Section 1: 8-K

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, 2020

First Horizon National Corporation
(Exact name of registrant as specified in its charter)

165 Madison Avenue
Memphis
Tennessee
38103
(Address of principal executive offices) (Zip Code)

(901) 523-4444
(Registrant’s telephone number, including area code)

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:

☐ 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))

Title of each class Trading Symbol(s) Name of each exchange on which registered
$0.625 Par Value Common Capital Stock FHN New York Stock Exchange LLC
Depositary Shares, each representing a 1/4,000th interest in a share of Non-Cumulative Perpetual Preferred Stock, Series A FHN PR A New York Stock Exchange LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Voting Results for Special Meeting of Shareholders

On April 24, 2020, First Horizon National Corporation (“First Horizon”) held a special meeting of shareholders (the “First Horizon special meeting”). At the First Horizon special meeting, shareholders voted on the following matters: (1) approval of the Agreement and Plan of Merger, dated as of November 3, 2019 (the “Merger Agreement”), entered into by and between First Horizon and IBERIABANK Corporation (the “Merger Proposal”); (2) approval of the amendment of the restated charter of First Horizon to effect an increase in the number of authorized shares of First Horizon common stock from 400,000,000 to 700,000,000 (the “Charter Amendment Proposal”); (3) approval, on an advisory (non-binding) basis, of the merger-related compensation payments that will or may be paid by First Horizon to its named executive officers in connection with the merger (the “Compensation Proposal”); and (4) approval of the adjournment of the First Horizon special meeting, if necessary or appropriate, to solicit additional proxies if, immediately prior to such adjournment, there are not sufficient votes to approve the Merger Proposal and/or the Charter Amendment Proposal, or to ensure that any supplement or amendment to the joint proxy statement/prospectus is timely provided to holders of First Horizon common stock (the “Adjournment Proposal”). The proposals listed above are described in detail in the joint proxy statement/prospectus filed by First Horizon with the U.S. Securities and Exchange Commission on March 19, 2020.

A total of 262,255,745.223 shares of First Horizon common stock were present or represented by proxy at the First Horizon special meeting. This represented approximately 84.12% of the shares of First Horizon common stock that were outstanding and entitled to vote at the First Horizon special meeting, constituting a quorum for all matters to be presented at the First Horizon special meeting.

The number of votes cast for or against as to each matter, and the number of abstentions and broker non-votes as to each matter, have been certified and are set forth in the tables below. All vote data is shown rounded to the nearest whole share.

<table>
<thead>
<tr>
<th>Proposal 1: Merger Proposal</th>
<th>Outcome: Approved</th>
</tr>
</thead>
<tbody>
<tr>
<td>For</td>
<td>Against</td>
</tr>
<tr>
<td>257,644,779</td>
<td>3,903,978</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Proposal 2: Charter Amendment Proposal</th>
<th>Outcome: Approved</th>
</tr>
</thead>
<tbody>
<tr>
<td>For</td>
<td>Against</td>
</tr>
<tr>
<td>257,096,760</td>
<td>4,465,399</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Proposal 3: Compensation Proposal</th>
<th>Outcome: Approved</th>
</tr>
</thead>
<tbody>
<tr>
<td>For</td>
<td>Against</td>
</tr>
<tr>
<td>251,244,166</td>
<td>9,680,956</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Proposal 4: Adjournment Proposal</th>
<th>Outcome: Approved*</th>
</tr>
</thead>
<tbody>
<tr>
<td>For</td>
<td>Against</td>
</tr>
<tr>
<td>243,230,245</td>
<td>17,704,675</td>
</tr>
</tbody>
</table>

*No adjournment occurred
Item 8.01. Other Events.

On April 24, 2020, First Horizon issued a press release announcing that First Horizon's shareholders approved the merger. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

**Exhibit No. Description of Exhibit**

99.1 Press Release dated April 24, 2020

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)
First Horizon National Corporation
(Registrant)

Date: April 27, 2020

By: /s/ Clyde A. Billings, Jr.
(Signature)
Name: Clyde A. Billings, Jr.
Title: Senior Vice President, Assistant General Counsel, and Corporate Secretary

**Section 2: EX-99.1**

**First Horizon National Corporation Receives Shareholder Approval for Merger of Equals**

MEMPHIS, Tenn., April 24, 2020 – First Horizon National Corp. ("First Horizon") (NYSE: FHN) today announced receipt of shareholder approval for its previously announced all-stock merger of equals with IBERIABANK Corporation ("IBERIABANK"). The shareholders of each company approved the merger at special meetings held on April 24, 2020. Upon completion of the transaction, the combined company will be one of the largest financial services companies headquartered in the South and one of the top 25 banks in the U.S. in deposits. The companies expect the merger to close in the second quarter of 2020, subject to satisfaction of customary closing conditions, including receipt of regulatory approvals.

Bryan Jordan, Chairman and CEO of First Horizon, said, “We are pleased that our shareholders strongly support our plan to merge our two complementary franchises. As a combined company, we will have an expansive 11-state reach in high-growth, attractive markets across our combined footprint. When we complete the integration of our company in 2021, we will be better positioned to deliver the innovative products and technology our customers have come to expect from us. We are both community-focused, service organizations. Our teams look forward to using our combined resources to better serve our customers and support our communities.”

Under the terms of the merger agreement, holders of IBERIABANK common stock will receive 4.584 shares of First Horizon common stock for each share of IBERIABANK common stock they own at the closing. Following closing, the combined holding company and combined bank will operate under the First Horizon name and will be headquartered in Memphis, Tenn. The headquarters of the combined company's regional banking business will be located in New Orleans, La.

Morgan Stanley & Co. LLC is serving as financial advisor and Sullivan & Cromwell LLP is serving as legal counsel to First Horizon. Keefe, Bruyette & Woods and Goldman Sachs are serving as financial advisors and Simpson Thacher & Bartlett LLP is serving as legal counsel to IBERIABANK.

**Forward Looking Statements**

This communication contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21 E of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") with respect to First Horizon's and IBERIABANK's beliefs, plans, goals, expectations, and estimates. Forward-looking statements are not a representation of historical information, but instead pertain to future operations, strategies, financial results or other
developments. The words "believe," "expect," "anticipate," "intend," "estimate," "should," "is likely," "will," "going forward" and other expressions that indicate future events and trends identify forward-looking statements.

Forward-looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, operational, economic and competitive uncertainties and contingencies, many of which are beyond the control of First Horizon and IBERIABANK, and many of which, with respect to future business decisions and actions, are subject to change and which could cause actual results to differ materially from those contemplated or implied by forward-looking statements or historical performance. Examples of uncertainties and contingencies include factors previously disclosed in First Horizon's and IBERIABANK's respective reports filed with the U.S. Securities and Exchange Commission (the "SEC"), as well as the following factors, among others: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the
definitive merger agreement between First Horizon and IBERIABANK; the outcome of any legal proceedings that may be instituted against First Horizon or IBERIABANK; the possibility that the proposed transaction will not close when expected or at all because required regulatory, shareholder or other approvals are not received or other conditions to the closing are not satisfied on a timely basis or at all, or are obtained subject to conditions that are not anticipated; the risk that any announcements relating to the proposed combination could have adverse effects on the market price of the common stock of either or both parties to the combination; the possibility that the anticipated benefits of the transaction will not be realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where First Horizon and IBERIABANK do business; certain restrictions during the pendency of the merger that may impact the parties' ability to pursue certain business opportunities or strategic transactions; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; diversion of management's attention from ongoing business operations and opportunities; potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the transaction; First Horizon and IBERIABANK success in executing their respective business plans and strategies and managing the risks involved in the foregoing; the dilution caused by First Horizon's issuance of additional shares of its capital stock in connection with the proposed transaction; the potential impacts on First Horizon's and IBERIABANK's businesses of the coronavirus COVID-19 pandemic, including negative impacts from quarantines, market declines and volatility, and changes in customer behavior related to COVID-19; and other factors that may affect future results of First Horizon and IBERIABANK. We caution that the foregoing list of important factors that may affect future results is not exhaustive. Additional factors that could cause results to differ materially from those contemplated by forward-looking statements can be found in First Horizon’s Annual Report on Form 10-K for the year ended December 31, 2019 filed with the SEC and available in the “Investor Relations” section of First Horizon's website, www.FirstHorizon.com, under the heading "SEC Filings" and in other documents First Horizon files with the SEC, including its registration statement on Form S-4 (reg. no. 333-235757) and filings related to that registration statement, and in IBERIABANK’s Annual Report on Form 10-K for the year ended December 31, 2019 with the SEC and available in the "Investor Relations" section of IBERIABANK’s website, www.IBERIABANK.com, under the heading "Financials & Filings" and in other documents IBERIABANK files with the SEC.

Important Other Information

In connection with the proposed transaction, First Horizon has filed with the SEC a registration statement on Form S-4 (reg. no. 333-235757) to register the shares of First Horizon's capital stock to be issued in connection with the proposed transaction. The registration statement includes a joint proxy statement of First Horizon and IBERIABANK, dated March 19, 2020, addressed to the shareholders of First Horizon and IBERIABANK seeking their approval of the proposed transaction. This communication does not constitute an offer to sell or a solicitation of an offer to buy any securities or a solicitation of any vote or approval. INVESTORS AND SHAREHOLDERS OF FIRST HORIZON AND IBERIABANK ARE URGED TO READ THE REGISTRATION STATEMENT ON FORM S-4, THE JOINT PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4, AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT FIRST HORIZON, IBERIABANK AND THE PROPOSED TRANSACTION.

Investors and shareholders are able to obtain a free copy of the registration statement, including the joint proxy statement/prospectus, as well as other relevant documents filed with the SEC containing information about First Horizon and IBERIABANK, without charge, at the SEC's website (http://www.sec.gov). Copies of the registration statement, including the joint proxy statement/prospectus, and the filings with the SEC that will
be incorporated by reference in the joint proxy statement/prospectus can also be obtained, without charge, by directing a request to Clyde A. Billings Jr., First Horizon, 165 Madison Avenue, Memphis, TN 38103, telephone (901) 523-5679, or Jefferson G. Parker, IBERIABANK, 200 West Congress Street, Lafayette, LA 70501, telephone (504) 310-7314.

About First Horizon

First Horizon National Corp. (NYSE:FHN) provides financial services through First Horizon Bank, First Horizon Advisors, and FHN Financial businesses. The banking subsidiary was founded in 1864 and has the largest deposit market share in Tennessee. The company operates approximately 270 bank locations across the Southeast U.S. and 29 FHN Financial offices across the entire U.S. FHN Advisors wealth management group has more than 300 financial professionals and about $4.8 billion in assets under management. FHN Financial is a capital markets industry leader in fixed income sales, trading and strategies for institutional customers in the U.S. and abroad. The company is recognized as one of the nation's best employers by Fortune and Forbes magazines and a Top 10 Most Reputable U.S. bank. More information is available at www.FirstHorizon.com.

FHN-G

CONTACT: Investor Relations, Aarti Bowman, (901) 523-4017
Chief Communications Officer, Candace Steele Flippin (901)523-4380
Media Relations, Silvia Alvarez, (901) 523-4465