therefore, not binding on us or the Board. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation.

Because the Board believes that the compensation of our Named Executive Officers as described in “Executive Compensation” appropriately addresses the Company’s objectives in connection with executive compensation, it recommends that the shareholders approve the following advisory resolution:

RESOLVED that the shareholders approve the compensation of the Company’s Named Executive Officers as disclosed in the “Executive Compensation” section of this Proxy Statement pursuant to Item 402 of SEC Regulation S-K, including the executive compensation tables and related disclosures.

Recommendation

The Board of Directors recommends a vote “FOR” this proposal.

MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

During 2014, the Board of Directors held ten meetings. Each of the directors attended at least 75% of the meetings of the Board of Directors and the meetings of the committees on which the director served. Fidelity has an Audit Committee, a Compensation Committee, a Nominating Committee, and an Executive Committee.

Directors are encouraged to attend the Annual Meeting of Shareholders. All directors attended the 2014 Annual Meeting of Shareholders.

The Board believes that our Chief Executive Officer is best situated to serve as Chairman of the Board of Directors because he is most familiar with our business and strategy, and is, therefore, the most appropriate director to lead discussions of our strategy and risk. Our independent directors bring experience, oversight, and expertise

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from outside the Company and industry, while our Chief Executive Officer provides company-specific experience and expertise. The Board believes that the combined role of Chairman and Chief Executive Officer promotes effective and thorough meetings and discussions and facilitates the flow of information between management and the Board. The Board established the position of Lead Director and selected Dr. Donald A. Harp, Jr. as Lead Director to preside at meetings of the Board in the absence of the Chairman, including the executive sessions of the non-management members of the Board.

Both the Board as a whole and its committees play an active role in overseeing management of our risks. The Board regularly reviews information with members of senior management regarding our strategy and key areas of the Company including operations, finance, legal, and regulatory, as well as the risks associated with each. The Board's Compensation Committee is responsible for overseeing the management of risks related to our executive compensation plans and reviewing the risks associated with our overall compensation practices and policies for all of our employees. The Audit Committee oversees management of financial risks. The Nominating Committee manages risks associated with the independence of the Board and potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed about such risks through committee reports.

Audit Committee

Fidelity has a separately designated standing Audit Committee that oversees the financial and accounting reporting process, assures that an audit program is in place to protect the assets of Fidelity, assures that adequate internal controls exist, oversees the internal audit function, reviews the Report of Management on Internal Control Over Financial Reporting and related testing and documentation, selects the independent registered public accounting firm, and evaluates their performance. During 2014, the Audit Committee held eight meetings.

The Audit Committee is governed by a written charter approved by the Audit Committee and the Board of Directors. The charter is available under the Investor Relations section of our website at www.fidelitysouthern.com.

The Board of Directors of Fidelity has determined that all of the members of the Audit Committee have sufficient knowledge in financial and accounting matters to serve on the Audit Committee. In addition, each member of the Audit Committee is independent and qualifies as an "audit committee financial expert" as defined by Item 407(d)(5)(ii) of Regulation S-K of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The current member composition of the Audit Committee satisfies the NASDAQ Marketplace Rules applicable to companies with stock listed for quotation on the NASDAQ Global Select Market. Dr. Donald A. Harp, Jr. serves as Chairman of the Committee.

Nominating Committee

The primary functions of the Nominating Committee are to identify individuals qualified to become members of the Board, recommend to the Board the director nominees for each annual meeting of the shareholders, and fill vacancies and new positions on the Board. Fidelity's Board of Directors has determined that the members of our Nominating Committee are independent as defined in the NASDAQ Marketplace Rules applicable to companies with stock listed for quotation on the NASDAQ Global Select Market. The Nominating Committee held three meetings during 2014. Major General (Ret) David R. Bockel serves as Chairman of the Committee.

The Nominating Committee is governed by a written charter approved by the Nominating Committee and the Board of Directors. The charter is available under the Investor Relations section of our website at www.fidelitysouthern.com.

Compensation Committee

The primary functions of the Compensation Committee are to provide assistance to the Board of Directors in fulfilling its oversight responsibility relating to the determination of goals and objectives, to evaluate performance relative to those goals and objectives, to determine the remuneration of the Chairman and President and to review and consider their evaluations of the performance of other executive officers, and to grant equity incentives and administer Fidelity's benefit plans. In addition, the Compensation Committee is responsible for reviewing and evaluating compensation and benefit plans for all officers and employees to ensure they are appropriate, competitive, and properly reflect Fidelity's objectives and performance. Likewise, the Compensation Committee is

responsible for reviewing and discussing the Compensation Discussion and Analysis and recommending its inclusion in this Proxy Statement. Fidelity's Board of Directors has determined that the members of our Compensation Committee are independent as defined in the NASDAQ Marketplace Rules applicable to companies with stock listed for quotation on the NASDAQ Global Select Market. During 2014, the Compensation Committee held six meetings. Major General (Ret) David R. Bockel serves as Chairman of the Committee.

The Compensation Committee is governed by a written charter approved by the Compensation Committee and the Board of Directors. The charter is available under the Investor Relations section of our website at www.fidelitysouthern.com.

Executive Committee

The Executive Committee is authorized to exercise any and all of the powers of the Board of Directors in the management of the business and affairs of Fidelity except where specific power is reserved to the Board of Directors by the Bylaws or by applicable law. During 2014, the Executive Committee did not hold a meeting. James B. Miller, Jr. serves as Chairman of the Committee.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Objectives of Executive Compensation Program

The objectives of our executive compensation program are to:

- provide competitive levels of compensation which take into account not only annual but long-term performance goals and the strategic objectives outlined in our strategic plan, all designed with the ultimate objective of improving shareholder value;
- attract, hire, and retain well-qualified, experienced, ethical, motivated, and dedicated executives;
- evaluate the performance of executive officers in a changing regulatory, economic, interest rate, and credit quality environment;
- reward executives based on corporate performance, the attainment of long-term goals and strategic objectives, the level of each executive's initiative, responsibility, and achievements, and how effectively risk is managed; and
- provide competitive financial security for executives and dependents in the event of a change in control, death, disability, or retirement.

What our Executive Compensation Program is Designed to Reward

Our executive compensation program is designed to recognize and reward both corporate and individual performance primarily through competitive salary arrangements, annual incentive compensation plans, restricted stock awards, stock option grants, employment agreements, a deferred compensation plans, life insurance programs, certain perquisites, and other broad-based employee benefit plans such as our 401(k) Plan.

How We Choose the Amounts for Each Element of Compensation

The Compensation Committee annually evaluates and recommends to the independent directors the salary and total remuneration of James B. Miller, Jr., our Chairman and principal executive officer, and H. Palmer Proctor, Jr., our President, and reviews and considers their evaluation of the other executive officers (the "Named Executive Officers"). During 2014, our Named Executive Officers were James B. Miller, Jr., Stephen H. Brolly, our Chief Financial Officer, H. Palmer Proctor, Jr., and David Buchanan, a Vice President. This review was based on each executive officer's individual achievements and contributions to corporate short-term and long-term goals and objectives for the prior year, as well as the individual and corporate goals and objectives for the current year. As a result of this qualitative review, the executive officers are not encouraged to engage in excessive risk-taking that could threaten the value of the financial institution. The Committee, as part of its evaluation, also considered the outcome of the "say-on-pay" vote by the shareholders at their meeting held in 2014.

Under its charter, the Compensation Committee is authorized to retain and obtain advice of compensation consultants. During 2014, the Committee retained Pearl Meyer & Partners (“Consultants”) to evaluate the

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competitiveness of the compensation currently provided to Fidelity's CEO and other Named Executive Officers, and based on this evaluation, to provide recommendations for total compensation benefits for said Named Executive Officers. The Consultants reviewed the Company's executive compensation and benefits program. The analysis revealed that (1) Fidelity had performed very well relative to its peers for an extended period of time, (2) executive compensation was somewhat low relative to peers, given the excellent results the Company had sustained over several years, and (3) the Company's retirement plans compared unfavorably to peers due to the lack of a supplemental executive retirement plan ("SERP").

After reviewing the results of the analysis, the Board approved the following changes to the executive compensation and benefits program:

1. Create SERPs for selected executives, including the Named Executive Officers. The Board determined the creation of a SERP was appropriate in order for Fidelity to provide a market-competitive package of compensation and benefits and to ensure that the executives who spend all or most of their careers with the Company will have an opportunity to accrue a reasonable retirement benefit. In particular, in regard to the CEO, the Board concluded that based on his 38 years of service to Fidelity and the extraordinary performance the Company sustained over that period, it would be appropriate to provide the CEO a reasonable retirement benefit in the event that he should retire from service. Based on the data provided, the Board concluded that the CEO's potential retirement benefit would be well within the range of retirement benefits that may be earned by CEOs of comparable banks.
2. Purchase \$30 million of Bank Owned Life Insurance ("BOLI"), which would include \$5 million BOLI to partially fund the CEO's existing split dollar arrangement and fully fund the SERP.
3. Execute split-dollar insurance agreements with selected officers of the Company, including the Named Executive Officers.
4. Enter into new Employment Agreements including incentive compensation, with the CEO and President, and increase the CEO's annual base salary to \$800,000.
5. Pay a \$500,000 bonus to the CEO upon the signing of the new Employment Agreement.
6. Extend Incentive Compensation Agreements to two Named Executive Officers.

In 2014, we paid Pearl Meyer & Partners \$45,750 for executive compensation consulting services.

Rule 14a-21(b) of the Exchange Act requires issuers to provide a nonbinding shareholder vote in a proxy statement at least every six years on whether the say-on-pay vote should occur every one, two, or three years. The Shareholders, at their meeting on April 25, 2013, voted to include an advisory vote on the compensation of the Company's Named Executive Officers on an annual basis. In accordance with Rule 14a-21 of the Securities Exchange Act of 1934, the Company is not required to include this frequency proposal again until 2019.

Incentive Compensation Plans, Employment and Executive Continuity Agreements

Non-equity incentive compensation plans and employment and executive continuity agreements have been provided to our executive officers to aid in retention, to encourage continuity, to provide for non-compete requirements if employment is terminated, and to remain competitive with the compensation programs of comparable financial institutions.

Incentive Compensation Plans. The Compensation Committee believes that non-equity incentive plan compensation is a valuable element of overall executive officer compensation to motivate executive officers to achieve individual and corporate short-term and long-term strategic goals and objectives. Each Named Executive Officer was eligible for 20% of his salary or annual base compensation, or such other amount as determined by the Compensation Committee, as non-equity incentive compensation during 2014. Based on exceeding their 2014 individual goals and on the Company's financial and corporate results, Messrs. Miller, Proctor, Brolly, and Buchanan were awarded incentive compensation of \$150,000, \$100,000, \$50,000, and \$80,000, respectively, paid in 2015.

Messrs. Miller's and Proctor's employment agreements provide that they will be eligible during the term of their employment agreements for 50% of their base compensation as incentive compensation (incentive compensation of \$400,000 and \$250,000, respectively, for 2015), or such other amount as determined by the Compensation Committee, following its evaluation of corporate and individual performance relative to the executive

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compensation established in said employment agreements, and such other measures that the Compensation Committee may consider in its sole discretion.

Fidelity and Fidelity Bank entered into incentive compensation agreements with Stephen H. Brolly as Chief Financial Officer and David Buchanan as Vice President in December 2014, providing that Messrs. Brolly and Buchanan will be eligible during 2015-2017 for 50% of their base compensation as incentive compensation (incentive compensation of \$125,000 and \$200,000, respectively for 2015), or such other amount as determined by the Compensation Committee, following its evaluation of corporate and individual performance relative to the executive compensation established in the Incentive Compensation Plan agreements, and such other measures that the Compensation Committee may consider in its sole discretion.

Employment Agreements. Based on the goals and objectives established by the Compensation Committee, executive officers are provided with employment and continuity agreements of various terms to provide them assurance of compensation following a change in control. The agreements serve as a retention program as well as a program to provide for non-compete requirements.

Fidelity and Fidelity Bank entered into an employment agreement in December 2014 with James B. Miller, Jr. as Chairman and Chief Executive Officer of Fidelity and Fidelity Bank for a three-year period effective January 1, 2015. The term of the agreement is subject to extension upon mutual agreement or in the event a change in control occurs prior to expiration of the then current term and terminates upon a termination of employment. The employment agreement provides for a base salary of \$800,000 per year and makes Mr. Miller eligible for 50% of his base compensation as incentive compensation, or such other amount as determined by the Compensation Committee following its evaluation of corporate and individual performance relative to the executive compensation established at the beginning of the calendar year and such other measures or modifications as the Committee at its sole discretion may consider. During the period commencing prior to a change of control and ending at the end of the employment period, Mr. Miller will receive a base salary equal to the greater of the highest base salary in effect during the twelve months prior to the date which is one year prior to a change of control and the highest base salary in effect during the year prior to a change of control. In the event of a change in control, the method of calculating incentive compensation during the employment period after a change in control may not be changed in any manner which would result in Mr. Miller receiving less incentive compensation than he would have otherwise been entitled to receive under the terms of the agreement.

Under the employment agreement, if Fidelity terminates Mr. Miller for any reason other than for cause, death, or total disability or if Mr. Miller terminates employment for good reason, Mr. Miller will, upon execution of a release, receive a severance payment equal to three times his Final Compensation (defined below) less the aggregate amount to be paid in consideration for his agreement to the restrictive covenants as described below, paid over a 36-month period. The term "Final Compensation" means (i) base salary if the termination of employment occurs more than one year prior to a change of control, or (ii) the highest of the executive's compensation for the twelve month period immediately preceding a change of control, the executive's base salary in effect immediately preceding the change of control or the executive's base salary set at any time during the employment period if the termination occurs within one year of a change of control. If a severance payment were to be made under the current employment agreement, such payment would equal approximately \$2.40 million, excluding payments related to continued participation in the employee benefit programs.

Mr. Miller is entitled to receive complete outplacement services up to a total cost of \$20,000 for up to two years, or until Mr. Miller obtains full-time employment, whichever comes first. Mr. Miller will also be eligible to continue participation in the employee benefit programs for 18 months after the date of termination on the same basis as other executives. Mr. Miller is entitled to receive a payment if any of the benefits received by him under the agreement that is subject to the excise tax imposed by Section 4999 of the Internal Revenue Code (the "Excise Tax"), in an amount such that after payment of all taxes, Mr. Miller retains an amount equal to the Excise Tax imposed on the benefits.

Additionally, the employment agreement provides that upon termination of Mr. Miller's employment for any reason other than a termination of employment by Fidelity, for a period of 18 months after such termination (the "Non-Compete Period"), he will not engage in a competitive business within a 50 mile radius of Fidelity's Buckhead location, its headquarters. Upon termination of Mr. Miller's employment for any reason, for a period of 18 months after such termination, Mr. Miller will not solicit customers or employees of Fidelity, and will not disclose any confidential information of Fidelity. In consideration of Mr. Miller's non-compete agreement, he will receive an

amount equal to 60% of his base salary for each year or portion thereof during the Non-Compete Period. In addition, Fidelity will maintain during Mr. Miller's lifetime, regardless of the termination of his employment or employment agreement for any reason, insurance policies in the aggregate face amount of \$8.0 million payable to his designated beneficiaries or his estate.

The employment agreement provides that Fidelity will indemnify Mr. Miller and advance expenses incurred by Mr. Miller in any proceeding brought against Mr. Miller as a director or officer of Fidelity to the fullest extent permitted under the Articles of Incorporation and Bylaws of Fidelity and the Georgia Business Corporation Code. In the event of a dispute relating to the agreement, Fidelity agrees to pay or reimburse Mr. Miller for all legal fees and expenses incurred, irrespective of the disposition of the dispute, provided that the reasonableness of the fees must be determined by an independent arbitrator, using standard legal principles.

Fidelity and Fidelity Bank also entered into a new employment agreement in December 2014 with H. Palmer Proctor, Jr. as President of Fidelity and Fidelity Bank for a three-year period effective January 1, 2015. The term of the agreement is subject to extension upon mutual agreement or in the event a change in control occurs prior to expiration of the then current term and terminates upon a termination of employment. The employment agreement provides for a base salary of \$500,000 per year and makes Mr. Proctor eligible for 50% of his base compensation as incentive compensation, or such other amount as determined by the Compensation Committee following its evaluation of corporate and individual performance relative to the executive compensation established at the beginning of the calendar year and such other measures or modifications as the Committee at its sole discretion may consider. During the period commencing one year prior to a change of control and ending at the end of the employment period, Mr. Proctor will receive a base salary equal to the greater of the highest base salary in effect during the twelve months prior to the date which is one year prior to a change of control and the highest base salary in effect during the year prior to a change of control. In the event of a change in control, the method of calculating incentive compensation during the employment period after a change in control may not be changed in any manner which would result in Mr. Proctor receiving less incentive compensation than he would have otherwise been entitled to receive under the terms of the agreement.

Under the agreement, if Fidelity terminates Mr. Proctor for any reason other than for cause, death, or total disability, or if Mr. Proctor terminates employment for good reason, Mr. Proctor will, upon execution of a release, receive a severance payment equal to three times his Final Compensation, less the aggregate amount to be paid in consideration for his agreement to the restrictive covenants as described below, paid over a 36-month period. If a severance payment were to be made under the current employment agreement, such payment would equal approximately \$1.50 million, excluding payments related to continued participation in the employee benefit programs.

Mr. Proctor is entitled to receive complete outplacement services up to a total cost of \$20,000 for up to two years or until Mr. Proctor obtains full-time employment, whichever comes first. Mr. Proctor will also be eligible to continue participation in the employee benefit program for 18 months after the date of termination on the same basis as other executives. Mr. Proctor is entitled to receive a payment if any of the benefits received by him under the agreement that is subject to Excise Tax, in an amount such that after payment of all taxes, Mr. Proctor retains an amount equal to the Excise Tax imposed on the benefits.

Additionally, Mr. Proctor agrees that upon termination of his employment for any reason other than a termination of employment by Fidelity, for a period of 18 months after such termination (the "Non-Compete Period"), he will not engage in a competitive business within a 50 mile radius of Fidelity's Buckhead location, its headquarters. Upon termination of Mr. Proctor's employment for any reason, for a period of 18 months after such termination, Mr. Proctor will not solicit customers or employees of Fidelity, and will not disclose any confidential information of Fidelity. In consideration of Mr. Proctor's non-compete agreement, he will receive an amount equal to 60% of his base salary for each year or portion thereof during the Non-Compete Period. In addition, Fidelity will maintain during Mr. Proctor's lifetime, regardless of the termination of his employment or employment agreement for any reason, insurance policies in the aggregate face amount of \$1.50 million payable to his designated beneficiaries or his estate.

The employment agreement provides that Fidelity will indemnify Mr. Proctor and advance expenses incurred by Mr. Proctor in any proceeding brought against Mr. Proctor as a director or officer of Fidelity to the fullest extent permitted under the Articles of Incorporation and Bylaws of Fidelity and the Georgia Business Corporation Code. In the event of a dispute relating to the agreement, Fidelity agrees to pay or reimburse Mr.

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Proctor for all legal fees and expenses incurred, irrespective of the disposition of the dispute, provided that the reasonableness of the fees must be determined by an independent arbitrator, using standard legal principles.

Executive Continuity Agreements. Fidelity maintains executive continuity agreements with Stephen H. Brolly and David Buchanan to encourage such executive officers to continue their employment with Fidelity following a change of control. Each agreement ensures that the executive will maintain his salary and the method for calculating incentive compensation following a change of control for a period of time up to one year and will continue to have the benefit of incentive or other programs generally available to executives. Mr. Buchanan's agreement provides that the life insurance policy in the face amount of \$500,000 payable to Mr. Buchanan's beneficiaries will not be terminated during this period of time. If either executive is terminated other than for cause, total disability, or death during the applicable change of control period or the executive terminates his employment for good reason, the executive will, upon execution of a release, receive an amount equal to one time his Final Compensation less the aggregate amount to be paid in connection with the executive's agreement not to compete with Fidelity, not to solicit its customers or employees, and to maintain the confidentiality of its confidential information. Additionally, each executive agrees that, for a period of 12 months (the "Non-Compete Period"), he will not engage in a competitive business within a 50 mile radius of Fidelity's Buckhead office, its headquarters, will not solicit customers or employees of Fidelity, and will not disclose any confidential information of Fidelity. In consideration of such agreement, each executive will receive a payment equal to 40% of his base salary for each year or portion thereof during the Non-Compete Period. Mr. Buchanan's agreement provides that he will also continue to be eligible to participate in Fidelity's benefit plans for 12 months after the date of termination on the same basis as other executives. Mr. Brolly's agreement provides that Fidelity will fully subsidize the otherwise required premium payment for any health care continuation coverage (for example, COBRA), which is required by applicable law for a period of six months, and if such termination occurs within one year after a change of control, then Fidelity will subsidize such payments for a period of twelve months. Each executive will be entitled to outplacement services for a period up to two years that will be paid by Fidelity (with a maximum cost of \$20,000). Each executive is entitled to receive a payment if any of the benefits received by them is subject to the Excise Tax in an amount such that after payment of all taxes, the executive retains an amount equal to the Excise Tax imposed on the benefits. The executives will not receive a duplication of benefits under the executive continuity agreements and any other agreement, program, or arrangement, because benefits paid under the executive continuity agreements will be reduced by any similar benefits paid otherwise.

If payments were to be made under the current executive continuity agreements, such payments would equal \$250,000 and \$400,000 for Messrs. Brolly and Buchanan, respectively, reduced for payments, if any, made under the agreements described above, excluding payments related to continued participation in the employee benefit programs and possible outplacement services as described above.

Each executive continuity agreement provides that Fidelity will indemnify the executive and advance expenses incurred by an executive in any proceeding brought against the executive as a director or officer of Fidelity to the fullest extent permitted under the Articles of Incorporation and Bylaws of Fidelity and the Georgia Business Corporation Code. In the event of a dispute relating to the executive continuity agreements, Fidelity agrees to pay or reimburse the executives for all legal fees and expenses incurred, provided that the reasonableness of the fees must be determined by an independent arbitrator, using standard legal principles.

What are the Elements of Compensation and How Each Element Fits into Overall Compensation Objectives Annual Salary. The Committee believes that the most important element of executive officer compensation to attract, retain, and motivate executive officers in our market is annual salary, which is heavily weighted in the determination of each executive officer's total compensation. The Compensation Committee believed that the executive officers acted decisively and effectively throughout 2014 and that their salaries are appropriate based upon their performance.

Bonus. The Compensation Committee does not provide for a bonus plan as an element of total executive officer compensation, although one-time discretionary bonuses have been awarded from time to time to certain executive

officers for achievement and superior performance.

Incentive Compensation. As described above, each executive officer is eligible for 50% of his salary or other base compensation, or such other amount as determined by the Compensation Committee, as incentive compensation. Such incentive compensation may be paid in the form of cash or equity. Stock options and restricted

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stock awards (“Awards”) are granted to executive officers from time to time to enhance the alignment of their objectives with those of shareholders in terms of building value, to provide an opportunity for increased levels of ownership by executive officers, to encourage executive officer retention through longer-term incentives, and to maintain competitive levels of total compensation. Options are generally awarded at the closing market price on the date of grant. The Compensation Committee has never granted options with an exercise price that is less than the closing price on the date of grant. The Compensation Committee tries to make equity based grants and stock option grants at times when they will not be influenced by scheduled releases of financial information. It does not otherwise time or plan the release of material non-public information to affect the value of executive compensation. The Compensation Committee will from time to time award options as an inducement to join the Company and these are generally awarded with the date of hire as the grant date.

In the event the Named Executive Officer’s continuous employment with the Company is terminated by the Named Executive Officer for Good Reason or by the Company without Cause within 12 months after a Change in Control (as defined), the assumed Award may vest in full upon such termination of employment, including with respect to the portion of the Award which had not previously vested, or as determined by the Compensation Committee.

How Perquisites and Welfare and Retirement Plans are Integrated into Overall Compensation

Perquisites. Perquisites comprise a small part of our total compensation package. The main perquisites we provide are the payment of country club dues and an automobile allowance or use of a company-owned automobile for selected officers. Although these perquisites involve incidental personal value, we believe they are reasonable and consistent with the overall compensation program to assist with attracting and retaining executive officers, and for interaction with customers and potential customers.

Broad-Based Welfare and Retirement Benefits. The purpose for welfare and retirement benefits is to ensure our compensation packages are competitive and to provide an opportunity for retirement savings. We maintain a number of broad-based welfare benefit plans that are available to all of our employees, including group medical, dental, disability, and life insurance plans, some of which are contributory. Our Named Executive Officers may participate in these plans. We also offer our employees, including the Named Executive Officers, participation in a tax-qualified defined contribution 401(k) plan, which allows savings for retirement on a tax deferred basis.

SERPs. On December 23, 2014, Fidelity Bank entered into Salary Continuation Agreements (“SERP Agreements”) with certain officers of the Bank, including each of the Named Executive Officers, which became effective as of January 1, 2015. The SERP Agreements between the Bank and Messrs. Proctor, Buchanan, and Brolly provide that each such Named Executive Officer shall receive annual payments of \$300,000, \$250,000, and \$100,000, respectively, upon attaining the age of 65, with such payments payable monthly over a period of 180 months (15 years). The SERP Agreement between the Bank and Mr. Miller provides that upon attaining the age of 80, Mr. Miller is entitled to a single lump sum payment equal to the present value of an annual benefit of \$500,000, based on the assumption that the annual benefit is payable for 15 years in equal monthly installments at the beginning of each month. Each Named Executive Officer is also entitled to certain payments upon termination of employment prior to attaining the age to receive the benefit described above, or in the event of a change in control prior to attaining such age. Mr. Brolly’s SERP Agreement provides that any payment due in the event of an early termination is subject to vesting, and will be considered entirely unvested until May 21, 2016, 20% vested thereafter until May 21, 2017, 40% vested thereafter until May 21, 2018, 60% thereafter until May 21, 2019, 80% vested thereafter until May 21, 2020, and 100% vested on and after May 21, 2021. The payment of the benefits to each Named Executive Officer is subject to forfeiture provisions if such Named Executive Officer’s employment is terminated with cause or if such Named Executive Officer commits suicide, makes any material misstatement, or is subject to a final removal or prohibition order issued by an appropriate federal banking agency under the Federal Deposit Insurance Act.

Officer Split Dollar Agreements. In January 2015, Fidelity Bank entered into split dollar agreements and endorsements to provide for the division of death proceeds under certain life insurance policies owned by the Bank on the lives of certain officers of the Bank (including Messrs. Proctor, Buchanan, and Brolly) with each such officer's designated beneficiaries (the "Officer Split Dollar Agreements"). The Bank has the right to exercise all incidents of ownership of the life insurance policies and may terminate such policies without the consent of the officers. The Bank maintains at all times ownership of the cash value of the insurance policies. Under the Officer Split Dollar Agreements, if the officer dies prior to termination of his employment with the Bank, the officer's

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designated beneficiary will be entitled to a benefit equal to the accrued liability at retirement from the officer's SERP limited to 100% of the Net Amount at Risk insurance portion of the proceeds. For purposes of the Officer Split Dollar Agreements, "Net Amount at Risk" means the difference between the total death proceeds payable under the insurance policies less the aggregate cash value of the policies measured as of the date giving rise to the need for such calculation. The officer's rights under each Officer Split Dollar Agreement may be reduced or eliminated if he fails to cooperate with the Bank or the insurer with regards to the policies. In addition, no benefits will be paid if the officer commits suicide or if the insurer denies coverage for any reason, provided, however, that the Bank will evaluate the reasons for denial and, upon advice of legal counsel and in its sole discretion, consider judicially challenging such denial.

Gap Coverage Split Dollar Agreements. During the first quarter of 2015, Fidelity Bank entered into additional split dollar agreements and endorsements to provide for the division of death proceeds under certain life insurance policies owned by the Bank on the lives of Messrs. Miller, Proctor, and Buchanan with each such Named Executive Officer's designated beneficiaries (the "Gap Coverage Split Dollar Agreements"). The purpose of the Gap Coverage Split Dollar agreements is to fund any shortfall between the amount of benefits payable under certain life insurance policies obtained by the Bank in the 1990's insuring the lives of these Named Executive Officers and the amount of life insurance benefits the employment agreements with these Named Executive Officers provide are to be paid to such Named Executive Officers' beneficiaries upon death. The Bank may replace the life insurance policies with comparable policies to cover the benefits under the Gap Coverage Split Dollar Agreements. Each Gap Coverage Split Dollar Agreement will terminate if the Named Executive Officer commits suicide within two years after the date of the Gap Coverage Split Dollar Agreement, makes a material misstatement, or upon distribution of the life proceeds.

Summary Compensation Table

The following table sets forth the annual total compensation paid by Fidelity and its subsidiaries for 2014, 2013, and 2012 to our Named Executive Officers.

Name and Principal Position	Year	Salary	Non-Equity Incentive Plan Compensation			All Other Compensation	Total
			Restricted Stock Awards ⁽⁵⁾	Stock Options ⁽⁶⁾			
James B. Miller, Jr. Chairman and Chief Executive Officer	2014	\$ 750,000	\$ 650,000	\$ -	\$ -	\$ 127,585 ⁽¹⁾	\$ 1,527,585
	2013	750,000	150,000	455,838	-	187,802	1,543,640
	2012	750,000	100,000	307,500	220,500	171,930	1,549,930
Stephen H. Brolly Chief Financial Officer	2014	250,000	50,000	'-	'-	23,011 ⁽²⁾	323,011
	2013	250,000	50,000	216,739	-	15,792	532,531
	2012	250,000	-	-	74,250	4,623	328,873
H. Palmer Proctor, Jr. President	2014	500,000	100,000	'-	'-	59,231 ⁽³⁾	659,231
	2013	500,000	100,000	455,838	-	29,133	1,084,971
	2012	460,000	100,000	768,750	220,500	14,946	1,564,196
David Buchanan Vice President	2014	400,000	80,000	'-	'-	55,406 ⁽⁴⁾	535,406
	2013	400,000	80,000	455,838	-	33,137	968,975
	2012	400,000	200,000	768,750	220,500	10,774	1,600,024

⁽¹⁾ Includes \$8,202 for personal use of a company automobile, and \$90,306 for life insurance for Mr. Miller under split-dollar and bank owned life insurance policies (based on insurance tables providing the cost of term life

insurance for comparable coverage). Also includes \$1,949 for annual club fees based on personal use and \$18,348 for cash dividends on restricted stock.

- (2) Includes Fidelity's matching contributions of \$7,800 to Mr. Brolly's account in the 401(k) Plan and \$4,931 for cash dividends on restricted stock.

- (3) Includes Fidelity's matching contributions of \$7,800 to Mr. Proctor's account in the 401(k) Plan, \$3,104 for personal use of a company automobile, and \$1,678 under split-dollar life insurance policies (based on insurance tables providing the cost of term life insurance for comparable coverage). Also, includes \$3,785 for annual club fees based on personal use and \$31,848 for cash dividends on restricted stock.

- Includes Fidelity's matching contributions of \$7,650 to Mr. Buchanan's account in the 401(k) Plan, \$4,902 for personal use of a company automobile, and \$933 under a split-dollar life insurance policy (based on insurance tables providing the cost of term life insurance for comparable coverage). Also, includes \$31,848 for cash dividends on restricted stock.
- (5) The aggregate grant date fair value of the stock and option awards is calculated in accordance with FASB ASC Topic 718, without a forfeiture amount.
- (6) See Note 13 to the Company's Audited Financial Statements for additional discussion on FASB ASC Topic 718 valuation methodology.

Outstanding Equity Awards at December 31, 2014

The following table sets forth the outstanding equity awards at December 31, 2014, for the Named Executive Officers:

Name	Option Awards				Stock Awards	
	Number of securities underlying unexercised options exercisable	Number of securities underlying unexercised options unexercisable	Option exercise price	Option expiration date	Equity Incentive plan awards: number of unearned shares, units or other rights that have not vested	Equity Incentive plan awards: market or payout value of unearned shares, units, or other rights that have not vested ⁽¹⁾
James B. Miller, Jr.	33,333	16,667	\$9.00	12/21/2017	56,800	\$915,048
Stephen H. Brolly	16,667	8,333	6.15	01/19/2017	14,365	231,420
H. Palmer Proctor, Jr.	-	-	-	-	101,800	1,639,998
David Buchanan	-	-	-	-	101,800	1,639,998

- (1) The market value is based on the closing price of the Company's Common Stock at December 31, 2014, of \$16.11 multiplied by the number of unvested awards.

Option Exercises and Stock Vested for 2014

There were no stock option exercises for the Named Executive Officers during 2014. The table below sets forth the value realized upon vesting of restricted stock awards for the Named Executive Officers during 2014:

Name	Stock Awards	
	Number of shares acquired on vesting	Value realized on vesting ⁽¹⁾
James B. Miller, Jr.	35,900	\$551,950
Stephen H. Brolly	9,183	138,754
H. Palmer Proctor, Jr.	40,900	630,550
David Buchanan	40,900	630,550

- (1) Represents the value realized by multiplying the number of restricted Stock awards vesting by the closing price of the Company's Common Stock on the date of vesting.

Nonqualified Deferred Compensation

There is a nonqualified deferred compensation plan available to executive officers to provide an opportunity to defer amounts in addition to that which may be deferred under the 401(k) Plan. Under the nonqualified deferred compensation plan, the Board or its designee specifies the employees eligible to participate in the plan and the effective date and period of each such employee's eligibility to participate. The amount deferred by the participant is deducted each pay period in which the participant has compensation during the period of participation. Upon written

notice by December 31st each year, a participant may increase, decrease, or discontinue the deferral election for the following year. A participant's interest in the value of the account is 100% vested and non-forfeitable.

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The participant's account is credited with earnings (or losses) determined assuming the amounts credited to the account were invested in the investment funds the participant has selected from the funds made available from time to time under the plan for such purpose. There is no current or potential future cost to the Company.

Unless the participant has specified a date for the commencement of distributions, on the participant's termination of service with, or retirement from, the Company, the amounts credited to the account shall be paid commencing as soon as feasible after such termination of service or retirement; provided that in the case of a participant that is a "key employee" (as defined in Section 409A), if the stock of the Company is then publicly traded on an established securities market or otherwise, any amounts which become payable from this plan within the first six months after such participant's termination shall be delayed and paid immediately following the close of such sixth month (or, if earlier, the date of such participant's death).

In no event will a distribution of any part of a participant's account be made prior to the earliest of (i) the participant's termination of service unless the participant has specified a later date in an election then in effect, (ii) the date specified by the participant in the most recent election then in effect, (iii) the date the participant becomes disabled, (iv) the death of the participant, or (v) the occurrence of an unforeseeable emergency.

At the end of each year, the Board (or its designee) determines whether there will be an employer contribution credit for the year. Such determination is made on an individual participant basis, with the Board having absolute discretion to determine whether an individual participant will be credited with an employer contribution, the amount of such contribution, and the conditions the participant must satisfy to be credited with such contribution. Although the plan provides for Company contributions, there have been no Company contributions to this plan for the past five years.

The following table sets forth the nonqualified deferred compensation transactions for the year ended December 31, 2014, and the aggregate balance at December 31, 2014, for the Named Executive Officers:

Name	Executive Contributions in 2014	Aggregate Earnings in 2014	Aggregate Balance at 12/31/14
James B. Miller, Jr.	\$ -	\$ -	\$ -
Stephen H. Brolly	-	-	-
H. Palmer Proctor, Jr.	-	-	-
David Buchanan	105,600	69,198	1,171,183

There were no Company contributions to or withdrawals or distributions from this plan for the year ended December 31, 2014.

Agreements with Executive Officers and Post-Employment Compensation

Messrs. Miller, Proctor, Brolly, and Buchanan have entered into employment and/or executive continuity agreements, SERPS, and Split Dollar Agreements that are described in the Compensation Discussion and Analysis section.

There were no other arrangements or understandings between executive officers or nominees for directors with any other person who was, or is to be, selected as a director, executive officer, or nominee.

Tax and Accounting Considerations

The Company's compensation programs are affected by each of the following:

Accounting for Stock-Based Compensation—The Company accounts for stock-based compensation in accordance with the requirements of ASC 718. The Company also takes into consideration ASC 718 and other generally accepted accounting principles in determining changes to policies and practices for its stock-based compensation programs.

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Section 162(m) of the Internal Revenue Code—This section limits the deductibility of compensation for our chief executive officer and our other Named Executive Officers unless the compensation is less than \$1 million during any fiscal year or is “performance-based” under Section 162(m).

Section 409A of the Internal Revenue Code—Section 409A imposes additional significant taxes in the event that an executive officer, director or service provider received “deferred compensation” that does not satisfy the requirements of Section 409A. We believe that our plans have been designed and are operating to appropriately comply with Section 409A.

In making compensation decisions, the Compensation Committee takes into consideration the foregoing accounting and tax rules.

Executive Share Ownership Guidelines

The Compensation Committee supports share ownership by the Company’s executives but has not imposed formal ownership guidelines as of December 31, 2014. Details regarding the ownership of shares by the Named Executive Officers are set forth under "Security Ownership of Certain Beneficial Owners and Management."

Compensation of Nonemployee Directors

During 2014, each nonemployee director of Fidelity received a \$12,000 annual retainer, paid in four quarterly installments, divided equally between Fidelity and Fidelity Bank. In addition, each nonemployee director received \$2,000 for each Fidelity and Fidelity Bank Board of Directors’ meeting attended and \$1,000 for each committee meeting attended and each director is eligible for equity awards

Director compensation is reviewed periodically by the Compensation Committee and adjustments are recommended to the Board. The retainers and fees are believed to be competitive and appropriate to attract and retain well-qualified and committed members.

The following table sets forth the compensation of nonemployee directors for the year ended December 31, 2014.

Name	Director of Compensation		Total
	Fees Earned or Paid in Cash	Stock Options ⁽³⁾	
Major General (Ret) David R. Bockel ⁽¹⁾	\$52,000	\$31,2960	\$83,2960
Wm. Millard Choate ⁽²⁾	41,000	31,296	72,296
Dr. Donald A. Harp, Jr. ⁽¹⁾	52,000	31,296	83,296
Kevin S. King ⁽²⁾	53,000	31,296	84,296
William C. Lankford, Jr. ⁽¹⁾	49,000	31,296	80,296
W. Clyde Shepherd III ⁽²⁾	57,000	31,296	88,296
Rankin M. Smith, Jr. ⁽²⁾	54,000	31,296	85,296

⁽¹⁾ Each of these directors received stock in lieu of cash for 50% of their director fees.

⁽²⁾ Each of these directors received stock in lieu of cash for 100% of their director fees.

Each director was awarded 6,000 nonqualified stock options on January 23, 2014, with an option exercise price of \$15.56, an option expiration date of January 23, 2019, and a vesting schedule of one-third for three years beginning January 23, 2015.

James B. Miller, Jr., the Company’s Chairman and Chief Executive Officer, and H. Palmer Proctor, Jr., the Company’s President, are not included in the above table as they are employees of the Company and receive no compensation for their services as directors. The compensation received by Messrs. Miller and Proctor as employees of the Company is shown in the Summary Compensation Table on page 15.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee is composed entirely of nonemployee directors, each of whom has been determined in the Board’s business judgment to be independent based on the NASDAQ independence standards.

The Compensation Committee has reviewed Fidelity’s Compensation Discussion and Analysis for the fiscal year ended December 31, 2014, and has discussed the contents with management.

Based upon the review and discussion noted above, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and the Annual Report on Form 10-K for the fiscal year ended December 31, 2014. The Compensation Discussion and Analysis sets forth the committee's (1) description of each senior executive officer compensation plan and explanation of how each Named Executive Officer compensation arrangement does not encourage the senior executive officers to take unnecessary and excessive risks that threaten the value of the financial institution, (2) identification of the employee compensation plans and explanation of how any unnecessary risks posed by the plans have been limited, and (3) explanation of how the employee compensation plans do not encourage the manipulation of reported earnings to enhance the compensation of any employee.

Major General (Ret) David R. Bockel, Chairman

Dr. Donald A. Harp, Jr.

Kevin S. King

Rankin M. Smith, Jr.

DISCLOSURE OF COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of the Compensation Committee of the Board of Directors are Major General (Ret) David R. Bockel, Chairman, Dr. Donald A. Harp, Jr., Kevin S. King, and Rankin M. Smith, Jr. No member of the Compensation Committee is or was an officer or employee of Fidelity or any subsidiary. There are no Compensation Committee interlocks between Fidelity and other entities involving Fidelity's executive officers and members of the Board of Directors who serve as executive officer or board member of such other entities.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Fidelity has a written related person transaction policy that governs the identification, approval, ratification, and monitoring of any transaction that would be required to be disclosed pursuant to Item 404 of Regulation S-K under the Securities Act of 1933. The Board of Directors of Fidelity must approve all such transactions under the policy. No member of the Board of Directors may participate in any review or approval of a transaction with respect to which such member or any of his family members is a related person.

During 2014, Fidelity Bank paid \$1.90 million to Choate Construction Company, of which Mr. Choate, a director in 2014, is the majority shareholder. The payments were in connection with remodeling or renovating branches for Fidelity Bank. The Board of Directors approved the transactions, with Mr. Choate abstaining, determining that they were made on terms no less favorable than the terms generally available to an unaffiliated third party under the same or similar circumstances, and complied with Fidelity's established policy. After review of the facts, it has been determined that Mr. Choate is still considered independent under the NASDAQ Marketplace Rule.

Fidelity Bank has had, and expects to have in the future, loans and other banking transactions in the ordinary course of business with directors (including our independent directors) and executive officers of Fidelity and its subsidiaries, including members of their families or corporations, partnerships or other organizations in which such officers or directors have a controlling interest. These loans are made on substantially the same terms (including interest rates and collateral) as those prevailing at the time for comparable transactions with unrelated parties. Such loans do not involve more than the normal risks of repayment nor present other unfavorable features. As of December 31, 2014, Fidelity Bank had loan commitments to executive officers and directors and their controlled entities aggregating approximately \$5.0 million, with no loans outstanding.

CODE OF ETHICS

The Board of Directors of Fidelity has adopted a Conflict of Interest Policy / Code of Ethics applicable to all of its directors and employees, including its chief executive officer and each of its senior financial officers, which complies with applicable regulations under the federal securities laws and the NASDAQ Marketplace Rules. The Code is available under the Investor Relations section of our website at www.fidelitysouthern.com. Fidelity intends to disclose any amendment or waiver by posting such information on its website.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table reflects the number of shares of Common Stock beneficially owned as of March 2, 2015, by (1) each person known to be the beneficial owner of more than five percent of the Common Stock of Fidelity, (2) each director, (3) each Named Executive Officer, and (4) all directors and executive officers as a group.

Unless otherwise indicated, each of the named individuals and each member of the group have sole or shared voting power or investment power with respect to the shares shown. Unless otherwise indicated, the address of each person or entity named in the table is c/o Fidelity Southern Corporation, 3490 Piedmont Road NE, Suite 1550, Atlanta, Georgia 30305.

The number of shares beneficially owned by each shareholder is determined under rules promulgated by the Securities and Exchange Commission. The information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and any shares as to which the individual has the right to acquire beneficial ownership within 60 days of March 2, 2015, through the exercise of any stock option, warrant, or other right. The inclusion in the following table of those shares, however, does not constitute an admission that the named shareholder is a direct or indirect beneficial owner of those shares.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Wellington Management Co, LLP 280 Congress Street Boston, MA 02210-1023	1,874,129	8.77 %
The Banc Funds Co, LLC 20 North Wacker Drive Suite 3300 Chicago, IL 60606-3105	1,433,329	6.71
James B. Miller, Jr.	3,274,342 (1)	15.29
Major General (Ret) David R. Bockel	42,744 (2)	*
Wm. Millard Choate	219,205 (3)	1.02
Dr. Donald A. Harp, Jr.	34,790 (4)	*
Kevin S. King	46,401 (5)	*
William C. Lankford, Jr.	25,104 (6)	*
H. Palmer Proctor, Jr.	272,074 (7)	1.27
W. Clyde Shepherd III	335,066 (8)	1.57
Rankin M. Smith, Jr.	276,754 (9)	1.29
Stephen H. Brolly	56,638 (10)	*
David Buchanan	243,349	1.14
All directors and executive officers as a group (11 persons)	4,826,467 (11)	22.45

*Less than 1 %.

- (1) Includes 33,333 shares that Mr. Miller has the right to acquire pursuant to outstanding stock options, 259,954 shares held by one of Mr. Miller's grandchildren and a family trust, and 226,840 shares held by a family partnership, a company of which Mr. Miller and his wife's trust own 40%. Also includes 104,801 shares owned by his wife's trust. Other stock held by his children and grandchildren is disclaimed.
- (2) Includes 2,000 shares that Major General (Ret) Bockel has the right to acquire pursuant to outstanding stock options and 297 shares held by his wife.
- (3) Includes 12,000 shares that Mr. Choate has the right to acquire pursuant to outstanding stock options.
- (4) Includes 12,000 shares that Dr. Harp has the right to acquire pursuant to outstanding stock options.

- (5) Includes 8,666 shares that Mr. King has the right to acquire pursuant to outstanding stock options and 29,011 shares held by his wife.
- (6) Includes 2,000 shares that Mr. Lankford has the right to acquire pursuant to outstanding stock options, and 2,500 shares held by his wife.
- (7) Includes 18,382 shares held by Mr. Proctor's children, and 17,375 shares held by his wife.

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- Includes 8,666 shares that Mr. Shepherd has the right to acquire pursuant to outstanding stock options, 39,998 (8) shares held by a Shepherd family foundation, 5,784 shares held by a family partnership, and 2,078 shares held by Mr. Shepherd's child.
- (9) Includes 12,000 shares that Mr. Smith has the right to acquire pursuant to outstanding stock options, and 334 shares held by his wife.
- (10) Includes 25,000 shares that Mr. Brolly has the right to acquire pursuant to outstanding stock options.
- (11) Includes 115,665 shares that the beneficial owners have the right to acquire pursuant to outstanding stock options.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires Fidelity's directors, executive officers, and persons who own more than 10% of the Common Stock of Fidelity to file reports of ownership changes with the SEC. To the Company's knowledge, during 2014, all reports of beneficial ownership of securities were filed with the SEC in a timely manner, except for one Form 4 relating to the October 22, 2014, sale of 4,405 shares of common stock by Major General (Ret.) David Bockel. The failure to file timely this report was inadvertent and was promptly corrected after discovery of the reporting obligation.

AUDIT COMMITTEE REPORT

Fidelity's Board of Directors has determined that the members of our Audit Committee are independent as defined in Rules 5605(a)(2) and (5605(c)(2) of the NASDAQ Marketplace Rules, Section 10A-3 of the Exchange Act and have the knowledge and experience required by Rule 4350(d).

The Audit Committee has reviewed Fidelity's Annual Report on its Form 10-K and the audited consolidated financial statements for the year ended December 31, 2014, and discussed the financial statements with management. The Audit Committee has discussed with Ernst & Young LLP, Fidelity's independent registered public accountants, those matters required to be discussed by Statement of Auditing Standards No. 16 as adopted by the Public Company Accounting Oversight Board.

The Audit Committee has received and reviewed the written disclosures and the letter from Ernst & Young LLP required by the Public Company Accounting Oversight Board Rule 3526, Communication with Audit Committees Concerning Independence, and the members of the Audit Committee have discussed the independence of Ernst & Young LLP. The Audit Committee has also reviewed the Report of Management on Internal Control Over Financial Reporting and Ernst & Young LLP's Report of Independent Registered Public Accounting Firm with management, the internal auditors, and Ernst & Young LLP. The Audit Committee has determined that the providing of professional services by Ernst & Young LLP, in addition to audit-related services, is compatible with the maintenance of the accountant's independence.

Based upon the review and discussions noted above, the Audit Committee has recommended to the Board of Directors of Fidelity, and the Board has approved, that the audited consolidated financial statements of Fidelity be included in its Annual Report on its Form 10-K for the fiscal year ended December 31, 2014, and be filed with the SEC.

Dr. Donald A. Harp, Jr., Chairman
Major General (Ret) David R. Bockel
William C. Lankford, Jr.

W. Clyde Shepherd III

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Ernst & Young LLP audited the consolidated financial statements of Fidelity and the evaluation of Fidelity's internal control over financial reporting as of December 31, 2014. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

FEES PAID BY FIDELITY TO ERNST & YOUNG LLP

The following table sets forth the fees paid by Fidelity for audit and other services provided by Ernst & Young LLP for fiscal years 2014 and 2013:

	2014	2013
Audit Fees ⁽¹⁾	\$601,000	\$669,500
Audit-Related Fees ⁽²⁾	31,850	25,500
Total	\$632,850	\$695,000

- Audit fees represent fees for professional services provided in connection with the audit of the financial statements,
- (1) review of the quarterly financial statements, and audit services provided in connection with other statutory or regulatory filings, including the audit of management’s assessment over financial reporting.
 - (2) Audit-related fees consist primarily of accounting consultation, employee benefit plan audits, and other attestation services.

The Audit Committee approved all audit services provided by Fidelity’s independent registered public accountants during 2014 and 2013 on a case-by-case basis in advance of each engagement. The Audit Committee has delegated to the Chairman of the Audit Committee the authority to pre-approve non-audit services not prohibited by law to be performed by Fidelity’s independent registered public accounting firm and associated fees for any non-audit service, provided that the Chairman shall report any decisions to pre-approve such non-audit services and fees to the full Audit Committee at its next regular meeting. None of the fees paid to the independent registered public accounting firm were approved by the Audit Committee after the services were rendered pursuant to the “de minimis” exception by the SEC for the provision of non-audit services.

SHAREHOLDER PROPOSALS

Shareholder proposals intended to be included in our Proxy Statement and voted on at the 2016 Annual Meeting of Shareholders must be received at our offices at 3490 Piedmont Road NE, Suite 1550, Atlanta, Georgia 30305, Attention: Corporate Secretary, on or before November 28, 2015. Shareholders may also present at the 2015 Annual Meeting any proper proposal that is not disclosed in the Proxy Statement for that meeting without prior notice to Fidelity. As discussed in Shareholder Nominees on page 3, any proposed director nomination by a shareholder must be submitted on or before November 1 immediately preceding the next Annual Meeting of Shareholders.

COMMUNICATIONS WITH FIDELITY AND THE BOARD

The following options are available to shareholders who want to communicate with Fidelity or the Board:

To communicate with the Board of Directors, address communications to the Board of Directors in care of the Corporate Secretary of Fidelity at 3490 Piedmont Road NE, Suite 1550, Atlanta, Georgia 30305. Communications that are intended specifically for a designated director should be addressed to the director in care of the Corporate Secretary of Fidelity at the above address. The Corporate Secretary shall cause the communications to be delivered to the addressees.

To receive information about Fidelity or Fidelity Bank, one of the following methods may be used:

1. Fidelity Bank’s website, located at www.lionbank.com, contains product and marketing data. Fidelity’s website, Investor Relations section, located at www.fidelitysouthern.com, contains Fidelity financial information in addition to Audit, Compensation, and Nominating Committee Charters, and Fidelity’s Conflict of Interest Policy / Code of Ethics. Online versions of Fidelity’s Annual Reports, Proxy Statements, Forms 10-K and 10-Q, press releases, and other SEC filings are also available through this website.
2. Fidelity’s Annual Report (Form 10-K), including the financial statements and the financial statement schedules, will
3. be furnished free of charge upon written requests

To contact us, please call Fidelity Investor Relations at (404) 240-1504, or send correspondence to Fidelity Southern Corporation, Attn: Investor Relations, 3490 Piedmont Road NE, Suite 1550, Atlanta, Georgia 30305.

OTHER MATTERS THAT MAY COME BEFORE THE ANNUAL MEETING

Management knows of no matters, other than matters described in this Proxy Statement, that are to be brought before the Annual Meeting. If any other matter should be presented for consideration and voted upon, it is the intention of the persons named as proxies in the enclosed Proxy to vote in accordance with their judgment as to what is in the best interest of Fidelity.

By Order of the Board of Directors,

Martha C. Fleming
Corporate Secretary
March 27, 2015

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