

FCB FINANCIAL HOLDINGS, INC.

Form 425

November 09, 2018

Filed by Synovus Financial Corp.

pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Company: FCB Financial Holdings, Inc.

Filer's SEC File No.: 001-10312

Date: November 9, 2018

Explanatory Note: The following was mailed by Synovus Financial Corp. to certain of its shareholders.

November 9, 2018

Dear Shareholder:

We have previously sent you proxy material for the important special meeting of Synovus Financial Corp. shareholders taking place on November 29, 2018, in connection with the proposed merger with FCB Financial Holdings, Inc. Your Board of Directors unanimously recommends that shareholders vote in favor of the Synovus share issuance proposal and the Synovus adjournment proposal.

Completion of the merger requires the affirmative vote of a majority of votes cast on the Synovus share issuance proposal. Therefore, your vote is important, no matter how many, or how few, shares you may own. If you have not already done so, please vote TODAY by telephone or via the Internet by following the instructions on the enclosed proxy card, or by signing, dating and returning the enclosed proxy card in the envelope provided.

Very truly yours,

Allan E. Kamensky  
Executive Vice President,  
General Counsel and Secretary

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**REMEMBER:**

You can vote your shares by telephone, or via the Internet.  
Please follow the easy instructions on the enclosed proxy card.

If you have any questions, or need assistance in voting  
your shares, please call our proxy solicitor:

**INNISFREE M&A INCORPORATED**  
TOLL-FREE, at 1-888-750-5834.

**IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT**

This communication is being made in respect of the proposed merger transaction between Synovus Financial Corp. (“Synovus”) and FCB Financial Holdings, Inc. (“FCB”). In connection with the proposed merger, Synovus filed with the SEC a Registration Statement on Form S-4 that includes the preliminary Joint Proxy Statement of Synovus and FCB and prospectus of Synovus, as well as other relevant documents regarding the proposed transaction. The S-4, as amended, was declared effective by the SEC on October 29, 2018 and the definitive Joint Proxy Statement/Prospectus was first mailed to Synovus shareholders and FCB stockholders on or about October 29, 2018. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. **INVESTORS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.**

A free copy of the Joint Proxy Statement/Prospectus, as well as other filings containing information about Synovus and FCB, may be obtained at the SEC’s Internet site (<http://www.sec.gov>). You will also be able to obtain these documents, free of charge, from Synovus at <http://investor.synovus.com/Docs> or from FCB at [FloridaCommunityBank.com](http://FloridaCommunityBank.com). Copies of the Joint Proxy Statement/Prospectus can also be obtained, free of charge, by directing a request to Synovus Investor Relations at Investor Relations, Synovus Financial Corp., 1111 Bay Avenue, Suite 500, P.O. Box 120, Columbus, GA 31901, by calling (888) SYNOVUS, or by sending an e-mail to [steveadams@synovus.com](mailto:steveadams@synovus.com) or by directing a request to FCB Investor Relations at 2500 Weston Road, Suite 300, Weston, Florida 33331, by calling (945) 948-3313 or by sending an e-mail to [IR@fcb1923.com](mailto:IR@fcb1923.com).

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Synovus and FCB and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Synovus shareholders and FCB stockholders in respect of the transaction described in the Joint Proxy Statement/Prospectus. Information regarding Synovus' directors and executive officers is contained in Synovus' Annual Report on Form 10-K for the year ended December 31, 2017 and its Proxy Statement on Schedule 14A, dated March 16, 2018, which are filed with the SEC. Information regarding FCB's directors and executive officers is contained in FCB's Annual Report on Form 10-K for the year ended December 31, 2017 and its Proxy Statement on Schedule 14A, dated April 4, 2018, which are filed with the SEC. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Joint Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

### FORWARD-LOOKING STATEMENTS

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, but not limited to, Synovus' and FCB's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "plan," "predict," "project," "forecast," "guidance," "objective," "prospects," "possible" or "potential," by future conditional verbs such as "assume," "will," "would," "should," "could," "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements. Actual results may differ materially from current projections.

In addition to factors previously disclosed in Synovus' and FCB's reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate any definitive merger agreement between Synovus and FCB; the outcome of any legal proceedings that may be instituted against Synovus or FCB; the ability to obtain regulatory approvals and meet other closing conditions to the merger, including the risk that approval by Synovus shareholders and FCB stockholders is not obtained and the risk that regulatory approvals required for the merger are not obtained or are obtained subject to conditions that are not anticipated; delay in closing the merger; difficulties and delays in integrating the FCB business or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of Synovus' products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.