

FIDELITY SOUTHERN CORP  
Form 8-K  
April 29, 2014

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 24, 2014  
FIDELITY SOUTHERN CORPORATION  
(Exact name of registrant as specified in its charter)

Georgia (State or other jurisdiction of incorporation) 3490 Piedmont Road, Suite 1550 Atlanta, Georgia 30305 (Address of principal executive offices) Registrant's telephone number, including area code: (404) 639-6500 Not applicable (Former name or former address, if changed since last report)	No. 001-34981 (Commission File Number)	No. 58-1416811 (IRS Employer Identification No.)
--	--	--

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:

- .. 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))
-

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

Fidelity Southern Corporation ("Fidelity") held its annual meeting of shareholders on April 24, 2014. There were three matters submitted to a vote of security holders at Fidelity's annual meeting.

There were 21,336,964 shares of Common Stock of Fidelity eligible to be voted at the Annual Meeting and 19,703,626 shares were represented at the meeting by the holders thereof, which constituted a quorum. The first proposal was the election of nine directors to serve until the next annual meeting of shareholders or until their successors are elected and qualified. The shareholders approved each of the nine nominees. The number of votes for the election of the directors was as follows:

Director	Votes Cast For	Votes Cast Against	Abstentions	Broker Non Votes
David R. Bockel	17,282,016	1,003,707	5,077	1,412,826
W. Millard Choate	17,876,304	412,556	1,940	1,412,826
Donald A. Harp, Jr.	18,171,064	112,727	7,009	1,412,826
Kevin S. King	18,162,011	126,846	1,943	1,412,826
William C. Lankford, Jr.	18,180,472	107,206	3,122	1,412,826
James B. Miller, Jr.	17,080,264	515,750	694,786	1,412,826
H. Palmer Proctor, Jr.	18,179,030	108,133	3,637	1,412,826
W. Clyde Shepherd, III	18,177,174	111,347	2,279	1,412,826
Rankin M. Smith, Jr.	17,970,299	317,971	2,530	1,412,826

The second proposal was for the ratification of appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014. The shareholders ratified the appointment of Ernst & Young LLP. The number of votes for the ratification of Ernst and Young LLP was as follows:

Votes Cast For	Votes Cast Against	Abstentions	Broker Non Votes
19,663,442	32,916	7,268	—

The third proposal was a non-binding advisory vote on the compensation of its "Named Executive Officers" as described in the proxy statement. This proposal gave Fidelity's shareholders the opportunity to endorse or not endorse executive compensation and policies. The shareholders approved this proposal. The number of votes for the proposal endorsing the compensation was as follows:

Votes Cast For	Votes Cast Against	Abstentions	Broker Non Votes
17,181,242	1,011,397	98,161	1,412,826

**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.

/s/ Stephen H. Brolly  
Stephen H. Brolly  
Chief Financial Officer  
April 29, 2014