

REGIONS FINANCIAL CORP

Form DEFA14A

April 02, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of

The Securities Exchange Act of 1934

(Amendment No.)

☒ 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

REGIONS FINANCIAL CORPORATION

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

REGIONS FINANCIAL CORPORATION

1900 Fifth Avenue North

Birmingham, Alabama 35203

Supplement Dated April 2, 2018

To the Proxy Statement Dated March 9, 2018

For the 2018 Annual Meeting of Stockholders

To be held Wednesday, April 25, 2018

On March 9, 2018, Regions Financial Corporation (“Regions”) filed a definitive proxy statement (the “Proxy Statement”) with the Securities and Exchange Commission in connection with its 2018 Annual Meeting of Stockholders to be held on April 25, 2018. Regions is providing this supplement solely to correct inadvertent typographical errors in the table appearing on page 76 of the Proxy Statement under the heading “Establishment of 2017 Compensation Targets.” The corrected table is provided below and replaces the original table in the Proxy Statement in its entirety.

Name	Base Salary Change	Annualized Base Salary	Annual Incentive Target*		Long-Term Incentive		Total Target Compensation
			Percentage of Base Salary (unchanged)	Target Annual Incentive	Target Change	Target	
O. B. Grayson Hall, Jr.	ó—	¥\$1,000,000	ó175%	¥\$1,750,000	ñ\$400,000	¥5,400,000	¥8,150,000
David J. Turner, Jr.	ñ2.5%	\$664,200	ó110%	¥\$730,620	ó\$—	\$1,200,000	\$2,594,820
John B. Owen	ñ2.5%	\$680,600	ó110%	¥\$748,660	ó\$—	\$1,200,000	\$2,629,260
John M. Turner, Jr.	ñ11%	\$600,000	ó110%	¥\$660,000	ñ\$300,000	\$1,200,000	\$2,460,000
C. Matthew Lusco	ñ2.5%	\$584,250	ó110%	¥\$642,675	ó\$—	\$1,200,000	\$2,426,925

*Annualized incentive target is the product of the target incentive percentage times base pay approved by the CHR Committee for 2017 and does not take into account that the base pay changes were not effective until April 1, 2017.

Except as described above, this supplement to the Proxy Statement does not modify, amend, supplement, or otherwise affect the Proxy Statement.

If you have already voted, you do not need to vote again unless you would like to change or revoke your prior vote on any proposal. If you would like to change or revoke your prior vote on any proposal, please refer to the Proxy Statement for instructions on how to do so.