

FIRST HORIZON NATIONAL CORP  
Form S-8  
May 04, 2012

As filed with the Securities and Exchange Commission on May 4, 2012  
Registration No. 333-\_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**FIRST HORIZON NATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

TENNESSEE  
(State or other jurisdiction of  
incorporation or organization)

62-0803242  
(I.R.S. Employer  
Identification No.)

165 Madison Avenue, Memphis, Tennessee 38103  
(901) 523-4444  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

**First Horizon National Corporation Equity Compensation Plan**  
**[formerly known as the 2003 Equity Compensation Plan]**  
(Full title of plan)

Clyde A. Billings, Jr.  
Senior Vice President, Assistant General  
Counsel, and Corporate Secretary  
First Horizon National Corporation  
165 Madison Avenue  
Memphis, TN 38103  
(901) 523-5679

(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

With a copy to:  
John A. Niemoeller  
Senior Vice President, Counsel, and Assistant  
Corporate Secretary  
First Horizon National Corporation  
165 Madison Avenue  
Memphis, TN 38103  
(901) 523-4170

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	Proposed maximum offering price per share <sup>(1)</sup>	Proposed maximum aggregate offering price <sup>(1)</sup>	Amount of registration fee <sup>(1)</sup>
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Common Stock	8,000,000 shares	\$9.285/share	\$74,280,000	\$8,512.49
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- (1) Estimated and calculated pursuant to Rule 457(h)(1), based on the average of the high and low prices reported on the New York Stock Exchange composite tape for Registrant's stock on May 1, 2012.
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### Note on Filing History Related to the Plan

First Horizon National Corporation ( FHNC, the Corporation, or the Registrant ) previously filed registration statements on Form S-8 (File Nos. 333-109862, 333-123404, 333-133635, and 333-166818), registering (before adjustment for stock dividends) 3,000,000, 1,000,000, 4,500,000, and 3,000,000 (respectively) shares of its common stock, par value \$0.625 per share, that may be issued under Registrant's Equity Compensation Plan (as amended and restated to date, the Plan ), formerly known as the 2003 Equity Compensation Plan. All such amounts are stated before adjustment for stock dividends declared from 2008 through 2010. Registrant is filing this registration statement to register 8,000,000 additional shares of Registrant's common stock that may be issued under the Plan pursuant to an amendment effective April 17, 2012 (approved by the shareholders on that date) that increased by 8,000,000 the number of shares authorized for issuance under the Plan.

### **PART I**

The Section 10(a) prospectus relating to the Plan is omitted from this Registration Statement pursuant to the Note to Part I of Form S-8.

### **PART II INFORMATION REQUIRED IN REGISTRATION STATEMENT**

As permitted by Instruction E to Form S-8, the contents of Registrant's registration statements on Form S-8 (File Nos. 333-109862, 333-123404, 333-133635, and 333-166818), which were filed October 21, 2003, March 17, 2005, April 28, 2006, and May 14, 2010 (respectively) covering shares for sale under the Plan, as updated below, are incorporated herein by reference. In addition to the foregoing, the following information is also included in this registration statement:

#### **Item 3. Incorporation of Documents by Reference**

The following documents filed with the Securities and Exchange Commission (the Commission ) are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2011;
- (b) The Registrant's Current Reports on Form 8-K dated the following dates in 2012: January 18 and April 17; and
- (c) The description of the Registrant's common stock, par value \$0.625 per share, set forth in a registration statement filed pursuant to Section 12 of the Exchange Act and any amendment or report filed for the purpose of updating that description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

The validity of original issue shares of \$0.625 par value common stock of the Registrant to be issued pursuant to the Plan has been passed upon by John A. Niemoeller, Senior Vice President, Counsel, and Assistant Corporate Secretary of the Registrant. As of April 30, 2012, Mr. Niemoeller beneficially owned approximately 18,100 shares. That number includes shares owned outright and within retirement plan accounts, all employee stock options (whether or not exercisable and regardless of option price), and all other unvested stock-based or stock-payable employee awards. All such unvested awards have been counted for this purpose as if they had vested as of April 30, 2012 without reduction for applicable withholding taxes.

**Item 6. Indemnification of Directors and Officers**

Tennessee Code Annotated Sections 48-18-501 through 48-18-509 authorize a corporation to provide for the indemnification of officers, directors, employees and agents in terms sufficiently broad to permit indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended. FHNC has adopted the provisions of the Tennessee statute pursuant to Article Six of its Bylaws. In addition, FHNC has a directors and officers liability insurance policy which provides coverage sufficiently broad to permit indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended.

Tennessee Code Annotated, Section 48-12-102, permits the inclusion in the charter of a Tennessee corporation of a provision, with certain exceptions, eliminating the personal monetary liability of directors to the corporation or its shareholders for breach of the duty of care. FHNC has adopted the provisions of the statute as Article 13 of its charter.

The shareholders of FHNC have approved a provision in Article Six of FHNC's Bylaws pursuant to which FHNC is required to indemnify each director and any officers designated by the Board of Directors, and advance expenses, to the maximum extent not prohibited by law. In accordance with the foregoing, the Board of Directors is authorized to enter into individual indemnity agreements with the directors and such officers. Such indemnity agreements have been approved for all of the directors and certain officers.

**Item 7. Exemption from Registration Claimed**

Not applicable.

**Item 8. Exhibits**

All Exhibits are listed in the Exhibit Index at the end of this registration statement.

**Item 9. Undertakings**

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that:

- (A) Paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8 (§239.16b of this chapter), and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the registration statement; and
  - (B) Paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the registration statement is on Form S-3 (§239.13 of this chapter) or Form F-3 (§239.33 of this chapter) and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) (§230.424(b) of this chapter) that is part of the registration statement.
  - (C) *Provided further, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is for an offering of asset-backed securities on Form S-1 (§239.11 of this chapter) or Form S-3 (§239.13 of this chapter), and the information required to be included in a post-effective amendment is provided pursuant to Item 1100(c) of Regulation AB (§239.1100(c)).
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (4) If the registrant is a foreign private issuer, to file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A of Form 20-F at the start of any delayed offering or throughout a continuous offering.
- (5) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:
- (i) If the registrant is relying on Rule 430B (§230.430B of this chapter):
- (A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) (§230.424(b)(3) of this chapter) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
- (B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) (§230.424(b)(2), (b)(5), or (b)(7) of this chapter) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) (§230.415(a)(1)(i), (vii), or (x) of this chapter) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or
- (ii) If the registrant is subject to Rule 430C (§230.430C of this chapter), each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A (§230.430A of this chapter), shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.
- (6) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting

method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424 (§230.424 of this chapter);
  - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
  - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c)-(g) [not applicable]
- (h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
- (i)-(l) [not applicable]

**SIGNATURES**

The Registrant. 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 Memphis and State of Tennessee, on May 4, 2012.

## FIRST HORIZON NATIONAL CORPORATION

By: /s/ William C. Losch III

\_\_\_\_\_  
 William C. Losch III  
 Executive Vice President and  
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, 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>
<u>D. Bryan Jordan*</u>	President, Chief Executive Officer, and Chairman of the Board (principal executive officer)	May 4, 2012
D. Bryan Jordan		
<u>William C. Losch III*</u>	Executive Vice President and Chief Financial Officer (principal financial officer)	May 4, 2012
William C. Losch III		
<u>Jeff L. Fleming*</u>	Executive Vice President and Chief Accounting Officer (principal accounting officer)	May 4, 2012
Jeff L. Fleming		
<u>Robert B. Carter*</u>	Director	May 4, 2012
Robert B. Carter		
<u>John C. Compton*</u>	Director	May 4, 2012
John C. Compton		
<u>Mark A. Emkes*</u>	Director	May 4, 2012
Mark A. Emkes		
<u>Vicky B. Gregg*</u>	Director	May 4, 2012
Vicky B. Gregg		
<u>James A. Haslam, III*</u>	Director	May 4, 2012
James A. Haslam, III		
<u>R. Brad Martin*</u>	Director	May 4, 2012
R. Brad Martin		
<u>Scott M. Niswonger*</u>	Director	May 4, 2012



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Scott M. Niswonger

Vicki R. Palmer\*

Director

May 4, 2012

Vicki R. Palmer

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>Colin V. Reed*</u>	Director	May 4, 2012
Colin V. Reed		
<u>Luke Yancy III*</u>	Director	May 4, 2012
Luke Yancy III		

\*By: /s/ Clyde A. Billings, Jr.

Clyde A. Billings, Jr.  
Attorney-in-Fact  
May 4, 2012

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
4.1	Restated Charter of First Horizon National Corporation, incorporated herein by reference to Exhibit 3.1 to the Corporation's Current Report on Form 8-K filed April 20, 2011.
4.2	Bylaws of First Horizon National Corporation, as amended and restated January 18, 2012, incorporated herein by reference to Exhibit 3.1 to the Corporation's Current Report on Form 8-K dated January 18, 2012.
5.1	Opinion and consent of John A. Niemoeller concerning the legality of the securities being registered hereunder.
23.1	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney executed by certain directors and officers of the Registrant.

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