

FIDELITY SOUTHERN CORP

Form 8-K

December 28, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): November 17, 2005

**Fidelity Southern Corporation**

(Exact name of registrant as specified in its charter)

**Georgia**

(State or other Jurisdiction  
of Incorporation)

**000-22374**

(Commission File Number)

**58-1416811**

(IRS Employer  
Identification No.)

**3490 Piedmont Road, Suite 1550**

**Atlanta, Georgia 30305**

(Address of principal executive offices) (Zip Code)

**(404) 639-6500**

(Registrant's telephone number, including area code)

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 communications pursuant to Rule 425 under the Securities Act
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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**Item 1.01 Entry into a Material Definitive Agreement**

On November 17, 2005, the Compensation Committee of the Board of Directors of Fidelity Southern Corporation authorized management to prepare an amended and restated employment agreement for H. Palmer Proctor, Jr., Vice President, in order to provide that Mr. Proctor's annual base salary would be \$300,000 per year with incentive compensation not to exceed \$50,000, based upon Fidelity achieving targeted income levels established by the Compensation Committee. The new salary and incentive compensation will be effective as of January 1, 2006. The amended and restated employment agreement is subject to final approval by the Compensation Committee.

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**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.

**Fidelity Southern Corporation**  
(Registrant)

By: /s/ M. Howard Griffith, Jr.  
M. Howard Griffith, Jr.  
Chief Financial Officer

Date: December 23, 2005