

REGIONS FINANCIAL CORP  
Form 8-K  
April 29, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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

REGIONS FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

|  |                             |                                      |
|--|-----------------------------|--------------------------------------|
| DELAWARE   | 001-34034                   | 63-0589368                           |
| (State or other jurisdiction<br>of incorporation)                  | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| 1900 FIFTH AVENUE NORTH<br>BIRMINGHAM, ALABAMA 35203               |                             |                                      |
| (Address, including zip code, of principal executive office)       |                             |                                      |
| Registrant's telephone number, including area code: (800) 734-4667 |                             |                                      |

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 communication 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.

At the annual meeting of stockholders of Regions Financial Corporation ("Regions") held on April 24, 2014, the stockholders reelected Regions' 13 incumbent Directors standing for election, ratified the selection of Ernst & Young LLP as Regions' independent registered public accounting firm for the 2014 fiscal year, and approved executive compensation.

The following is a summary of the voting proposals for each matter presented to our stockholders:

1. An election of 13 Directors was held and the shares were voted as follows for the election of each of the following:

|                         | For         | Against    | Abstain   | Broker<br>Non-Votes |
|-------------------------|-------------|------------|-----------|---------------------|
| George W. Bryan         | 918,889,096 | 13,622,847 | 2,266,096 | 215,210,149         |
| Carolyn H. Byrd         | 921,881,015 | 10,648,044 | 2,248,980 | 215,210,149         |
| David J. Cooper, Sr.    | 927,239,985 | 5,290,667  | 2,247,387 | 215,210,149         |
| Don DeFosset            | 927,321,834 | 5,179,598  | 2,276,607 | 215,210,149         |
| Eric C. Fast            | 928,550,028 | 3,945,764  | 2,282,247 | 215,210,149         |
| O. B. Grayson Hall, Jr. | 875,913,593 | 48,869,105 | 9,995,341 | 215,210,149         |
| John D. Johns           | 895,457,782 | 37,036,290 | 2,283,967 | 215,210,149         |
| Charles D. McCrary      | 909,433,034 | 23,079,461 | 2,265,544 | 215,210,149         |
| James R. Malone         | 919,771,088 | 12,756,434 | 2,250,517 | 215,210,149         |
| Ruth Ann Marshall       | 927,014,777 | 5,473,512  | 2,289,750 | 215,210,149         |
| Susan W. Matlock        | 922,128,619 | 10,373,402 | 2,276,018 | 215,210,149         |
| John E. Maupin, Jr.     | 921,367,441 | 11,075,454 | 2,335,144 | 215,210,149         |
| Lee J. Styslinger III   | 922,785,088 | 9,730,805  | 2,262,146 | 215,210,149         |

2. Regions' proposal to ratify the appointment of Ernst & Young LLP as independent auditors of the Company to serve for the 2014 fiscal year was submitted to the stockholders at the meeting. The full text of the proposal is included in the Proxy Statement dated March 11, 2014. The vote with respect to this proposal was:

| For           | Against    | Abstain   | Broker<br>Non-Votes |
|---------------|------------|-----------|---------------------|
| 1,133,424,722 | 14,358,951 | 2,204,515 | —                   |

3. Nonbinding stockholder approval of executive compensation was submitted to the stockholders at the meeting. The full text of the proposal is included in the Proxy Statement dated March 11, 2014. The vote with respect to this proposal was:

| For         | Against    | Abstain   | Broker<br>Non-Votes |
|-------------|------------|-----------|---------------------|
| 895,199,715 | 34,805,337 | 4,772,987 | 215,210,149         |

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.

REGIONS FINANCIAL CORPORATION

By: /s/ Fournier J. Gale, III  
Name: Fournier J. Gale, III  
Title: Senior Executive Vice President,  
General Counsel and Corporate  
Secretary

Date: April 29, 2014