
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): May 23, 2023 (May 18, 2023)

FB FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Tennessee
(State or other jurisdiction
of incorporation)

001-37875
(Commission File Number)

62-1216058
(IRS Employer
Identification No.)

211 Commerce Street, Suite 300
Nashville, Tennessee 37201
(Address of principal executive offices) (Zip Code)

(615) 564-1212
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.00 par value	FBK	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting of shareholders of FB Financial Corporation (the "**Company**") was held on May 18, 2023. At the annual meeting, the Company's shareholders elected 11 directors to hold office for one year and until their successors are duly elected and qualified: J. Jonathan Ayers, William F. Carpenter III, Agenia Clark, James W. Cross IV, James L. Exum, Christopher T. Holmes, Orrin H. Ingram, Raja J. Jubran, C. Wright Pinson, Emily J. Reynolds, and Melody J. Sullivan. In addition, at the annual meeting, the shareholders approved on a non-binding, advisory basis, the compensation of our named executive officers. Further, at the annual meeting, the proposal to amend the Company's charter to eliminate the supermajority voting standards failed to obtain the requisite approval of the holders of 80% of the outstanding shares of the Company's common stock. Finally, at the annual meeting, the shareholders ratified the appointment of Crowe LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023. The final voting results are set forth below.

(1) Election of 11 directors to serve until the 2024 annual meeting of shareholders and until their successors have been duly elected and qualified:

Nominee	Votes For	Votes Withheld	Non Votes
J. Jonathan Ayers	40,068,711	296,021	3,621,542
William F. Carpenter III	40,239,895	126,853	3,619,527
Agenia W. Clark	40,262,701	104,551	3,619,023
James V. Cross IV	40,263,216	104,036	3,619,023
James L. Exum	37,502,391	2,828,450	3,655,434
Christopher T. Holmes	40,081,013	283,719	3,621,542
Orrin H. Ingram	39,016,655	1,334,929	3,634,691
Raja J. Jubran	39,991,826	371,390	3,623,059
C. Wright Pinson	39,935,221	428,501	3,622,553
Emily J. Reynolds	39,479,568	877,580	3,629,127
Melody J. Sullivan	39,992,423	370,793	3,623,059

(2) Non-binding, advisory vote on the compensation of the Company's named executive officers:

Votes For	Votes Against	Abstain	Non Votes
39,806,225	539,359	22,672	3,618,018

(3) Approval of amendments to the Company's amended and restated charter to eliminate supermajority voting standards:

Votes For	Votes Against	Abstain	Non Votes
29,545,131	99,248	10,723,877	3,618,018

(4) Ratification of the appointment of Crowe LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023:

Votes For	Votes Against	Abstain	Non Votes
43,943,739	39,952	2,584	0

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.

FB FINANCIAL CORPORATION

By: /s/ Beth W Sims

Beth W. Sims

General Counsel and Corporate Secretary

Date: May 23, 2023