

SUNTRUST BANKS INC  
Form 8-K  
April 29, 2013

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 23, 2013

SunTrust Banks, Inc.

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(Exact name of registrant as specified in its charter)

|  |                                       |   |
|--|---------------------------------------|---|
| Georgia<br>(State or other jurisdiction<br>of incorporation) | 001-08918<br>(Commission File Number) | 58-1575035<br>(I.R.S. Employer<br>Identification No.) |
|--|---------------------------------------|---|

|  |                     |
|--|---------------------|
| 303 Peachtree Street, N.E., Atlanta,<br>Georgia<br>(Address of principal executive<br>offices) | 30308<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code (404) 558-7711

Former name or former address, if changed since last report  
Not Applicable

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective April 23, 2013, Blake P. Garrett and G. Gilmer Minor III retired from the board of directors of SunTrust Banks, Inc. (the "Company") in accordance with the Company's bylaws which provide that a director is not eligible to serve as a director for a term which begins following his or her 72nd birthday.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of the shareholders of SunTrust Banks, Inc. was held on April 23, 2013. Represented at the meeting were 461,760,156 shares of 541,403,117 eligible shares. At the meeting, the shareholders of SunTrust took the following actions, and cast the following votes:

1. Shareholders elected the following persons as directors of SunTrust:

|                          | For         | Against    | Abstain   | Non-votes  |
|--------------------------|-------------|------------|-----------|------------|
| Robert M. Beall, II      | 411,474,336 | 6,551,603  | 1,003,236 | 42,730,982 |
| Alston D. Correll        | 408,673,485 | 9,350,759  | 1,004,930 | 42,730,982 |
| Jeffrey C. Crowe         | 411,278,042 | 6,737,824  | 1,013,308 | 42,730,982 |
| David H. Hughes          | 408,987,906 | 8,966,964  | 1,074,304 | 42,730,982 |
| M. Douglas Ivester       | 406,121,358 | 11,701,108 | 1,206,708 | 42,730,982 |
| Kyle Prechtel Legg       | 413,464,254 | 4,568,003  | 996,961   | 42,730,938 |
| William A. Linnenbringer | 413,417,736 | 4,571,906  | 1,039,576 | 42,730,938 |
| Donna S. Morea           | 413,029,396 | 4,950,965  | 1,048,129 | 42,731,665 |
| David M. Ratcliffe       | 413,518,937 | 1,892,969  | 3,617,312 | 42,730,938 |
| William H. Rogers, Jr.   | 403,492,934 | 12,081,133 | 3,451,869 | 42,734,219 |
| Frank P. Scruggs, Jr.    | 413,335,794 | 4,563,930  | 1,129,055 | 42,731,378 |
| Thomas R. Watjen         | 411,867,957 | 6,112,949  | 1,048,312 | 42,730,938 |
| Dr. Phail Wynn, Jr.      | 411,384,526 | 6,540,712  | 1,103,979 | 42,730,938 |

2. Shareholders approved (96.3 of the votes cast) the non-binding advisory vote ("say-on-pay") resolution regarding the compensation of the Company's executives as described in the Summary Compensation Table as well as in the Compensation Discussion and Analysis and the other executive compensation tables and related discussion.

|            | For         | Against    | Abstain   | Non-votes  |
|------------|-------------|------------|-----------|------------|
| Say-on-Pay | 403,431,464 | 13,377,675 | 2,215,862 | 42,735,154 |

3. Shareholders ratified (98.4% of the votes cast) the appointment of Ernst & Young LLP as independent auditors of SunTrust for 2012.

|                         | For         | Against   | Abstain   | Non-votes |
|-------------------------|-------------|-----------|-----------|-----------|
| Ratification of Auditor | 454,226,104 | 6,394,350 | 1,139,097 | 605       |

Item 8.01 Other Events.

In connection with the election of a new director, Frank P. Scruggs, Jr., SunTrust's Board of Directors approved new committee assignments. Mr. Scruggs was assigned to the Compensation and Risk Committees. Effective immediately, the Board's committees will be comprised of the following directors:

| Audit             | Compensation       | Executive         | Governance<br>&Nominating | Risk             |
|-------------------|--------------------|-------------------|---------------------------|------------------|
| Mr. Watjen, Chair | Mr. Correll, Chair | Mr. Rogers, Chair | Mr. Ivester, Chair        | Mr. Crowe, Chair |
| Mr. Beall         | Mr. Beall          | Mr. Correll       | Mr. Hughes                | Mr. Correll      |
| Ms. Legg          | Mr. Crowe          | Mr. Crowe         | Mr. Linnenbringer         | Mr. Hughes       |
| Mr. Linnenbringer | Ms. Legg           | Mr. Ivester       | Ms. Morea                 | Mr. Ivester      |
| Ms. Morea         | Mr. Ratcliffe      | Mr. Watjen        | Mr. Watjen                | Mr. Ratcliffe    |
| Dr. Wynn          | Mr. Scruggs        |                   | Dr. Wynn                  | Mr. Scruggs      |

SIGNATURE

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.

SUNTRUST BANKS, INC.  
(Registrant)

Date: April 29, 2013.

By: /s/ David A. Wisniewski  
David A. Wisniewski,

Senior Vice President, Deputy General  
Counsel and Assistant Secretary