

# Section 1: 8-K (8-K)

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

July 19, 2019 (July 16, 2019)

Date of Report

(Date of earliest event reported)

Synovus Financial Corp.

(Exact Name of Registrant as Specified in its Charter)

Georgia  
(State 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)

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(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$1.00 Par Value	SNV	New York Stock Exchange
Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D	SNV-PrD	New York Stock Exchange
Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series E	SNV-PrE	New York Stock Exchange

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

On July 17, 2019, the Compensation Committee of the Board of Directors (the "Compensation Committee") of Synovus Financial Corp. (the "Company") approved certain increases in base salaries for the named executive officers set forth in the table below. The base salaries for these named executive officers, after giving effect to this increase, are as follows:

<u>Name</u>	<u>Title</u>	<u>Base Salary</u>
Kevin S. Blair	Senior Executive Vice President and Chief Operating Officer	\$695,250
Mark G. Holladay	Executive Vice President and Chief Risk Officer	\$409,902
J. Barton Singleton	Executive Vice President and President, Financial Management Services	\$476,363

**Item 7.01 Regulation FD Disclosure**

On July 16, 2019, the Company filed with the Securities and Exchange Commission a Current Report on Form 8-K in connection with the Company's issuance of a press release announcing the Company's financial results for the three and six-month period ended June 30, 2019. The Company has determined that there was an error related to certain average balances during the quarter contained in the press release and slide presentation, which affected some of the reported performance ratios. Specifically, for the quarter ended June 30, 2019, the return on average assets was 1.34% on a GAAP basis (1.39% on an adjusted basis); the return on average common equity was 13.90% on a GAAP basis (14.43% on an adjusted basis); and the return on average tangible common equity was 16.09% (16.70% on an adjusted basis). A reconciliation of the foregoing non-GAAP measures is attached hereto as [Exhibit 99.1](#). All remaining financial data and ratios contained in the press release and slide presentation were accurate at the time the data were furnished.

Pursuant to General Instruction F to Current Report on Form 8-K, the information contained in this Item 7.01 of this Current Report, including [Exhibit 99.1](#), is being "furnished" and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section. The information in this Item 7.01, including [Exhibit 99.1](#), shall not be incorporated by reference into any registration statement or other documents pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Exchange Act except as otherwise expressly stated in any such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Reconciliation of Non-GAAP Measures</a>

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

SYNOVUS FINANCIAL CORP.

Date: July 19, 2019

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**

#### **Non-GAAP Financial Measures**

The measures entitled adjusted return on average assets; adjusted return on average common equity; return on average tangible common equity; and adjusted return on average tangible common equity are not measures recognized under GAAP and therefore are considered non-GAAP financial measures. The most comparable GAAP measures to these measures are return on average assets and return on average common equity, respectively.

Management believes that these non-GAAP financial measures provide meaningful additional information about Synovus to assist management and investors in evaluating Synovus' operating results, financial strength, the performance of its business, and the strength of its capital position. However, these non-GAAP financial measures have inherent limitations as analytical tools and should not be considered in isolation or as a substitute for analyses of operating results or capital position as reported under GAAP. The non-GAAP financial measures should be considered as additional views of the way our financial measures are affected by significant items and other factors, and since they are not required to be uniformly applied, they may not be comparable to other similarly titled measures at other companies. Adjusted return on average assets and adjusted return on average common equity are measures used by management to evaluate operating results exclusive of items that are not indicative of ongoing operations and impact period-to-period comparisons. Return on average tangible common equity and adjusted return on average tangible common equity are measures used by management to compare Synovus' performance with other financial institutions because it calculates the return available to common shareholders without the impact of intangible assets and their related amortization, thereby allowing management to evaluate the performance of the business consistently. The computations of these measures are set forth in the tables below.



## Reconciliation of Non-GAAP Financial Measures

(dollars in thousands)

### Adjusted Return on Average Assets

	<u>2Q19</u>
Net income	\$ 156,184
Add: Merger-related expense	7,401
Add: Restructuring charges, net	18
Add: Investment securities losses, net	1,845
Subtract: Increase in fair value of private equity investments, net	(1,455)
Subtract: Tax effect of adjustments	(1,951)
Adjusted net income	<u>\$ 162,042</u>
Net income annualized	626,452
Adjusted net income annualized	649,949
Total average assets	46,679,769
Return on average assets	1.34 %
Adjusted return on average assets	<u>1.39</u>

### Adjusted return on average common equity, return on average tangible common equity, and adjusted return on average tangible common equity

Net income available to common shareholders	\$ 153,034
Add: Merger-related expense	7,401
Add: Restructuring charges, net	18
Add: Investment securities losses, net	1,845
Subtract: Increase in fair value of private equity investments, net	(1,455)
Subtract: Tax effect of adjustments	(1,951)
Adjusted net income available to common shareholders	<u>\$ 158,892</u>
Adjusted net income available to common shareholders annualized	637,314
Add: Amortization of intangibles	7,250
Adjusted net income available to common shareholders excluding amortization of intangibles annualized	<u>644,564</u>
Net income available to common shareholders annualized	613,818
Add: Amortization of intangibles	7,250
Net income available to common shareholders excluding amortization of intangibles annualized	<u>621,068</u>
Total average shareholders' equity less preferred stock	4,416,705
Subtract: Goodwill	(487,601)
Subtract: Other intangible assets, net	(69,853)
Total average tangible shareholders' equity less preferred stock	<u>3,859,251</u>
Return on average common equity	13.90 %
Adjusted return on average common equity	14.43
Return on average tangible common equity	16.09
Adjusted return on average tangible common equity	<u>16.70</u>

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