

FIDELITY SOUTHERN CORP

Form DEF 14A

March 23, 2017

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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(4) Date Filed:

FIDELITY SOUTHERN CORPORATION
3490 Piedmont Road NE
Suite 1550
Atlanta, Georgia 30305

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To Be Held on April 27, 2017

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 27, 2017, at 3:00 p.m. for the following purposes:

1. To elect nine directors to serve until their successors are duly elected and qualified at the next Annual Meeting of Shareholders;
2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017;
3. An advisory (non-binding) vote to approve executive compensation; and
4. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

Only shareholders of record at the close of business on March 6, 2017, will be 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 one of the Proxy Statement.

A Proxy Statement, a Proxy Card, and a copy of Fidelity Southern Corporation's 2016 Annual Report to Shareholders, including its Form 10-K, are enclosed.

By Order of the Board of Directors,

Martha C. Fleming
Corporate Secretary

March 23, 2017

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FIDELITY SOUTHERN CORPORATION
3490 Piedmont Road NE
Suite 1550
Atlanta, Georgia 30305
PROXY STATEMENT

GENERAL INFORMATION

The enclosed Proxy is solicited on behalf of the Board of Directors of Fidelity Southern Corporation (“Fidelity” or “Company”) in connection with the Annual Meeting of Shareholders (“Annual Meeting”) to be held at One Securities Centre, 3490 Piedmont Road NE, Suite 1550, Atlanta, Georgia 30305, on Thursday, April 27, 2017, at 3:00 p.m., and at any adjournment thereof. This Proxy Statement, the enclosed Proxy Card, and Fidelity’s 2016 Annual Report to Shareholders, including its Form 10-K, are being mailed to our shareholders on or about March 23, 2017.

Your vote is very important. For this reason, the Board of Directors is requesting that you permit your shares of common stock of Fidelity (the “Common Stock”) to be represented at the Annual Meeting by the Proxy Committee elected by the Board of Directors and composed of Wm. Millard Choate and H. Palmer Proctor, Jr.

What Am I Voting On?

There are three proposals that will be presented for your consideration at the Annual Meeting:

- ☐ To elect nine directors;
 - To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017; and
- ☑ An advisory (non-binding) vote to approve executive compensation.

Other business may be addressed at the Annual Meeting if it properly comes before the Annual Meeting. However, we are not aware of any such other business.

Who Can Vote?

Each shareholder of record at the close of business on March 6, 2017, is entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof. Each share of Fidelity Common Stock entitles the shareholder to one vote on any matter coming before a meeting of Fidelity shareholders. On March 6, 2017, the record date for the Annual Meeting, there were 26,354,790 shares of Fidelity Common Stock outstanding and eligible to vote. The enclosed Proxy Card shows the number of shares that you are entitled to vote. If you own any shares in Fidelity’s Direct Stock Purchase and Dividend Reinvestment Plan or the Employee Stock Purchase Plan, the enclosed Proxy Card includes the number of shares you had in each plan on the record date for the Annual Meeting, as well as the number of shares registered in your name. If you hold shares of Common Stock in the Company’s 401(k) Plan, you will receive a separate Proxy Card for those shares. Follow the voting instructions included with the Proxy Card.

How Do I Cast My Vote?

If you hold your shares of Common Stock in your name as a holder of record (either in certificates, book entry, or in the Direct Stock Purchase and Dividend Reinvestment Plan, the Employee Stock Purchase Plan, or the 401(k) Plan), there are three ways you can vote by proxy:

By Internet Go to www.investorvote.com/LION and follow the instructions when prompted.

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You will need to have the control number that appears on your Proxy Card.

By Call 1-800-652-VOTE (8683) and follow the recorded instructions. You will also need your control
Telephone number referred to above.

By Mail Complete, sign, date, and return the Proxy Card you received in the mail.

If you received more than one Proxy Card, this means you hold shares of our Common Stock in more than one account. You must complete, sign, date, and return each Proxy Card, or vote all shares over the Internet or by

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telephone for each of your accounts. If you vote by the Internet or by telephone, you should not mail back a Proxy Card for those shares.

We encourage you to vote your shares by proxy, even if you plan to attend the Annual Meeting.

If you provide specific voting instructions, your shares will be voted as instructed. If you hold shares in your name and do not vote either by Internet, telephone, a completed and signed Proxy Card, or in person at the Annual Meeting, your shares will not be voted.

If you hold your shares in a brokerage account or through another nominee, your broker or nominee (the “record holder”) is forwarding these Proxy materials to you along with voting instructions. The record holder is required to vote your shares in accordance with your instructions. If you do not give the record holder instructions, the record holder has the authority to vote your shares on certain “routine” matters. At the Annual Meeting, the proposal relating to the ratification of auditors is deemed a “routine” matter, which means that the record holder can vote your shares for this matter if you do not timely provide instructions. Although most brokers and nominees offer telephone and Internet voting, availability and specific procedures will depend on their voting arrangements. Please follow their directions carefully.

Every vote is important! Please vote your shares promptly.

What are Broker Non-Votes?

A broker “non-vote” occurs when a brokerage firm, bank, or other nominee does not vote shares that it holds in “street name” on behalf of a beneficial owner because the beneficial owner has not provided voting instructions to the nominee with respect to a “non-routine” matter. The proposals relating to election of directors and the advisory (non-binding) vote to approve executive compensation are “non-routine” matters for which a nominee will not have the discretion to vote without voting instructions from the beneficial owner. Broker non-vote shares will be included in the number of shares considered present at the meeting for the purpose of determining whether there is a quorum. The effect of a broker non-vote on the outcome of the vote on a proposal will depend on the applicable voting standard for the proposal. For instance, if the approval of the proposal requires the affirmative vote of a majority of the outstanding shares, a broker non-vote would have the effect of a negative vote in determining the outcome of the vote on the proposal. On the other hand, if the approval of the proposal requires the affirmative vote of the majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal, a broker non-vote, being shares not entitled to vote, would not have any effect on the outcome of the vote on the proposal.

Can I Change My Vote?

If you are the record holder of the shares, you may change your vote by:

• Submitting written notice of revocation to our Corporate Secretary;

• If you voted by the Internet or by telephone, voting again over the Internet or by telephone prior to the deadline of 11:59 p.m. Eastern Time on April 26, 2017;

• If you completed and returned a Proxy Card, submitting a new Proxy Card with a later date and returning it prior to the vote at the Annual Meeting; or

• Attending the Annual Meeting in person and voting your shares by ballot at the meeting.

If you hold your shares in a brokerage account or through another nominee, you should contact your broker or other nominee regarding the revocation of proxies.

If you participate in our Direct Stock Purchase and Dividend Reinvestment Plan, the Employee Stock Purchase Plan, or the 401(k) Plan, you may change your vote by submitting new voting instructions to the administrator or custodian of the Plan.

What Quorum is Needed to Hold the Annual Meeting?

In order to conduct the Annual Meeting, a majority of Fidelity shares entitled to vote must be present in person or by Proxy. This is called a quorum. If you return a valid Proxy Card or elect to vote by Internet, by telephone, or in person at the Annual Meeting, you will be considered part of the quorum.

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Abstentions, withheld votes, and broker non-votes will be counted as present at the Annual Meeting for purposes of determining whether the quorum requirement is satisfied.

Based on 26,354,790 shares of Common Stock outstanding on March 6, 2017, the record date for the Annual Meeting, 13,177,396 shares of Common Stock would be required to be present in person or by proxy for a quorum to be obtained.

What Vote is Needed?

The nine nominees for director receiving the highest vote totals will be elected as directors of Fidelity. All other matters will be decided by the affirmative vote of the majority of the votes cast at the Annual Meeting.

What is our Voting Recommendation?

Our Board of Directors recommends that you vote “FOR” each of the three proposals.

Proxy Solicitation

Fidelity will bear the expenses of soliciting proxies, including the cost of preparing and mailing this Proxy Statement. Fidelity will furnish solicitation materials to banks, brokerage houses, and other custodians, nominees and fiduciaries for forwarding to beneficial owners of shares of the Common Stock, and normal handling charges may be paid for such forwarding service. In addition, directors, officers, and other employees of Fidelity who will not be additionally compensated therefor may solicit proxies in person or by telephone, email, or other means.

Important Notice Regarding the Availability of Proxy Materials

We have posted materials related to this year’s Annual Meeting on the Internet. The materials listed below are available on a secure Internet website located at <https://materials.proxyvote.com/316394>. This website is compliant with regulatory standards and does not utilize tracking cookies or site visit intelligence tracking.

¶ This Proxy Statement for this year’s Annual Meeting, and

Fidelity’s 2016 Annual Report to Shareholders, including its Form 10-K, filed with the Securities and Exchange Commission on March 14, 2017 (the “2016 Annual Report”).

PROPOSAL # 1 - ELECTION OF DIRECTORS

Shareholder Nominees

The policy of the Nominating & Governance Committee is to consider proposed nominations for membership on the Board of Directors properly submitted by shareholders who own at least 1,000 shares of Common Stock of Fidelity and have held the stock for at least one year. Any proposed nomination by a shareholder for consideration by the Nominating & Governance Committee must include the proposed nominee’s name and qualifications and a statement to the effect that the proposed nominee has agreed to the submission of his/her name as a candidate for nomination as a director. The proposed nomination should be sent to the Chairman of the Nominating & Governance Committee of Fidelity Southern Corporation, 3490 Piedmont Road NE, Suite 1550, Atlanta, Georgia 30305. In order to timely consider any candidate, the shareholder must submit the recommendation on or before November 1 immediately preceding the next annual meeting of shareholders. None of our qualifying shareholders nominated any prospective nominees to our Nominating & Governance Committee for consideration at the Annual Meeting.

Identifying and Evaluating Nominees for Director

The Nominating & Governance Committee utilizes a variety of methods for identifying and evaluating nominees for director. Nominees for director are selected for their character, judgment, diversity, acumen, ability to work with

others, and their ability to act for the benefit of Fidelity and its shareholders. The Nominating & Governance Committee evaluates the totality of the merits of each prospective nominee and does not restrict itself by establishing minimum qualifications or attributes. The Nominating & Governance Committee has a written policy regarding diversity that seeks to provide the Board with a depth of experience and differences in viewpoints and skills. The Nominating & Governance Committee's Director Qualification Standards and Procedure for Identifying and Evaluating Candidates is available under the Investor Relations section of our website at

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www.fidelitysouthern.com, under the heading “Director Qualifications.” Information contained on any of our websites is not part of this Proxy Statement.

The name of any candidate for nomination as a director may be submitted to the Nominating & Governance Committee by shareholders, as described above, and directors. The Nominating & Governance Committee will review the qualifications of each candidate submitted and conduct such inquiries as it determines appropriate. There is no difference in the manner by which the Nominating & Governance Committee evaluates prospective nominees for director based on the source from which the individual was first identified. The Nominating & Governance Committee recommends, by a majority vote of its members, to the entire Board of Directors those director candidates it believes will best serve Fidelity and its shareholders, meet the qualifications set forth in the director qualification standards, and have such other requisite skills and knowledge deemed necessary by the Nominating & Governance Committee.

The number of directors is currently set at nine by resolution of the Board of Directors. The number of directors may be increased or decreased from time to time by resolution of the Board of Directors or of the shareholders, but no decrease shall have the effect of shortening the term of an incumbent director. The terms of office for directors continue until the next annual meeting of shareholders or until their successors are elected and qualified.

Fidelity’s Board of Directors has determined that each member of its Board, other than James B. Miller, Jr., Chief Executive Officer of Fidelity, and H. Palmer Proctor, Jr., President of Fidelity, were “independent” during 2016 as defined in the NASDAQ Marketplace Rules.

In the event that any nominee withdraws or for any reason is not able to serve as a director, the proxy will be voted for such other person as may be designated by the Board of Directors as substitute nominee unless the Board of Directors or shareholders by resolution provide for a lesser number of directors, but in no event will the proxy be voted for more than nine nominees. Management has no reason to believe that any nominee will not serve if elected.

Nominating & Governance Committee Report

The Nominating & Governance Committee reviewed the qualifications of the director nominees, found them to meet the criteria for directors established by the Nominating & Governance Committee, and recommended the slate to the Board of Directors as director nominees for election at this year’s Annual Meeting.

Major General (Ret) David R. Bockel, Chairman
Dr. Donald A. Harp, Jr.
Kevin S. King, Esq.
Rankin M. Smith, Jr.

Information about Nominees for Director

The following information as of March 6, 2017, has been furnished by the respective nominees for director. All nominees for election to the Board of Directors set forth in this Proxy Statement currently serve as directors of Fidelity. Except as otherwise indicated, each nominee has been engaged in his present principal employment, in the same position, for more than five years. As described below, the Nominating & Governance Committee, after giving consideration to the Company’s business operations and corporate structure, has determined that each nominee is qualified to serve on the Board.

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Name	Age	Year Elected	Business Experience During Past Five Years and Other Information
James B. Miller, Jr. (1)	76	1979	<p>Chairman of the Board and Chief Executive Officer of Fidelity since 1979. President of Fidelity from 1979 to April 2006. A director of Fidelity Bank, a wholly owned subsidiary of Fidelity, since 1976; President of Fidelity Bank from 1977 to 1997 and from December 2003 through September 2004; and Chief Executive Officer of Fidelity Bank from 1977 to 1997, and from December 2003 until present. Chairman of Fidelity Bank since 1998. Chairman of LionMark Insurance Company, a wholly owned subsidiary, since November 2004. Chairman of Berlin American Companies and other family investment companies since 1977. A director of Interface, Inc., the world's largest carpet tile manufacturing company, since 2000, and of American Software Inc., a software development company, since 2002.</p> <p>Mr. Miller's education and experience as an attorney and experience running a company in Germany, in addition to the years of experience employed as an executive officer of Fidelity, serving on Fidelity's Board of Directors, as well as serving on the boards of various community organizations and public companies, qualify him to serve as a director. State Chairman, Georgia Employer Support of the Guard and reserve since October 2015. President, Bravo Victor Fund for Cobb Superior Courts Veterans' Court since May 2015. Veterans Program Liaison for the Governor's Office of Workforce Development from July 2013 to December 2014. Executive Director, Georgia Military Affairs Coordinating Committee, Georgia Chamber of Commerce, from October 2011 until July 2013. Executive Director, Reserve Officers Association of the United States, a 63,000 member organization headquartered in Washington, D.C., from November 2009 to September 2011 and Deputy Executive Director, from October 2003 to November 2009. Vice Chairman of USO of Georgia since February 2012. A director of Fidelity Bank since 1997.</p>
Major General (Ret) David R. Bockel (2) (3) (4)	72	1997	<p>Major General (Ret) Bockel's previous experience as founder and head of Bockel & Company, an advertising and marketing company, his military experience commanding 18,000 soldiers with responsibility for military facilities and equipment over five states, and his previous positions qualify him to serve as a director.</p> <p>Founder and President of Choate Construction Company, a commercial construction and interior construction firm with offices headquartered in Atlanta, Georgia, since 1989. A director of Fidelity Bank since April 2010.</p>
Wm. Millard Choate	64	2010	<p>The experience Mr. Choate received founding his company and establishing all operations, procedures, banking, insurance and bonding relationships, marketing, preconstruction estimating, and technology, in addition to his degrees in economics and business, qualify him to serve as a director.</p> <p>Adjunct Professor, Candler School of Theology, Emory University, since September 2008. Minister Emeritus of Peachtree Road United Methodist Church since July 2008. A director of Fidelity Bank since 2008.</p>
Dr. Donald A. Harp, Jr. (1) (2) (3) (4)	78	2008	<p>Dr. Harp brings to the Board of Directors his experience of over 20 years managing a \$7 million church budget and 60 member staff as Senior Minister of Peachtree Road United Methodist Church from 1988 to July 2008, as well as his membership on many non-profit boards and experience as mayor pro-tem of a city with budget and other management responsibilities, which qualify him to serve as a director.</p>
Kevin S. King,	69	1998	<p>An attorney in Georgia from 1972 to present. A director of Fidelity Bank since 1998.</p>

Esq. ⁽¹⁾ ⁽²⁾ ⁽⁴⁾

Mr. King's qualifications to serve as director include degrees earned in accounting and law, and various business and legal positions over 40 years, including executive vice president/general counsel, a member of several for profit and non-profit boards, and as a lawyer in private practice.

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	Year	
Name	Age	First
		Elected