

FIRST CITIZENS BANCSHARES INC /DE/
Form DEF 14A
March 11, 2019
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

FIRST CITIZENS BANCSHARES

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

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- (3) Filing party:

(4) Date Filed:

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4300 Six Forks Road

Raleigh, North Carolina 27609

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of shareholders of First Citizens BancShares, Inc. will be held at the First Citizens Center located at 4300 Six Forks Road, Raleigh, North Carolina, at 9:00 a.m. EDT on Tuesday, April 30, 2019.

The purposes of the meeting are:

1. ***Election of Directors:*** To elect 11 directors for one-year terms;
2. ***Advisory Vote on Executive Compensation:*** To vote on a non-binding advisory resolution to approve compensation paid or provided to our executive officers as disclosed in our proxy statement for the Annual Meeting (a say-on-pay resolution); and
3. ***Ratification of Appointment of Independent Accountants:*** To vote on a proposal to ratify the appointment of Dixon Hughes Goodman LLP as our independent accountants for 2019.

Our Board of Directors unanimously recommends that you vote:

FOR each of the 11 nominees named in the enclosed proxy statement for election as directors, and

FOR Proposals 2 and 3.

In addition to the matters listed above, at the Annual Meeting our shareholders will vote on such other matters as may properly come before the meeting. The Board of Directors does not know of any matters that may be voted upon at the Annual Meeting other than the matters set forth above.

At the Annual Meeting, you may cast one vote for each share of our Class A Common Stock and 16 votes for each share of our Class B Common Stock you held of record on March 1, 2019, which is the Record Date for the meeting.

You are invited to attend the Annual Meeting in person. However, if you are the record holder of your shares of our common stock, we ask that you appoint the Proxies named in the enclosed proxy statement to vote your shares for you by signing, dating and returning the enclosed proxy card, or following the instructions in the proxy statement to

appoint the Proxies by telephone or Internet. If your shares are held in street name by a broker or other nominee, the record holder of your shares must vote them for you, so you should follow your broker's or nominee's directions and give it instructions as to how you want it to vote your shares. Even if you plan to attend the Annual Meeting, voting by proxy will help us ensure that your shares are represented and that a quorum is present at the meeting. If you sign a proxy card or appoint the Proxies by telephone or Internet, you may later revoke your appointment or change your vote or attend the Annual Meeting and vote in person.

This notice and the enclosed proxy statement and proxy card are being mailed to our shareholders on or about March 11, 2019.

By Order of the Board of Directors

Bridget L. Welborn

Secretary

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE SHAREHOLDER MEETING TO BE HELD ON APRIL 30, 2019.**

The notice of meeting, proxy statement and annual report to security holders are available at:

www.proxyvote.com.

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4300 Six Forks Road

Raleigh, North Carolina 27609

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

This proxy statement is dated March 5, 2019, and is being furnished to our shareholders by our Board of Directors in connection with our solicitation of proxy appointments in the form of the enclosed proxy card for use at the 2019 Annual Meeting of our shareholders and at any adjournments of the meeting.

When and where is the Annual Meeting?

When: Tuesday, April 30, 2019, at 9:00 a.m. EDT.

Where: First Citizens Center, 4300 Six Forks Road, Raleigh, NC 27609.

What proposals will be voted on at the Annual Meeting?

At the Annual Meeting, record holders of our common stock will:

elect 11 directors for one-year terms (see *PROPOSAL 1: ELECTION OF DIRECTORS*);

vote on a non-binding advisory resolution to approve compensation paid or provided to our executive officers as disclosed in this proxy statement (a say-on-pay resolution) (see *PROPOSAL 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION*); and

vote on a proposal to ratify the appointment of Dixon Hughes Goodman LLP as our independent accountants for 2019 (see *PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS*).

In addition, at the Annual Meeting our shareholders will vote on such other matters as may properly come before the meeting.

How does the Board of Directors recommend that I vote?

Our Board of Directors unanimously recommends that you vote:

FOR each of the 11 nominees named in this proxy statement for election as directors, and

FOR Proposals 2 and 3.

Additional information you need to know about the Annual Meeting is contained in this proxy statement under the heading *FREQUENTLY ASKED QUESTIONS ABOUT THE ANNUAL MEETING*.

In this proxy statement, except where the context indicates otherwise:

you, your and similar terms refer to the shareholder receiving it;

we, us, our and similar terms refer to First Citizens BancShares, Inc. and, as the context may require, collectively to us and First-Citizens Bank & Trust Company, our bank subsidiary;

FCB refers to First-Citizens Bank & Trust Company;

Bancorporation refers to First Citizens Bancorporation, Inc., Columbia, South Carolina, which, along with its bank subsidiary, First Citizens Bank and Trust Company, Inc. (FCB-SC), we acquired in a merger transaction during 2014;

the Merger refers to the transaction in which we acquired Bancorporation and FCB-SC; and

the SEC refers to the Securities and Exchange Commission.

The mailing address of our principal office is Post Office Box 27131, Raleigh, North Carolina 27611-7131.

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PROPOSAL 1: ELECTION OF DIRECTORS

Our Board of Directors recommends that you vote FOR each of the 11 nominees named below.

General

Our Bylaws provide that:

our Board of Directors will consist of not less than five nor more than 30 members, and our Board is authorized to set and change the actual number of our directors from time to time within those limits; and

our directors are elected each year at the Annual Meeting for terms of one year or until their deaths, resignations, retirements, removals or disqualifications, or until their successors have been duly elected and qualified.

Our company and FCB each has a board of directors, but historically the membership of the boards has been the same, and our current directors also serve as directors of FCB.

No minees

Our Board of Directors has set the number of our directors at eleven for the year following the Annual Meeting. That number reflects a reduction of one director from 2018 following the retirement effective December 31, 2018, of a director who is not being replaced. Following the recommendation of our Compensation, Nominations and Governance Committee, our Board has nominated our eleven current directors named in the table below for re-election as directors at the meeting. If, before the Annual Meeting, any nominee becomes unable or unwilling to serve as a director for any reason, the Board of Directors may name a substitute nominee. If the Board elects not to name a substitute nominee, the number of our directors will be reduced accordingly.

Set forth below is information about the eleven nominees and their qualifications, attributes, and skills that led our Board to nominate them for election.

John M. Alexander, Jr.

Age: 69

PRINCIPAL OCCUPATION

Chairman and Chief Executive Officer, Cardinal International Trucks, Inc.
(truck dealer)

KEY EXPERIENCE AND QUALIFICATIONS

Director Since: 1990

Independent Director: Yes

Current Board Committee Service:

Audit Committee

Visible and active community leader: Extensive community and public leadership experience includes service as a member of the North Carolina State Senate.

Management and financial experience: More than 50 years in managing and operating a successful truck dealership.

Corporate governance expertise: Service on boards of directors and board committees of not-for-profit entities and foundations.

OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT

Member, North Carolina State Senate

Member, Board of Trustees YMCA of the Triangle

Past Director, North Carolina Automobile Dealers Association

Past Director, Raleigh Police Memorial Foundation

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Victor E. Bell III

Age: 62

Director Since: 2002

Independent Director: Yes

Current Board Committee Service:

Compensation, Nominations and
Governance Committee

Risk Committee

PRINCIPAL OCCUPATION

Chairman and President, Marjan, Ltd. (real estate and other investments)

KEY EXPERIENCE AND QUALIFICATIONS

Management and financial experience: More than 38 years managing, operating and growing a family-owned real estate and investment business.

Market expertise: Familiarity with real estate, real estate-related investment, the medical community and area universities.

Corporate governance expertise: Service on boards of directors and board committees of not-for-profit entities and foundations.

OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT

Board of Visitors, Saint Mary's School

Chairman and President, N.C. Museum of History Foundation

Chairman and President, Ravenscroft Foundation

Vice Chairman, A. E. Finley Foundation

Director (former Chief Volunteer Officer), YMCA of the Triangle

Past Member, Board of Visitors, UNC Lineberger Comprehensive Cancer Center

Peter M. Bristow

President and

Corporate Sales Executive

Age: 53

Director Since: 2014

Independent Director: No

Current Board Committee Service:

None

Family Relationship:

Mr. Bristow is the brother-in-law of Mr. Holding and Mrs. Bryant

PRINCIPAL OCCUPATION

First Citizens BancShares and FCB

President (2014-present)

Corporate Sales Executive (2014-present)

Employed by FCB since 2014

First-Citizens Bancorporation, Inc. and its subsidiary bank

Executive Vice President and Chief Operating Officer (2001-2014)

KEY EXPERIENCE AND QUALIFICATIONS

Strong leader with extensive management and financial experience: More than 28 years in banking industry in various leadership positions.

Market Expertise: Intimate knowledge of FCB's South Carolina and Georgia banking markets.

Corporate governance expertise: Service on boards of directors and board committees of not-for-profit entities and foundations.

Significant family ownership in our company.

OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT

Director, NC Community Foundation

Member, Board of Trustees Saint Mary's School

Member, Board of Directors North Carolina Museum of Art Foundation

Past Member, South Carolina Education Lottery Commission

Past Director, South Carolina Governors School Foundation

Past Director, Medical University of South Carolina

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Hope H. Bryant

Vice Chairman and
Corporate Sales Executive

Age: 56

Director Since: 2006

Independent Director: No

Current Board Committee Service:

Executive Committee

Trust Committee

Family Relationship:

Mrs. Bryant is the sister of Mr. Holding and the sister-in-law of Mr. Bristow

PRINCIPAL OCCUPATION

First Citizens BancShares and FCB

Vice Chairman (2011-present)

Corporate Sales Executive (2014-present)

Executive Vice President (2002-2011)

Employed by FCB since 1986

KEY EXPERIENCE AND QUALIFICATIONS

Strong leader with extensive management and financial experience: Over 31 years of experience with FCB, including managing expansion into new markets and as President of our former subsidiary, IronStone Bank.

Visible and active community leader: Extensive community and industry leadership experience, including past service on the board of directors of the North Carolina Bankers Association.

Corporate governance expertise: Service on boards of directors and board committees of not-for-profit entities and foundations and non-public community financial institutions.

Other Financial Institution Experience: Serves as a director of Southern BancShares (N.C.), Inc., and Fidelity BancShares (N.C.), Inc., and their respective bank subsidiaries.

Significant personal ownership in our company.

OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT

Chairperson, 2016 Annual Campaign for YMCA of the Triangle

Member, Ravenscroft School Advisory Board

Member, Board of Trustees, Woodberry Forest School

Past Member, Board of Trustees, North Carolina IOLTA

Past Member, Board of Visitors, Wake Forest University

Past Director, North Carolina Bankers Association

H. Lee Durham, Jr.

Audit Committee Financial Expert

Age: 70

Director Since: 2003

Independent Director: Yes

Current Board Committee Service:

Audit Committee (Chairman)

Compensation, Nominations and Governance Committee

PRINCIPAL OCCUPATION

Retired Certified Public Accountant

Former partner, PricewaterhouseCoopers LLP

KEY EXPERIENCE AND QUALIFICATIONS

Extensive financial and accounting experience: 32 years in public accounting with a significant portion dedicated to bank and public company clients.

Corporate governance experience: Has served as director, chairman of the audit committee, chairman of the nominations and corporate governance committee, member of the compensation committee and lead independent director of another public financial services company.

OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT

Executive Committee

Past Director, Charlotte Regional Sports Commission

Past Member, North Carolina Innovation Council

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Daniel L. Heavner

Age: 71

Director Since: 2007

Independent Director: Yes

Current Board Committee Service:

Audit Committee

Trust Committee (Chairman)

PRINCIPAL OCCUPATION

Managing Partner, Heavner Furniture Market (retail furniture sales)

KEY EXPERIENCE AND QUALIFICATIONS

Extensive management and finance experience: More than 45 years in managing, operating and growing various successful small business ventures, including retail furniture sales, apartment ownership and management, real estate development and construction, farming operations, government service contracts and real estate investments.

Development of public and low cost housing: Experience dealing with public agencies for the development of public and low-cost housing.

Frank B. Holding, Jr.

Chairman and

Chief Executive Officer

Age: 57

Director Since: 1993

PRINCIPAL OCCUPATION

First Citizens BancShares and FCB

Chairman (2009-present)

Chief Executive Officer (2008-present)

President (1994-2009)

Employed by FCB since 1983

KEY EXPERIENCE AND QUALIFICATIONS

Independent Director: No

Strong leader with extensive management and financial experience: Over 36 years of experience with FCB. Has an intimate knowledge of our business and its culture, values, goals and strategic operations.

Current Board Committee Service:

Executive Committee (Chairman)

Visible and active community leader: Service on boards of directors and board committees of not-for-profit entities and foundations.

Family Relationship:

Mr. Holding is the brother of Mrs. Bryant and the brother

Corporate governance expertise: Extensive public and business leadership experience including serving as a director and member of various committees of other public and non-public companies.

Significant personal ownership in our company.

OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT

Member, Advisory Board, Duke Energy Corporation

Chairman, Board of Trustees, Blue Cross and Blue Shield of North Carolina

Chairman, North Carolina Chamber Foundation

Trustee, Wake Forest University

Director, Mount Olive Pickle Company

Director (former Chairman), North Carolina Chamber of Commerce

Director, Institute for Defense and Business

Director, Global Transpark Foundation