

PINNACLE FINANCIAL PARTNERS INC

Form S-8

April 27, 2009

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As Filed With the Securities and Exchange Commission  
on April 27, 2009

**Registration No. 333-\_\_\_\_\_**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**PINNACLE FINANCIAL PARTNERS, INC.**  
(Exact name of registrant as specified in its charter)

**Tennessee**  
(State or other jurisdiction of incorporation  
or organization)

**62-1812853**  
(I.R.S. Employer Identification No.)

**211 Commerce Street, Suite 300  
Nashville, Tennessee 37201**  
(Address of Principal Executive Offices)  
**PINNACLE FINANCIAL PARTNERS, INC.**

**2004 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

**M. Terry Turner  
The Commerce Center  
Pinnacle Financial Partners, Inc.  
211 Commerce Street, Suite 300  
Nashville, Tennessee 37201  
(615) 744-3700**

(Name, Address, and Telephone Number of Registrant's agent for service)

Copy to:  
**Bob F. Thompson, Esq.  
Bass, Berry & Sims PLC  
315 Deaderick Street, Suite 2700  
Nashville, Tennessee 37238-0002**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price per share <sup>(2)</sup>	Proposed maximum aggregate offering price <sup>(2)</sup>	Amount of registration fee
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Common Stock, \$1.00 par value	750,000 shares	\$18.16	\$13,620,000	\$760
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- (1) Pursuant to Rule 416(a) under the Securities Act, includes an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
  - (2) The offering price is estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(h) under the Securities Act and is based on the average of the high and low sales prices for the Common Stock on April 23, 2009.
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PART II

Item 8. Exhibits

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EX-5.1

EX-23.1

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**Registration of Additional Securities**

This Registration Statement is filed pursuant to General Instruction E of Form S-8 for the purpose of registering additional shares of Common Stock, \$1.00 par value, of Pinnacle Financial Partners, Inc., a Tennessee corporation (the Registrant), for the Registrant's 2004 Equity Incentive Plan, as amended.

**Incorporation by Reference of Earlier Registration Statements**

The Registration Statements on Form S-8 (Registration Nos. 333-114799, 333-124199, 333-135411 and 333-148251) previously filed by the Registrant with the Securities and Exchange Commission on April 23, 2004, April 20, 2005, June 28, 2006 and December 21, 2007, respectively, are hereby incorporated by reference herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.

5.1 Opinion of Bass, Berry & Sims PLC.

23.1 Consent of KPMG LLP.

23.2 Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1).

24.1 Power of Attorney (included on the signature page to the Registration Statement).

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on this 27<sup>th</sup> day of April, 2009.

**PINNACLE FINANCIAL PARTNERS,  
INC.**

By: /s/ M. Terry Turner  
M. Terry Turner, Chief Executive  
Officer

**KNOW ALL MEN BY THESE PRESENTS**, each person whose signature appears below hereby constitutes and appoints M. Terry Turner and Robert A. McCabe, Jr. and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Robert A. McCabe, Jr. Robert A. McCabe, Jr.	Chairman and Director	April 27, 2009
/s/ M. Terry Turner M. Terry Turner	President, Chief Executive Officer and Director (Principal Executive Officer)	April 27, 2009
/s/ Harold R. Carpenter Harold R. Carpenter	Chief Financial Officer (Principal Financial and Accounting Officer)	April 27, 2009
/s/ Sue G. Atkinson Sue G. Atkinson	Director	April 27, 2009
/s/ H. Gordon Bone H. Gordon Bone	Director	April 27, 2009
/s/ Gregory L. Burns Gregory L. Burns	Director	April 27, 2009

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/s/ Colleen Conway-Welch                      Director                      April 27, 2009

Colleen Conway-Welch

/s/ James C. Cope                      Director                      April 27, 2009

James C. Cope

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ William H. Huddleston, IV	Director	April 27, 2009
William H. Huddleston, IV		
	Director	
Clay T. Jackson		
/s/ Ed C. Loughry, Jr.	Director	April 27, 2009
Ed C. Loughry, Jr.		
/s/ David Major	Director	April 27, 2009
David Major		
/s/ Hal N. Pennington	Director	April 27, 2009
Hal N. Pennington		
/s/ Dale W. Polley	Director	April 27, 2009
Dale W. Polley		
	Director	
Wayne J. Riley		
/s/ Gary Scott	Director	April 27, 2009
Gary Scott		
/s/ Reese L. Smith, III	Director	April 27, 2009
Reese L. Smith, III		

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