

REGIONS FINANCIAL CORP  
Form 8-K  
April 26, 2016

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 21, 2016

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

DELAWARE                      001-34034      63-0589368  
(State or other jurisdiction   (Commission   (IRS Employer  
of incorporation)              File Number)   Identification No.)  
1900 FIFTH AVENUE NORTH  
BIRMINGHAM, ALABAMA 35203  
(Address, including zip code, of principal executive office)  
Registrant's telephone number, including area code: (205) 581-7890

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 21, 2016, the stockholders reelected Regions' 11 incumbent Directors standing for election, ratified the appointment of Ernst & Young LLP as Regions' independent registered public accounting firm for the 2016 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 11 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 |
|-------------------------|-------------|------------|------------|---------------------|
| Carolyn H. Byrd         | 906,195,080 | 11,865,611 | 1,821,405  | 179,556,450         |
| David J. Cooper, Sr.    | 903,622,614 | 14,467,746 | 1,791,736  | 179,556,450         |
| Don DeFosset            | 903,250,026 | 14,825,453 | 1,806,617  | 179,556,450         |
| Eric C. Fast            | 913,200,028 | 4,841,825  | 1,840,243  | 179,556,450         |
| O. B. Grayson Hall, Jr. | 874,174,376 | 34,337,489 | 11,370,231 | 179,556,450         |
| John D. Johns           | 906,536,662 | 11,525,026 | 1,820,408  | 179,556,450         |
| Ruth Ann Marshall       | 909,184,754 | 8,907,659  | 1,789,683  | 179,556,450         |
| Susan W. Matlock        | 901,520,357 | 16,570,883 | 1,790,856  | 179,556,450         |
| John E. Maupin, Jr.     | 908,568,760 | 9,460,121  | 1,853,215  | 179,556,450         |
| Charles D. McCrary      | 888,714,919 | 29,332,414 | 1,834,763  | 179,556,450         |
| Lee J. Styslinger III   | 898,523,537 | 19,534,418 | 1,824,141  | 179,556,450         |

2. Regions' proposal to ratify the appointment of Ernst & Young LLP as independent auditors of the Company to serve for the 2016 fiscal year was submitted to the stockholders at the meeting. The full text of the proposal is included in the Proxy Statement dated March 8, 2016. The vote with respect to this proposal was:

| For           | Against    | Abstain   | Broker<br>Non-Votes |
|---------------|------------|-----------|---------------------|
| 1,083,943,601 | 11,250,541 | 4,244,404 | 0                   |

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 8, 2016. The vote with respect to this proposal was:

| For         | Against    | Abstain   | Broker<br>Non-Votes |
|-------------|------------|-----------|---------------------|
| 865,644,864 | 46,899,785 | 7,337,447 | 179,556,450         |

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/ Hope D. Mehlman

Name: Hope D. Mehlman

Title: Senior Vice President,  
Assistant General Counsel and  
Assistant Corporate Secretary

Date: April 26, 2016