

PINNACLE FINANCIAL PARTNERS INC
Form 10-Q/A
May 22, 2015
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(mark one)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2015

or

TRANSITION REPORT PURSUANT TO SECTION 13 OF 15(d)
OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the transition period from ____ to ____

Commission File Number: 000-31225

, Inc.

(Exact name of registrant as specified in its charter)

Tennessee 62-1812853
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

150 Third Avenue South, Suite 900, Nashville, Tennessee 37201
(Address of principal executive offices) (Zip Code)

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

Not Applicable

(Former name, former address and former fiscal year, if changes since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer Accelerated Filer
Non-accelerated Filer Smaller reporting company
(do not check if you are a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of May 6, 2015 there were 35,876,498 shares of common stock, \$1.00 par value per share, issued and outstanding.

Explanatory Note

Pinnacle Financial Partners, Inc. (the "Company") is filing this Amendment No. 1 (this "Amendment") to its Quarterly Report on Form 10-Q for the three months ended March 31, 2015, filed with the Securities and Exchange Commission on May 8, 2015 (the "Original Filing"), for the sole purpose of filing that certain Second Amendment to Loan Agreement between U.S. Bank National Association and the Company, dated March 11, 2015, as Exhibit 10.1, which the Company inadvertently failed to include as an exhibit to the Original Filing.

Other than as described above, no changes have been made to the Original Filing. This Amendment speaks as of the date of the Original Filing, does not reflect subsequent events that may have occurred after the date of the Original Filing and does not modify or update in any way any disclosures made in the Original Filing.

ITEM 6. EXHIBITS

- 2.1* Agreement and Plan of Merger by and among Pinnacle Financial Partners, Inc., Pinnacle Bank and CapitalMark Bank & Trust (Schedules and exhibits omitted pursuant to Item 601(b)(2) of Regulation S-K will be furnished supplementally to the Securities and Exchange Commission upon request) (incorporated by reference to the Current Report on Form 8-K filed by Pinnacle Financial Partners, Inc. on April 8, 2015)
- 2.2* Agreement and Plan of Merger by and among Pinnacle Financial Partners, Inc., Pinnacle Bank and Magna Bank (Schedules and exhibits omitted pursuant to Item 601(b)(2) of Regulation S-K will be furnished supplementally to the Securities and Exchange Commission upon request) (incorporated by reference to the Current Report on Form 8-K filed by Pinnacle Financial Partners, Inc. on April 29, 2015)
- 3.1* Amended and Restated Charter of Pinnacle Financial Partners, Inc., as amended (Restated for SEC filing purposes only) (incorporated by reference to the Current Report on Form 8-K filed by Pinnacle Financial Partners, Inc. on April 27, 2015)
- 3.2* Bylaws of Pinnacle Financial Partners, Inc., as amended (Restated for SEC filing purposes only) (incorporated by reference to the Current Report on Form 8-K filed by Pinnacle Financial Partners, Inc. on April 27, 2015)
- 10.1** Second Amendment to Loan Agreement between U.S. Bank National Association and Pinnacle Financial Partners, Inc., dated March 11, 2015
- 31.1* Certification pursuant to Rule 13a-14(a)/15d-14(a)
- 31.2* Certification pursuant to Rule 13a-14(a)/15d-14(a)
- 31.3** Certification pursuant to Rule 13a-14(a)/15d-14(a)
- 31.4** Certification pursuant to Rule 13a-14(a)/15d-14(a)
- 32.1* Certification pursuant to 18 USC Section 1350 – Sarbanes-Oxley Act of 2002
- 32.2* Certification pursuant to 18 USC Section 1350 – Sarbanes-Oxley Act of 2002
- 101.INS* XBRL Instance Document
- 101.SCH* XBRL Schema Document
- 101.CAL* XBRL Calculation Linkbase Document
- 101.LAB* XBRL Label Linkbase Document
- 101.PRE* XBRL Presentation Linkbase Document
- 101.DEF* XBRL Definition Linkbase Document

Previously filed or, in the case of Exhibits 32.1 and 32.2 furnished, as an exhibit to the Company's Quarterly Report *on Form 10-Q for the quarter ended March 31, 2015 filed with the Securities and Exchange Commission on May 8, 2015.

**Filed herewith.

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, thereunto duly authorized.

May 22, 2015 /s/ Harold R. Carpenter
Harold R. Carpenter
Chief Financial Officer