

Section 1: 8-K (8-K)

**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) December 7, 2018

Synovus Financial Corp.

(Exact name of registrant as specified in its charter)

Georgia
(State or other jurisdiction
of incorporation)

1-10312
(Commission
File Number)

58-1134883
(IRS Employer
Identification No.)

1111 Bay Avenue, Suite 500, Columbus, Georgia 31901

(Address of principal executive offices) (Zip code)

(706) 649-2311

Registrant's telephone number, including area code

Not applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On December 7, 2018, Synovus Financial Corp. ("Synovus") and FCB Financial Holdings, Inc. ("FCB") issued a joint press release announcing that Synovus has received regulatory approval from the Federal Reserve Board and the Georgia Department of Banking and Finance to complete the previously announced merger of FCB and Synovus. The merger of FCB into Synovus is expected to be completed on or about January 1, 2019, subject to the satisfaction of customary closing conditions. A copy of the press release announcing the approval is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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99.1	<u>Synovus and FCB Joint Press Release, dated December 7, 2018.</u>
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FORWARD-LOOKING STATEMENTS

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, but not limited to, Synovus' and FCB's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "plan," "predict," "project," "forecast," "guidance," "goal," "objective," "prospects," "possible" or "potential," by future conditional verbs such as "assume," "will," "would," "should," "could" or "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements. Actual results may differ materially from current projections.

In addition to factors previously disclosed in Synovus' and FCB's reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate any definitive merger agreement between Synovus and FCB; the outcome of any legal proceedings that may be instituted against Synovus or FCB; the ability to meet the remaining closing conditions to the merger; delay in closing the merger; difficulties and delays in integrating the FCB business or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of Synovus' products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

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 hereunto duly authorized.

SYNOVUS FINANCIAL CORP.

Date: December 7, 2018

By: /s/ Allan E. Kamensky

Name: Allan E. Kamensky

Title: Executive Vice President, General Counsel
and Secretary

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

The logo for Synovus, featuring the word "SYNOVUS" in a bold, red, serif font with a registered trademark symbol.The logo for FCB Financial Holdings, Inc., featuring a stylized tree icon to the left of the letters "FCB" in a large, blue, serif font, with "FINANCIAL HOLDINGS, INC." in a smaller, blue, sans-serif font below it.

Media Contacts

Synovus, Lee Underwood, 706.644.0528

Investor Contacts

Synovus, Steve Adams, 706.641.6462

FCB, Matthew Paluch, 305.668.5420

Synovus Receives Regulatory Approval for FCB Financial Holdings, Inc. Merger

COLUMBUS, GA and WESTON, FL - Dec. 7, 2018 - Synovus Financial Corp. (NYSE: SNV) and FCB Financial Holdings, Inc. (NYSE: FCB) today jointly announced that Synovus has received regulatory approval from the Federal Reserve Board and the Georgia Department of Banking and Finance to complete the merger with FCB Financial Holdings, Inc., owner of Florida Community Bank, National Association.

The merger of FCB into Synovus is expected to be completed on or about January 1, 2019, subject to the satisfaction of customary closing conditions. Transition of FCB systems, customers, branches, and branding to Synovus is expected during the second quarter of 2019.

“Regulatory approval is the final significant milestone in the merger of FCB and Synovus, and I am proud of the way our respective teams have worked together since the announcement of this transaction,” said Kessel Stelling, Synovus chairman and

CEO. “I am confident our combined companies will continue to meet our commitments to customers, communities, and shareholders while also achieving the growth and financial objectives of the FCB acquisition.”

FCB, headquartered in Weston, Florida, had \$12.4 billion in assets and \$10.2 billion in deposits as of Sept 30, 2018, and 51 branches in Florida. The acquisition was announced July 24, 2018.

Synovus Financial Corp. is a financial services company based in Columbus, Georgia, with approximately \$32 billion in assets. Synovus provides commercial and retail banking, investment, and mortgage services through 249 branches in Georgia, Alabama, South Carolina, Florida, and Tennessee. Synovus Bank, a wholly owned subsidiary of Synovus, was named one of *American Banker's* “Best Banks to Work For” in 2018 and has been recognized as one of the country’s 10 “Most Reputable Banks” by *American Banker* and the Reputation Institute for four consecutive years. Synovus is on the web at synovus.com, and on [Twitter](#), [Facebook](#), [LinkedIn](#), and [Instagram](#).

FCB Financial Holdings, Inc. is the largest community banking company and the second largest Florida-based independent bank, and among the most highly capitalized banks in the state. Recently, FCB was ranked #8 among Forbes’ “Best Banks in America,” marking the second

consecutive year FCB was included among the publication's top 10 leading U.S. banks. FCB was also awarded a five-star rating from Bauer Financial™, FCB assets are more than \$12 billion, with capital ratios that exceed regulatory standards. Since its founding in 2010, FCB has been steadfast in its commitment to delivering personalized service, innovation, and products and services equal to those offered by the national banks. Similarly, FCB recognizes the importance of community, fostering a corporate culture that promotes employee volunteerism at all levels, while supporting community-based programs and partnerships that help promote greater financial independence and improved quality of life for families. FCB serves individuals, businesses and communities across the state with 51 full-service banking centers from east to west, and from Daytona Beach to Miami-Dade. For more information, visit FloridaCommunityBank.com. Equal Housing Lender, Member FDIC.

Forward-Looking Statements

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In addition to factors previously disclosed in Synovus' and FCB's reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate any definitive merger agreement between Synovus and FCB; the outcome of any legal proceedings that may be instituted against Synovus or FCB; the ability to meet the remaining closing conditions to the merger; delay in closing the merger; difficulties and delays in integrating the FCB business or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of Synovus' products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

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