

SUNTRUST BANKS INC
Form 8-K
April 25, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): April 24, 2012

SunTrust Banks, Inc.

(Exact name of registrant as specified in its charter)

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

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

Registrant's telephone number, including area code (404) 558-7711

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective April 24, 2012, J. Hicks Lanier and Frank S. Royal, M.D. retired from the board of directors of SunTrust Banks, Inc. (the "Company") in accordance with the Company's bylaws which provide that an independent director is not eligible to serve as a director for a term which begins following his or her 72nd birthday.

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

The annual meeting of the shareholders of SunTrust Banks, Inc. was held on April 24, 2012. Represented at the meeting were 458,343,577 shares of 539,263,277 eligible shares. At the meeting, the shareholders of SunTrust took the following actions, and cast the following votes:

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

| | For | Against | Abstain | Non-votes |
|--------------------------|-------------|------------|---------|------------|
| Robert M. Beall, II | 399,112,671 | 6,396,487 | 551,397 | 52,283,022 |
| Alston D. Correll | 392,637,730 | 12,882,236 | 536,926 | 52,283,022 |
| Jeffrey C. Crowe | 395,210,397 | 10,316,328 | 533,830 | 52,283,022 |
| Blake P. Garrett, Jr. | 395,436,337 | 10,084,252 | 539,966 | 52,283,022 |
| David H. Hughes | 393,515,666 | 12,025,913 | 518,977 | 52,283,022 |
| M. Douglas Ivester | 397,492,143 | 8,081,575 | 486,837 | 52,283,022 |
| Kyle Prechtl Legg | 401,935,886 | 3,436,656 | 688,013 | 52,283,022 |
| William A. Linnenbringer | 400,459,091 | 5,036,249 | 565,215 | 52,283,022 |
| G. Gilmer Minor III | 397,704,645 | 7,753,802 | 602,108 | 52,283,022 |
| Donna Morea | 402,246,368 | 3,233,285 | 580,902 | 52,283,022 |
| David M. Ratcliffe | 402,113,498 | 3,378,867 | 568,190 | 52,283,022 |
| William H. Rogers, Jr. | 394,214,343 | 11,205,920 | 638,044 | 52,283,022 |
| Thomas R. Watjen | 402,071,069 | 3,403,470 | 586,016 | 52,283,022 |
| Dr. Phail Wynn, Jr. | 395,458,704 | 10,089,256 | 512,595 | 52,283,022 |

2. Shareholders approved (91.5% of the votes cast) the non-binding advisory vote ("say-on-pay") resolution regarding the compensation of the Company's executives as described in the Summary Compensation Table as well as in the Compensation Discussion and Analysis and the other executive compensation tables and related discussion.

| | For | Against | Abstain | Non-votes |
|------------|-------------|------------|-----------|------------|
| Say-on-Pay | 369,667,888 | 34,350,863 | 2,041,704 | 52,283,122 |

3. Shareholders ratified (98.2% of the votes cast) the appointment of Ernst & Young LLP as independent auditors of SunTrust for 2012.

| | For | Against | Abstain | Non-votes |
|-------------------------|-------------|-----------|---------|-----------|
| Ratification of Auditor | 449,444,523 | 8,182,074 | 716,979 | — |

Item 8.01 Other Events.

In connection with the election of a new director, Donna Morea, SunTrust's Board of Directors approved new committee assignments. Ms. Morea was assigned to the Audit and the Governance and Nominating Committees. Effective immediately, the Board's committees will be comprised of the following directors:

Audit Committee

Thomas R. Watjen, Chair
Robert M. Beall, II
M. Douglas Ivester
Kyle Prechtl Legg
William A. Linnenbringer
G. Gilmer Minor, III
Donna Morea

Governance and Nominating Committee

M. Douglas Ivester, Chair
Robert M. Beall, II
Kyle Prechtl Legg
William A. Linnenbringer
G. Gilmer Minor, III
Donna Morea
Thomas R. Watjen

Compensation Committee

Alston D. Correll, Chair
Jeffrey C. Crowe
Blake P. Garrett, Jr.
David H. Hughes
David M. Ratcliffe
Phail Wynn, Jr.

Risk Committee

Jeffrey C. Crowe, Chair
Alston D. Correll
Blake P. Garrett, Jr.
David H. Hughes
David M. Ratcliffe
Phail Wynn, Jr.

Executive Committee

William H. Rogers, Jr., Chair
Alston D. Correll
Jeffrey C. Crowe
M. Douglas Ivester
Thomas R. Watjen

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SUNTRUST BANKS, INC.
(Registrant)

Date: April 25, 2012.

By: /s/ David A. Wisniewski
David A. Wisniewski,

Senior Vice President, Deputy General
Counsel and Assistant Secretary