

SUNTRUST BANKS INC
Form 8-K
April 29, 2015

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 28, 2015

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
Not Applicable

Former name or former address, if changed since last report

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 28, 2015. Represented at the meeting were 461,088,471 shares of 524,797,778 eligible shares (87.9%). 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 | 410,411,157 | 2,162,608 | 1,091,847 | 47,422,859 |
| Paul R. Garcia | 411,480,116 | 1,099,401 | 1,086,095 | 47,422,859 |
| David H. Hughes | 409,838,913 | 2,705,644 | 1,121,055 | 47,422,859 |
| M. Douglas Ivester | 408,714,464 | 3,833,595 | 1,117,553 | 47,422,859 |
| Kyle Prechtl Legg | 411,267,671 | 1,173,960 | 1,223,981 | 47,422,859 |
| William A. Linnenbringer | 411,446,723 | 1,129,093 | 1,089,796 | 47,422,859 |
| Donna S. Morea | 411,609,571 | 981,357 | 1,074,684 | 47,422,859 |
| David M. Ratcliffe | 411,674,266 | 901,352 | 1,089,995 | 47,422,859 |
| William H. Rogers, Jr. | 403,293,985 | 7,022,878 | 3,348,748 | 47,422,859 |
| Frank P. Scruggs, Jr. | 411,475,049 | 1,102,832 | 1,087,730 | 47,422,859 |
| Thomas R. Watjen | 411,267,576 | 1,300,734 | 1,097,303 | 47,422,859 |
| Dr. Phail Wynn, Jr. | 407,406,755 | 5,178,062 | 1,080,795 | 47,422,859 |

2. Shareholders approved (97.8% 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 | 402,500,874 | 9,209,266 | 1,955,473 | 47,422,859 |

3. Shareholders ratified (99.0% of the votes cast) the appointment of Ernst & Young LLP as independent auditors of SunTrust for 2015.

| | For | Against | Abstain | Non-votes |
|-------------------------|-------------|-----------|-----------|-----------|
| Ratification of Auditor | 455,319,081 | 4,576,213 | 1,193,176 | 0 |

4. Shareholders rejected (60.4% against to 39.6% for) the shareholder proposal.

| | For | Against | Abstain | Non-votes |
|----------------------|-------------|-------------|-----------|------------|
| Shareholder proposal | 162,955,625 | 248,139,391 | 2,570,596 | 47,422,859 |

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 29, 2015.

By: /s/ David A. Wisniewski
David A. Wisniewski,
Senior Vice President, Deputy General
Counsel and Assistant Corporate Secretary