

FIDELITY SOUTHERN CORP

Form DEF 14A

April 03, 2018

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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 pursuant to Rule 14a-11(c) or Rule 14a-12

FIDELITY SOUTHERN CORPORATION

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

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(2)

Filing Party:

(3)

(4) Date Filed:

PROXY STATEMENT
and
NOTICE OF 2018 ANNUAL MEETING OF SHAREHOLDERS

THURSDAY, APRIL 26, 2018
AT 3:00 P.M. EASTERN TIME
ONE SECURITIES CENTRE
3490 PIEDMONT ROAD NE, SUITE 1550
ATLANTA, GA 30305

3490 Piedmont Road NE
Suite 1550
Atlanta, Georgia 30305

To our valued shareholders,

This past year, our Board of Directors continued its deep commitment to representing you in the oversight of Fidelity Southern's business strategy, management, and corporate governance. To strengthen that commitment, we made it a priority to directly engage and establish a dialogue with you, our shareholders. As the Chair of our Compensation Committee, I led these outreach efforts, whereby we invited shareholders holding more than 67% of our outstanding shares to meet with us. We had conversations with all shareholders that accepted our invitation to meet, which represented 54% of our outstanding shares.

Through this comprehensive outreach program, we have established and deepened our relationships with many of our largest shareholders, and our Board benefited from the valuable insights and feedback we received. This Proxy Statement highlights the scope of our outreach efforts and the substantive changes we made in response, including the following changes to our compensation program:

Enhancements to our disclosure to better describe the Compensation Committee's decision-making process as it relates to 2017 compensation outcomes, including the reasoning for no annual cash incentive payments or equity grants in 2018 for 2017 performance;

The redesign and disclosure of the executive incentive plan for 2018 and beyond is intended to be more transparent and create greater alignment between executive pay and demonstrated performance. Going forward, any incentive plan payouts will be based on a more formulaic and objective approach, measuring performance against pre-established metrics and goals. This approach fosters a more transparent process that will be clearly disclosed in future proxy statements. Furthermore, future grants of equity will be contingent on prior year performance and subject to additional vesting criteria to further align executives with shareholders. Providing annual equity award opportunities, contingent upon the achievement of performance based objectives, responds to feedback from shareholders who expressed concern with the prior approach to the periodic issuance of equity on what was perceived as a largely discretionary basis;

• Adoption of formal and robust stock ownership guidelines for senior executives and independent Board members;

• Adoption of anti-hedging and anti-pledging policies;

• Elimination of excise tax gross-up provisions in all executive employment and severance agreements, including the new agreements entered into with James B. Miller, Jr. and H. Palmer Proctor, Jr. on March 8, 2018; and

• Proposal for shareholder approval of a new omnibus equity plan containing governance features aligned with current best practice (i.e., minimum vesting requirements and a prohibition on paying dividends on unvested stock).

My conversations with our shareholders focused not only on compensation, but also on a range of our publicly-announced strategic initiatives and our governance practices. One important area of the conversation was our on-going director refreshment practices, which included in February 2018 the appointment to the Board of two new directors: Gloria O'Neal and Rodney D. Bullard. My fellow

directors and I were thrilled to welcome both of these outstanding nominees to the Board, particularly in light of the strong risk management, operations, legal, and regulatory expertise and deep understanding of civic affairs they bring to the boardroom.

We know that this year's outreach efforts are instrumental in building a long-term dialogue, and we look forward to continuing the conversation with you.

Sincerely,

Kevin S. King
Chairman of the Compensation Committee

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held on April 26, 2018

To the Shareholders of Fidelity Southern Corporation:

Notice is hereby given that the Annual Meeting of Shareholders of Fidelity Southern Corporation will be held at One Securities Centre, 3490 Piedmont Road NE, Suite 1550, Atlanta, Georgia 30305, on Thursday, April 26, 2018, at 3:00 p.m. for the following purposes:

1. To consider and vote upon a proposal to elect the eleven directors named in this Proxy Statement to serve until their respective successors are duly elected and qualified at the next annual meeting of Shareholders;
2. To consider and vote upon a proposal to approve, on an advisory (non-binding) basis, the compensation of our named executive officers;
3. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018;
4. To consider and vote upon a proposal to approve the Fidelity Southern Corporation 2018 Omnibus Incentive Plan; and
5. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

Our board of directors has selected the close of business on March 5, 2018 as the record date for determining shareholders entitled to notice of and to vote at the Annual Meeting or any adjournment thereof.

It is important that your shares be presented and voted at the meeting. You can vote your shares over the Internet or by telephone. You may also vote by completing, signing, dating, and returning the proxy card in the envelope provided. For specific instructions on how to vote your shares, see the information beginning on page 5 of the Proxy Statement.

A Proxy Statement, a proxy card, and a copy of Fidelity Southern Corporation's 2017 Annual Report to Shareholders, including its Form 10-K, are enclosed.

By Order of the Board of Directors,

Martha C. Fleming
Corporate Secretary

March 28, 2018

Table of Contents

	Page
Proxy Statement Summary	
Information about the 2018 Annual Meeting of Shareholders of Fidelity Southern Corporation	1
Advance Voting Methods	1
Meeting Agenda and Voting Recommendations	1
Business Overview & 2017 Key Accomplishments	2
Director Nominees	2
Shareholder Engagement & Response to Feedback Received	3
Corporate Governance and Compensation Program Highlight	4
Proxy Statement	
General Information	
What Am I Voting On	5
Who Can Vote?	5
How Do I Cast My Vote?	5
What are Broker Non-Votes?	6
Can I Change My Vote?	6
What Quorum is Needed to Hold the Annual Meeting?	7
What is our Voting Recommendations?	7
Proxy Solicitation	7
Important Notice Regarding the Availability of Proxy Materials	7
Proposal # 1 - Election of Directors	
Identifying and Evaluating Nominees for Director	8
Shareholder Nominees	8
Nominating & Governance Committee Report	9
Information about Nominees for Director	9
Recommendation	13
Meetings and Committees of the Board of Directors	
Board Leadership Structure	13
Board Oversight of Risk Management	14
Audit Committee	14
Nominating & Governance Committee	14
Compensation Committee	15
Executive Committee	15
2017 Non-Employee Director Compensation	16
Changes to Director Compensation for 2018	16
Executive Officers of the Company	17
Executive Compensation	
Compensation Discussion and Analysis	17
Executive Summary	18
2017 Company Performance Highlights	18
Compensation Decision for 2017 Performance	18
Year-Over-Year Change in CEO Pay	18
Alignment of CEO Pay with our Historic Performance	19
Responsiveness to our Shareholders	20
Objectives of our Executive Compensation Program	21
Elements of 2017 Named Executive Officer Compensation Program	21
Base Salary	22
Annual Cash Incentive Bonus	22
2017 Financial Metrics	22

2017 Non-Financial Metrics	22
Long-Term Equity Incentive Awards	23
Material Changes to Compensation Program in 2018	24

Compensation Policies and Highlights	25
What We Do	25
What We Do Not Do	25
Benefits and Perquisites	26
Perquisites	26
Broad-Based Welfare and Retirement Benefits	26
Employment and Executive Continuity Agreements	26
Salary Continuation Agreements	26
Officer Split Dollar Agreements	26
Gap Coverage Split Dollar Agreements	27
Other Compensation and Governance Policies	27
Stock Ownership Guidelines	27
Elimination of Excise Tax Gross-Ups	27
Clawback Policy	27
Hedging, Pledging, and Insider Trading Policy	28
Summary Compensation Table	28
Employment Agreements	29
Grants of Plan-Based Awards for 2017	30
Outstanding Equity Awards at December 31, 2017	30
Option Exercises and Stock Vested for 2017	31
Pension Benefits	31
2017 Nonqualified Deferred Compensation	32
Potential Payments Upon Termination or Change in Control	34
Employment Agreements	34
Executive Continuity Agreements	35
Equity Awards	36
Estimated Payments to Named Executive Officers upon Termination of Employment under Various Circumstances or a Change in Control	36
Compensation Committee Report on Executive Compensation	37
CEO Pay Ratio	38
Proposal # 2 - Advisory (Non-Binding) Vote to Approve Executive Compensation Recommendation	39
Compensation Committee Interlocks and Insider Participation	39
Certain Relationships and Related Party Transactions	39
Code of Ethics	40
Security Ownership of Certain Beneficial Owners and Management	40
Section 16(a) Beneficial Ownership Reporting Compliance	42
Audit Committee Report	42
Independent Registered Public Accounting Firm	42
Fees Paid by Fidelity to Ernst & Young LLP	43
Proposal # 3 - Ratification of Appointment of Independent Registered Public Accounting Firm Recommendation	43
Proposal # 4 - Approval of the Fidelity Southern Corporation 2018 Omnibus Incentive Plan	44
Background for the Current Share Reserve Request	44
Key Data Relating to Outstanding Equity Awards and Shares Available	45
Information Regarding our Authorized Shares and Stock Price	45
Significant Historical Award Information	45
Important Provisions of the 2018 Plan	45
Summary of Material Terms of the 2018 Plan	46
Purpose	46

Administration	47
Eligibility	47
Permissible Awards	47
Authorized Shares	47

Limitations on Individual Awards	48
Minimum Vesting	48
Treatment of Awards upon a Participant's Death or Disability	48
Treatment of Awards upon a Change in Control	49
Discretion to Accelerate Awards	49
Certain Transactions	49
Limitations on Transfer; Beneficiaries	49
Performance Awards	49
Termination and Amendment	50
Prohibition on Repricing	51
Certain Federal Income Tax Effects	51
Nonstatutory Stock Options	51
Incentive Stock Options	51
SARs	51
Restricted Stock	51
Restricted or Deferred Stock Units	52
Performance Awards Payable in Cash	52
Section 409A	52
Tax Withholding	52
New Plan Benefits	52
Recommendation	52
Shareholder Proposals	53
Communications with Fidelity and the Board	53
Other Matters That May Come Before the Annual Meeting	53
Appendix A - Fidelity Southern Corporation 2018 Omnibus Incentive Plan	

PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider. Please read this entire Proxy Statement carefully before voting.

Information About the 2018 Annual Meeting of Shareholders of Fidelity Southern Corporation

Meeting Date: Thursday, April 26,
2018

Record Date: March 5, 2018

Meeting Time: 3:00 p.m., local time
One Securities Centre

Meeting Place: 3490 Piedmont Road NE
Suite 1550

Atlanta, Georgia 30305
Anyone who owned
shares of our Common
Stock at the close of
business on March 5,
2018, is entitled to vote at
the Annual Meeting. Each
share is entitled to one
vote on each matter to be
voted upon at the Annual
Meeting.

You are entitled to attend the Annual Meeting only if you are a holder of record or a beneficial owner of shares of our Common Stock as of the record date or if you hold a valid proxy for the Annual Meeting. If a bank, broker, or other nominee is the record owner of your shares, you will need to have proof that you are the beneficial owner to be admitted to the Annual Meeting. A recent statement or letter from your bank or broker confirming your ownership as of the record date, or presentation of a valid proxy from a bank, broker, or other nominee that is the record owner of your shares, would be acceptable proof of your beneficial ownership. You also should be prepared to present photo identification for admittance. If you do not provide photo identification or comply with the other procedures outlined above upon request, you may not be admitted to the Annual Meeting.

Advance Voting Methods

Whether you plan to attend the Annual Meeting and vote in person or not, we urge you to have your proxy vote recorded in advance of the Annual Meeting. Shareholders have the following three options for submitting their votes by proxy: (1) online; (2) by phone; or (3) by mail, using the enclosed proxy card (if you received a paper copy of the proxy materials). For further instructions on voting by proxy, see the proxy card accompanying this Proxy Statement.

Meeting Agenda and Voting Recommendations

Items of Business	Board Recommendation	Page Number
Election of the eleven directors named as nominees in the Proxy Statement	FOR	8
Approval, on an advisory basis, of the compensation of our named executive officers	FOR	39