

BB&T CORP
Form DEF 14A
March 16, 2015
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
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BB&T Corporation

(Name of Registrant as Specified In Its Charter)

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Table of Contents

Table of Contents

DEAR FELLOW SHAREHOLDER:

You are cordially invited to attend the Annual Meeting of Shareholders of BB&T Corporation at 11:00 AM (EDT) on Tuesday, April 28, 2015, at the Edna Boykin Cultural Center, 108 Nash Street Northeast, Wilson, NC 27893. The matters scheduled for consideration at the meeting are described in detail in the 2015 Proxy Statement. Shareholders as of the record date of February 18, 2015 are invited to attend.

We are again providing proxy materials to our common stock shareholders primarily through the Internet. We have found this process significantly lowers the cost of our annual proxy campaign. We encourage you to read this year's proxy materials, which include our 2015 Proxy Statement and our 2014 Annual Report on Form 10-K that was filed with the Securities and Exchange Commission on February 25, 2015. Also included is a copy of the 2014 Annual Report that contains financial highlights, our letter to shareholders and additional information about BB&T.

We encourage you to vote through the Internet or by telephone as soon as possible. If you received the proxy materials by mail you may complete, sign, and return the enclosed proxy card. Even if you plan to attend the meeting we strongly encourage you to vote your shares in advance.

The agenda for this year's Annual Meeting includes the following items:

Agenda Item	Board Recommendation
Election of 18 Directors named in the proxy statement	FOR EACH NOMINEE
Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015	FOR
Advisory vote to approve BB&T's executive compensation program	FOR
Shareholder proposal with respect to political contributions, if properly presented at the meeting	AGAINST
Shareholder proposal with respect to recoupment of incentive compensation, if properly presented at the meeting	AGAINST

Please refer to the proxy statement for further details on the proposals to be voted on at the Annual Meeting. We trust that this presentation will satisfy your informational needs, and, at the same time, provide you with a better understanding of both the financial performance and strategic direction of BB&T.

Sincerely,

Kelly S. King

Ronald E. Deal

Chairman and Chief Executive Officer

Independent Lead Director

Table of Contents

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF
BB&T CORPORATION**

Date:
April 28, 2015

Time:
11:00 a.m. EDT

Place:
Edna Boykin Cultural Center

108 Nash Street Northeast

Wilson, NC 27893

AGENDA:

- Election of the 18 directors named in the proxy statement, each for a one-year term expiring at the 2016 Annual Meeting of Shareholders
- Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015
- Advisory vote to approve BB&T's executive compensation program, commonly referred to as a "say on pay" vote
- Shareholder proposal with respect to political contributions, if properly presented at the meeting
- Shareholder proposal with respect to recoupment of incentive compensation to senior executives, if properly presented at the meeting

Record date: You can vote if you were a shareholder of record on February 18, 2015.

If you are attending the meeting, you will be asked to present your admission ticket and valid photo identification, such as a driver's license, as described in the proxy statement.

By Order of the Board of Directors,

Kelly S. King
Chairman and Chief Executive Officer

March 16, 2015

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held on April 28, 2015

A copy of this proxy statement is available at www.envisionreports.com/BBT. Also available at this website is the 2014 Annual Report, which highlights summary financial information about BB&T, and BB&T's Annual Report on Form 10-K for the year ended December 31, 2014.

Table of Contents

TABLE OF CONTENTS

<u>PROXY STATEMENT SUMMARY</u>	1
<u>QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING</u>	6
<u>PROPOSAL 1 ELECTION OF DIRECTORS</u>	9
<u>CORPORATE GOVERNANCE MATTERS</u>	18
<u>DIRECTOR INDEPENDENCE</u>	18
<u>BOARD COMPOSITION</u>	19
<u>BOARD LEADERSHIP STRUCTURE</u>	19
<u>BOARD COMMITTEES, MEMBERSHIP AND ATTENDANCE</u>	20
<u>CORPORATE GOVERNANCE GUIDELINES</u>	22
<u>MAJORITY VOTING AND DIRECTOR RESIGNATION POLICY</u>	22
<u>CODES OF ETHICS</u>	23
<u>COMMUNICATIONS WITH THE BOARD OF DIRECTORS</u>	23
<u>SHAREHOLDER ENGAGEMENT PROGRAM</u>	23
<u>STATEMENT OF POLITICAL ACTIVITY</u>	24
<u>BOARD SKILLS AND TRAINING PROGRAM</u>	24
<u>POLICY FOR ACCOUNTING AND LEGAL COMPLAINTS</u>	25
<u>DIRECTOR NOMINATIONS</u>	25
<u>RISK OVERSIGHT</u>	26
<u>MANAGEMENT SUCCESSION PLANNING</u>	28
<u>CORPORATE GOVERNANCE MATERIALS</u>	28
<u>STOCK OWNERSHIP INFORMATION</u>	29
<u>SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	30
<u>PROPOSAL 2 RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015</u>	31
<u>FEES TO AUDITORS</u>	31
<u>AUDIT COMMITTEE PRE-APPROVAL POLICY</u>	32
<u>AUDIT COMMITTEE REPORT</u>	33
<u>PROPOSAL 3 VOTE ON AN ADVISORY RESOLUTION TO APPROVE BB&T S EXECUTIVE COMPENSATION PROGRAM</u>	34

Table of Contents

<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	36
<u>SECTION 1 EXECUTIVE SUMMARY</u>	36
<u>SECTION 2 COMPONENTS OF EXECUTIVE COMPENSATION</u>	46
<u>SECTION 3 BB&T'S EXECUTIVE COMPENSATION PROCESS</u>	55
<u>SECTION 4 OTHER ASPECTS OF BB&T'S EXECUTIVE COMPENSATION PROGRAM</u>	59
<u>COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION</u>	66
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	66
<u>COMPENSATION OF EXECUTIVE OFFICERS</u>	67
<u>2014 SUMMARY COMPENSATION TABLE</u>	67
<u>2014 GRANTS OF PLAN-BASED AWARDS</u>	71
<u>2014 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END</u>	72
<u>OPTION EXERCISES AND STOCK VESTED IN 2014</u>	73
<u>2014 PENSION BENEFITS</u>	74
<u>2014 NON-QUALIFIED DEFERRED COMPENSATION</u>	75
<u>POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL</u>	76
<u>COMPENSATION OF DIRECTORS</u>	80
<u>2014 DIRECTOR COMPENSATION TABLE</u>	80
<u>TRANSACTIONS WITH EXECUTIVE OFFICERS AND DIRECTORS</u>	83
<u>LOANS TO EXECUTIVE OFFICERS AND DIRECTORS</u>	83
<u>RELATED PERSON TRANSACTIONS</u>	83
<u>PROPOSAL 4 SHAREHOLDER PROPOSAL REQUESTING REPORTS WITH RESPECT TO BB&T'S POLITICAL CONTRIBUTIONS AND RELATED POLICIES AND PROCEDURES</u>	84
<u>STATEMENT OF THE BOARD OF DIRECTORS IN OPPOSITION TO THE SHAREHOLDER PROPOSAL</u>	85
<u>PROPOSAL 5 SHAREHOLDER PROPOSAL RELATING TO RECOUPMENT OF INCENTIVE COMPENSATION</u>	86
<u>STATEMENT OF THE BOARD OF DIRECTORS IN OPPOSITION TO THE SHAREHOLDER PROPOSAL</u>	87
<u>OTHER MATTERS</u>	88
<u>PROPOSALS FOR 2016 ANNUAL MEETING OF SHAREHOLDERS</u>	88
<u>DELIVERY OF FUTURE MEETING MATERIALS</u>	88
<u>OTHER BUSINESS</u>	89
<u>ANNEX A NON-GAAP FINANCIAL MEASURES</u>	A-1
<u>ATTENDING THE ANNUAL MEETING</u>	

Table of Contents

Proxy Statement Summary

PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement for BB&T Corporation (the Corporation, the Company, or BB&T). This summary does not contain all the information that you should consider, and you should read this entire proxy statement carefully before you vote. The page references in this summary will guide you to more complete information. Additional information regarding our 2014 performance can be found in our 2014 Annual Report on Form 10-K.

2015 Annual Meeting of Shareholders

Time and Date: April 28, 2015, at 11:00 A.M. EDT
 Location: Edna Boykin Cultural Center

108 Nash Street Northeast

Wilson, NC 27893

Record Date: February 18, 2015

Items to Be Voted On

The shareholders of record will vote on the following five proposals:

Proposals	Votes Required	Board Recommendation	More Information
Election of 18 Directors named in the proxy statement	Majority of votes cast for each nominee	FOR EACH NOMINEE	Page 9
Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015	Majority of votes cast	FOR	Page 31
Advisory vote to approve BB&T's executive compensation program, commonly referred to as a say on pay vote	Majority of votes cast	FOR	Page 34
A shareholder proposal requesting reports with respect to BB&T's political contributions and related policies and procedures, if properly presented at the meeting	Majority of votes cast	AGAINST	Page 84
A shareholder proposal relating to recoupment of incentive compensation to senior executives, if properly presented at the meeting	Majority of votes cast	AGAINST	Page 86

Table of Contents

Proxy Statement Summary

2014 Executive Compensation Overview

2014 PERFORMANCE AND COMPENSATION HIGHLIGHTS

Compensation Element	Key Developments
Base Salary	The NEOs' base salaries remained unchanged from 2013 levels.
Short-Term Incentives	The maximum payout level has been reduced to 125% of the target award opportunity in 2014 from 150% in 2013.
<i>Annual Incentive</i>	
<i>Awards</i>	
Long-Term Incentives	For 2014-2016 LTIP awards (payable in 2017), the maximum level of achievement over the three-year performance period will generate a payout of 125% of target award opportunity, as opposed to 150% in 2013.
<i>Long-Term Incentive</i>	
Performance (LTIP)	An absolute performance goal of 3% return on common equity (ROCE) for the three-year period was added for the 2014-2016 LTIP awards.
<i>Awards</i>	
	Incentive stock awards consisted of a mix of restricted stock units (RSUs) (80%) and stock options (20%).
<i>Incentive Stock Awards</i>	Stock option awards and RSU awards vest ratably over a three-year period, and both have a performance-based vesting component that subjects up to 100% of the unvested award to forfeiture if the performance criteria are not met.
Executive Risk Scorecard	The Compensation Committee may use the executive risk scorecard to adjust downward, if necessary, the short-term and long-term incentive compensation of each member of Executive Management in connection with negative risk outcomes.

Financial Achievements

Record net income available to common shareholders of \$2.0 billion, a 28.2% increase over the prior year.

Solid total shareholder returns (TSR) of 6.8% and 18.8%, respectively, for the one- and three-year periods ending December 31, 2014.

Growth in noninterest income driven by record revenues in the insurance, investment banking and brokerage, bankcard fees and merchant discounts, and trust and investment advisory lines of business.

Increased annual dividend to \$0.95. The Company ranked second among its peers in dividend yield for 2014.

Continued improvement in deposit mix and cost.

Strategic Developments and Initiatives

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Announced acquisition of Susquehanna Bancshares, Inc.

Announced acquisition of The Bank of Kentucky Financial Corporation.

Expansion of BB&T presence in Texas with the opening of 30 de novo offices in Texas and the acquisition of 62 branches from Citibank (the acquisition of 41 of these branches is expected to close on March 20, 2015).

Invested for the future in infrastructure improvements, including a new enterprise resource planning financial platform, enterprise software upgrade and cyber-security preparedness.

Conducted our 6th annual Lighthouse Project, consisting of over 1,100 volunteer community projects.

Table of Contents

Proxy Statement Summary

PERFORMANCE-BASED COMPENSATION

In designing the various elements of the total compensation program, the Compensation Committee has carefully selected performance-based metrics and established performance goals that, on the whole, encourage the achievement of short-term and long-term shareholder value while enabling BB&T to retain talented executives. With the exception of base salary, all Named Executive Officer, or NEO, pay is variable and at-risk.

A significant portion of the compensation program for our NEOs is based on the financial performance of BB&T compared to both objective performance criteria and Peer Group performance. This practice links executive performance and compensation to the annual financial and operational results of BB&T and the long-term financial interests of the shareholders. The Compensation Committee believes that BB&T's compensation philosophy and practice are consistent with our corporate culture and objectives, and provides a key link between NEO pay and performance.

The following table shows actual NEO compensation paid for the 2014 performance year and illustrates how the Compensation Committee viewed NEO compensation for 2014. The table also shows total compensation for 2014 as compared to 2013. The principal differences between the table below and the Summary Compensation Table are that the Summary Compensation Table reports the grant date fair value of restricted stock unit awards, the change in pension value and nonqualified deferred compensation earnings as well as all other compensation. The components included below are considered by the Compensation Committee when making compensation determinations.

2014 COMPENSATION OVERVIEW TABLE

Name	Salary⁽¹⁾	Annual Incentive Award⁽²⁾	Option Awards⁽³⁾	Restricted Stock Unit Awards⁽³⁾	LTIP (2012-2014)⁽⁴⁾	2014 Total (\$)	2013 Total (\$)
	(\$)	(\$)	(\$)	(\$)	(\$)		
Kelly S. King	1,000,000	1,614,638	559,998	2,239,970	1,785,638	7,200,244	7,844,309
Christopher L. Henson	665,000	613,562	232,747	930,977	737,250	3,179,536	3,531,949
Ricky K. Brown	665,000	613,562	232,747	930,977	737,250	3,179,536	3,531,949
Clarke R. Starnes III	560,000	516,684	176,959	707,818	555,054		