

SMITH RANKIN M JR
Form 4
February 09, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH RANKIN M JR

2. Issuer Name and Ticker or Trading Symbol
FIDELITY SOUTHERN CORP
[LION]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3490 PIEDMONT ROAD, SUITE 1550

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

ATLANTA, GA 30305

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Fidelity Southern Corporation - Common Stock	02/05/2010		P		1,271.2275	A	\$ 5.1112
Fidelity Southern Corporation - Common Stock							302
							I
							By Spouse

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.6					07/22/2009 ⁽¹⁾ 07/22/2013	Fidelity Southern Corporation - Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH RANKIN M JR 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305	X			

Signatures

Barbara McNeill, Attorney in Fact for Rankin M. Smith, Jr. 02/09/2010

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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September 30,2021

		None
300,000(2)	29.52	
		March 31, 2020
Doron Blachar		
		50,000 50,000(3) 20.54
		April 2, 2019
16,250	16,250(4) 24.57	
		February 9, 2019
Zvi Krieger		
		15,000
		None
(8)	34.13	
		April 7, 2016
		None
(5)	25.65	
		March 31, 2018
		None
		April 2, 2019
		June 4, 2019
Shimon Hatzir		
		9,000
		None
(8)	34.13	
		April 7, 2016
		None
(9)	29.95	
		April 16, 2017
		None
		April 2, 2019
		June 4, 2019
Bob Sullivan		
		1,900
		None
(8)	34.13	
		April 7, 2016
		None
(5)	25.65	
		March 31, 2018

12,500				None
(9) 29.95				April 16, 2017
7500	7,500(6)	20.13		April 2, 2019
10,000	30,000(7)	23.34		June 4, 2019

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- (1) These are stock options, which will become fully vested seven years following the date of the grant. This vesting schedule is subject to acceleration in certain circumstances upon a change of control, as described above under "Employment Agreements – Isaac Angel".
- (2) These are stock options which vest in four equal installments, commencing March 31, 2016. The options expire six years from the date of grant. This vesting schedule is subject to acceleration in certain circumstances upon a change of control, as described above under "Employment Agreements – Isaac Angel".
- (3) These are stock options which began to vest one year after the April 2013 grant date, with 25% of the stock options vesting on each of the first, second, third, and fourth anniversaries of the grant date. The stock options will become completely exercisable in April 2017.
- (4) These are stock options which began to vest one year after the February 2014 grant date, with 50% of the stock options vesting on the first anniversary of the grant date and 25% of the stock options vesting on each of the second and third anniversaries of the grant date. The stock options become fully exercisable in February 2017.
- (5) These are SARs which began to vest two years after the March 2011 grant date, with 25% of the SARs vesting on each of the second and third anniversaries of the grant date, and the remaining 50% on the fourth anniversary of the grant date. The SARs will become completely exercisable in March 2015. Each NEO is entitled to receive shares of Common Stock equal to the amount by which the market value of the shares in respect of which the SAR is exercised exceeds the grant price set forth in the SAR, multiplied by the number of shares in respect of which the SAR is exercised.
- (6) These are SARs which began to vest two years after the April 2012 grant date, with 25% of the SARs vesting on each of the second and third anniversaries of the grant date, and the remaining 50% on the fourth anniversary of the grant date. The SARs will become completely exercisable in April 2016. Each NEO is entitled to receive shares of Common Stock equal to the amount by which the market value of the shares in respect of which the SAR is exercised exceeds the grant price set forth in the SAR, multiplied by the number of shares in respect of which the SAR is exercised.
- (7) These are SARs which began to vest two years after the June 2013 grant date, with 25% of the SARs vesting on each of the second and third anniversaries of the grant date, and the remaining 50% on the fourth anniversary of the grant date. The SARs will become completely exercisable in June 2017. Each NEO is entitled to receive shares of Common Stock equal to the amount by which the market value of the shares in respect of which the SAR is exercised exceeds the grant price set forth in the SAR, multiplied by the number of shares in respect of which the SAR is exercised.
- (8) These are stock options which began to vest two years after the April 2006 grant date, with 25% of the stock options vesting on each of the second and third anniversaries of the grant date, and the remaining 50% on the fourth anniversary of the grant date. The stock options will become completely exercisable in April 2016.
- (9) These are SARs which began to vest two years after the April 2010 grant date, with 25% of the SARs vesting on each of the second and third anniversaries of the grant date, and the remaining 50% on the fourth anniversary of the grant date. The SARs will become completely exercisable in April 2017. Each NEO is entitled to receive shares of Common Stock equal to the amount by which the market value of the shares in respect of which the SAR is exercised exceeds the grant price set forth in the SAR, multiplied by the number of shares in respect of which the SAR is exercised.

The section of the Proxy Statement entitled "EXECUTIVE COMPENSATION—Option Exercises", which was originally set forth on page 30 of the Proxy Statement, is amended in its entirety to read as follows:

Option Exercises

Our NEOs exercised options to purchase 36,223 shares of our common stock during the year ended December 31, 2015.

Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)
Zvi Krieger	17,581	627,242.89
Shimon Hatzir	16,544	608,627.14
Bob Sullivan	2,098	70,879.62

The section of the Proxy Statement entitled "EXECUTIVE COMPENSATION—Estimated Payments and Benefits upon Termination", which was originally set forth on page 32 of the Proxy Statement, is amended in its entirety to read as follows:

Estimated Payments and Benefits upon Termination

The amount of compensation and benefits payable to each of our NEOs in the event of termination without cause or as a consequence of a change in control has been estimated in the table below. The Company does not provide excise tax gross-ups for change in control payments. There is no distinction in the calculation of the termination payments due to our executives in the event of termination without cause or termination upon a change in control, except in the case of our CEO, whose payments and benefits upon termination are described under the heading "Potential Payments upon Termination or Change in Control" above. The amounts have been calculated based on the assumption that the termination occurred on December 31, 2015.

Name	Termination without Cause (\$)	Change in Control (\$)
Isaac Angel	388,262	776,524
Doron Blachar	215,847	215,847
Zvi Krieger	354,868	354,868
Shimon Hatzir	536,841	536,841
Bob Sullivan	None	None

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on Wednesday, May 4, 2016:

- This Amendment No. 1, the Proxy Statement, the proxy card form, this Notice of Internet Availability of Proxy Materials and our Annual Report on Form 10-K are available at <http://materials.proxyvote.com/686688> by clicking on the proxy link.

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