

PINNACLE FINANCIAL PARTNERS INC

Form 8-K

April 19, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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 19, 2005

**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.)*

**211 Commerce Street, Suite 300**  
**Nashville, Tennessee**  
*(Address of Principal Executive Offices)*

**37201**  
*(Zip Code)*

**(615) 744-3700**  
*(Registrant's Telephone Number, Including Area Code)*

**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))
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**Item 1.01. Entry Into a Material Definitive Agreement.**

At the 2005 Annual Meeting of Shareholders (the Annual Meeting ) of Pinnacle Financial Partners, Inc., a Tennessee corporation (the Company ), on April 19, 2005, the Company s shareholders approved an amendment to the Company s 2004 Equity Incentive Plan (the Plan ) that increased the total number of shares available for issuance under the Plan by 250,000 shares. In addition, the amendment made the Plan applicable to the Company s directors. The description of the amendment is qualified by reference to the Plan, as amended, which is filed as Exhibit 10.1 to this Current Report.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b) Effective at the Annual Meeting, Robert E. McNeilly, Jr., a member of the Company s board of directors, retired from the Company s board of directors. In connection therewith, the Company s board of directors approved a resolution to reduce the size of the board of directors from twelve to eleven members effective upon Mr. McNeilly s retirement.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

10.1 Pinnacle Financial Partners, Inc. 2004 Equity Incentive Plan (restated for SEC filing purposes only).

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**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/ M. Terry Turner  
**M. Terry Turner**  
President and Chief Executive Officer

Date: April 19, 2005

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**EXHIBIT INDEX**

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