

PINNACLE FINANCIAL PARTNERS INC
Form 8-K
April 27, 2009

**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 21, 2009

PINNACLE FINANCIAL PARTNERS, INC.

(Exact name of registrant as specified in charter)

Tennessee

000-31225

62-1812853

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

211 Commerce Street, Suite 300, Nashville, Tennessee

37201

(Address of principal executive offices)

(Zip Code)

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

N/A

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

At the 2009 Annual Meeting of Shareholders (the Annual Meeting) of Pinnacle Financial Partners, Inc., a Tennessee corporation (the Company), on April 21, 2009, 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 750,000 shares and ratified the performance measures set forth in the Plan. The description of the amendment is qualified by reference to the amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K. A brief description of the Plan is included as part of Proposal #2 in the Company s Proxy Statement for the Annual Meeting (the Proxy Statement) which was filed with the Securities and Exchange Commission on March 11, 2009. The description of the Plan contained in the Proxy Statement is qualified in its entirety by reference to the full text of the Plan.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 Fifth Amendment to the Pinnacle Financial Partners, Inc. 2004 Equity Incentive Plan.

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/ Harold R. Carpenter

Name:

Harold R. Carpenter

Title: Executive Vice President and Chief
Financial Officer

Date: April 27, 2009

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 10.1 | Fifth Amendment to the Pinnacle Financial Partners, Inc. 2004 Equity Incentive Plan. |