

PINNACLE FINANCIAL PARTNERS INC

Form 8-K

October 17, 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): October 16, 2012

PINNACLE FINANCIAL PARTNERS, INC.

(Exact name of registrant as specified in charter)

Tennessee
(State or other jurisdiction

of incorporation)

000-31225
(Commission

File Number)

62-1812853
(I.R.S. Employer

Identification No.)

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150 Third Avenue South, Suite 900, Nashville, Tennessee
(Address of principal executive offices)

37201
(Zip Code)

Registrant's telephone number, including area code: (615) 744-3700

N/A

(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 2.02. Results of Operations and Financial Condition.

This Current Report on Form 8-K is being furnished to disclose the press release issued by Pinnacle Financial Partners, Inc., a Tennessee corporation (the Company), on October 16, 2012. The press release, which is furnished as Exhibit 99.1 hereto pursuant to Item 2.02 of Form 8-K, announced the Company's results of operations for the three and nine months ended September 30, 2012.

The press release contains the year-over-year percentage increase in net income per diluted common share available to common stockholders for the three and nine months ended September 30, 2012, excluding the tax benefit from the release of a deferred tax valuation allowance in the third quarter of 2011 and the accretion for the remaining preferred stock discount associated with the TARP preferred stock redemption completed by the Company in the second quarter of 2012. The press release also contains non-GAAP noninterest income, excluding the impact of net securities gains for the three months ended September 30, 2012 and June 30, 2012 and non-GAAP noninterest expense, excluding the impact of expenses related to other real estate owned (OREO) for the three months ended September 30, 2012, June 30, 2012 and September 30, 2011. Furthermore, the press release presents the Company's efficiency ratio (noninterest expense divided by the sum of net interest income and noninterest income) for the three months ended September 30, 2012, excluding the impact of net securities gains and OREO expenses.

The press release also contains certain non-GAAP capital ratios as of September 30, 2012, June 30, 2012 and September 30, 2011. These non-GAAP capital ratios exclude the impact of goodwill and core deposit intangibles associated with the Company's acquisition of Mid-America Bancshares, Inc. and Cavalry Bancorp, Inc., which the Company acquired on November 30, 2007 and March 15, 2006, respectively, and the preferred stock issued to the U.S. Department of the Treasury under the Capital Purchase Program of the Troubled Asset Relief Program.

The presentation of this non-GAAP financial information is not intended to be considered in isolation or as a substitute for any measure prepared in accordance with GAAP. Because non-GAAP financial measures presented in the press release are not measurements determined in accordance with GAAP and are susceptible to varying calculations, these non-GAAP financial measures, as presented, may not be comparable to other similarly titled measures presented by other companies.

The Company believes that these non-GAAP financial measures facilitate making period-to-period comparisons and are meaningful indications of its operating performance. In addition, because intangible assets such as goodwill and the core deposit intangible and the net gain on sale of investment securities, and other real estate owned expenses each vary extensively from company to company, the Company believes that the presentation of this information allows investors to more easily compare the Company's results to the results of other companies.

The Company's management utilizes this non-GAAP financial information to compare the Company's operating performance for 2012 versus the comparable periods in 2011 and to internally prepared projections.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by Pinnacle Financial Partners, Inc. dated October 16, 2012.

SIGNATURES

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

PINNACLE FINANCIAL PARTNERS, INC.

By: /s/ Harold R. Carpenter
Name: Harold R. Carpenter
Title: Executive Vice President and

Chief Financial Officer

Date: October 17, 2012

EXHIBIT INDEX

Exhibit

No.	Description
99.1	Press release issued by Pinnacle Financial Partners, Inc. dated October 16, 2012