

FIDELITY SOUTHERN CORP  
Form 8-K  
May 03, 2011

**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 28, 2011**

**FIDELITY SOUTHERN CORPORATION**

(Exact name of registrant as specified in its charter)

**Georgia**

**001-34981**

**58-1416811**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**3490 Piedmont Road, Suite 1550  
Atlanta, Georgia**

**30305**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(404) 639-6500**

**Not applicable**

(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:

- 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 5.07 Submission of Matters to a Vote of Security Holders.**

There were four matters submitted to a vote of security holders at Fidelity's annual meeting of shareholders held on April 28, 2011.

There were 10,776,280 shares of Common Stock of Fidelity eligible to be voted at the Annual Meeting and 9,831,043 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 number of votes for the election of the directors was as follows:

| <b>Director</b>          | <b>Votes Cast For</b> | <b>Votes Cast Against</b> | <b>Votes Withheld</b> | <b>Abstain</b> | <b>Broker Non Votes</b> |
|--------------------------|-----------------------|---------------------------|-----------------------|----------------|-------------------------|
| David R. Bockel          | 7,224,728             |                           | 1,123,580             |                | 2,427,972               |
| W. Millard Choate        | 7,178,023             |                           | 1,170,285             |                | 2,427,972               |
| Donald A. Harp, Jr.      | 7,301,442             |                           | 1,046,866             |                | 2,427,972               |
| Kevin S. King            | 7,301,224             |                           | 1,047,084             |                | 2,427,972               |
| William C. Lankford, Jr. | 7,303,251             |                           | 1,045,057             |                | 2,427,972               |
| James B. Miller, Jr.     | 7,254,583             |                           | 1,093,725             |                | 2,427,972               |
| H. Palmer Proctor, Jr.   | 7,302,919             |                           | 1,045,389             |                | 2,427,972               |
| W. Clyde Shepherd, III   | 7,284,193             |                           | 1,064,115             |                | 2,427,972               |
| Rankin M. Smith, Jr.     | 7,283,321             |                           | 1,064,987             |                | 2,427,972               |

The second proposal was for the amendment of the Fidelity Southern Corporation Equity Incentive Plan as described in the proxy statement. The number of votes for the amendment of the plan was as follows:

| <b>Votes Cast For</b> | <b>Votes Cast Against</b> | <b>Votes Withheld</b> | <b>Abstain</b> | <b>Broker Non Votes</b> |
|-----------------------|---------------------------|-----------------------|----------------|-------------------------|
| 6,991,587             | 1,341,216                 |                       | 15,504         | 2,427,973               |

The third proposal was for the ratification of appointment of Ernst & Young as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011. The number of votes for the ratification of Ernst and Young was as follows:

| <b>Votes Cast For</b> | <b>Votes Cast Against</b> | <b>Votes Withheld</b> | <b>Abstain</b> | <b>Broker Non Votes</b> |
|-----------------------|---------------------------|-----------------------|----------------|-------------------------|
| 9,636,652             | 26,472                    |                       | 167,919        | 945,237                 |

The fourth 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 number of votes for the proposal endorsing the compensation was as follows:

| <b>Votes Cast For</b> | <b>Votes Cast Against</b> | <b>Votes Withheld</b> | <b>Abstain</b> | <b>Broker Non Votes</b> |
|-----------------------|---------------------------|-----------------------|----------------|-------------------------|
| 7,407,174             | 730,790                   |                       | 210,342        | 2,427,974               |

**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

May 2, 2011