

SUNTRUST BANKS INC  
Form 8-K  
April 26, 2016

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): April 26, 2016  
SunTrust Banks, Inc.

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(Exact name of registrant as specified in its charter)

|  |                                       |   |
|--|---------------------------------------|---|
| Georgia<br>(State or other jurisdiction<br>of incorporation) | 001-08918<br>(Commission File Number) | 58-1575035<br>(I.R.S. Employer<br>Identification No.) |
|--|---------------------------------------|---|

|  |                     |
|--|---------------------|
| 303 Peachtree Street, N.E., Atlanta, Georgia<br>(Address of principal executive offices) | 30308<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code (800) 786-8787

Not Applicable  
Former name or  
former address, if  
changed since last  
report

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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of the shareholders of SunTrust Banks, Inc. was held on April 26, 2016. Represented at the meeting were 442,604,565 shares of 506,301,747 eligible shares (87.42%). At the meeting, the shareholders of SunTrust took the following actions, and cast the following votes:

1. Shareholders elected the following persons as directors of SunTrust:

|                        | For         | Against   | Abstain   | Non-votes  |
|------------------------|-------------|-----------|-----------|------------|
| Dallas S. Clement      | 392,897,837 | 1,367,091 | 500,476   | 47,839,160 |
| Paul R. Garcia         | 393,124,809 | 1,157,003 | 483,594   | 47,839,160 |
| M. Douglas Ivester     | 389,659,513 | 4,688,747 | 417,146   | 47,839,160 |
| Kyle Prechtl Legg      | 392,878,229 | 1,385,848 | 501,328   | 47,839,160 |
| Donna S. Morea         | 393,194,074 | 1,083,353 | 487,978   | 47,839,160 |
| David M. Ratcliffe     | 393,146,543 | 1,127,615 | 491,248   | 47,839,160 |
| William H. Rogers, Jr. | 383,846,624 | 8,701,656 | 2,217,126 | 47,839,160 |
| Frank P. Scruggs, Jr.  | 393,029,505 | 1,238,035 | 497,866   | 47,839,160 |
| Bruce L. Tanner        | 392,876,292 | 1,381,450 | 507,664   | 47,839,160 |
| Thomas R. Watjen       | 392,389,705 | 1,717,954 | 667,746   | 47,839,160 |
| Dr. Phail Wynn, Jr.    | 388,442,130 | 5,625,228 | 698,048   | 47,839,160 |

2. Shareholders approved (97.68% of the votes cast) the non-binding advisory vote ("say-on-pay") resolution regarding the compensation of the Company's executives as described in the Summary Compensation Table as well as in the Compensation Discussion and Analysis and the other executive compensation tables and related discussion.

|            | For         | Against   | Abstain   | Non-votes  |
|------------|-------------|-----------|-----------|------------|
| Say-on-Pay | 385,597,241 | 8,095,172 | 1,072,992 | 47,839,160 |

3. Shareholders ratified (98.78% of the votes cast) the appointment of Ernst & Young LLP as independent auditors of SunTrust for 2016.

|                         | For         | Against   | Abstain   | Non-votes |
|-------------------------|-------------|-----------|-----------|-----------|
| Ratification of Auditor | 437,203,356 | 4,302,189 | 1,099,019 | 0         |

SIGNATURE

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, thereunto duly authorized.

SUNTRUST  
BANKS,  
INC.  
(Registrant)

Date:  
By: /s/ David  
April  
26,  
2016.  
Wisniewski

David A.  
Wisniewski,  
Senior Vice  
President,  
Deputy  
General  
Counsel and  
Assistant

Corporate  
Secretary