

# Section 1: 8-K (8-K)

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 6, 2019**

### SMARTFINANCIAL, INC.

(Exact name of registrant as specified in its charter)

**Tennessee**

(State or other jurisdiction  
of incorporation)

**5401 Kingston Pike, Suite 600  
Knoxville, Tennessee**

(Address of principal executive offices)

**333-203449**

(Commission  
File Number)

**(865) 437-5700**

(Registrant's telephone number, including area code)

**62-1173944**

(IRS Employer  
Identification No.)

**37919**  
(Zip 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 (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	SMBK	The Nasdaq Stock Market

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 7.01 Regulation FD Disclosure.**

On November 6, 2019, the board of directors of SmartFinancial, Inc. (“*SmartFinancial*”) declared a quarterly cash dividend of \$0.05 per share of SmartFinancial common stock (the “*Dividend*”) payable on December 6, 2019, to shareholders of record as of the close of business on November 21, 2019. On November 6, 2019, SmartFinancial issued a press release announcing the Dividend. A copy of the press release is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information furnished under Item 7.01 of this Current Report on Form 8-K and the exhibit attached hereto are deemed to be “furnished” and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), or otherwise subject to the liabilities of that section, nor shall such information and exhibits be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

## **Item 9.01 Financial Statements and Exhibits**

### (d) EXHIBITS

99.1 Press Release issued by Smartfinancial, Inc., dated November 6, 2019

## **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.

### **SMARTFINANCIAL, INC.**

Date: November 6, 2019

By: /s/ William Y. Carroll, Jr.

Name: William Y. Carroll, Jr.

Title: *President & Chief Executive Officer*

## EXHIBIT INDEX

**Exhibit No.**

**Description**

Press Release issued by SmartFinancial Inc., dated November 6, 2019

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## Section 2: EX-99.01 (EXHIBIT 99.01)



# SmartFinancial

## SMARTFINANCIAL INITIATES REGULAR QUARTERLY DIVIDEND

KNOXVILLE, Tenn., November 6, 2019 - SmartFinancial, Inc. (“SmartFinancial”) (Nasdaq: SMBK), the parent company for SmartBank, announced today that its board of directors has approved the initiation of a regular quarterly dividend in light of SmartFinancial’s strong historical financial performance and anticipated future financial performance.

On November 6, 2019, the board of directors of SmartFinancial declared a quarterly cash dividend of \$0.05 per share of SmartFinancial common stock payable on December 6, 2019, to shareholders of record as of the close of business on November 21, 2019.

SmartFinancial’s President and Chief Executive Officer, Billy Carroll, commented, “Our company has built a great foundation and we are excited that we’ve gotten to a point to be able to continue our growth as well as return capital to our shareholders.”

Miller Welborn, Chairman of SmartFinancial, added, “Our company is extremely proud of the accomplishments we have made to date. This is another example of how we are building a great bank with a great brand, while additionally keeping our shareholders first priority.”

### **About SmartFinancial, Inc.**

SmartFinancial, Inc., based in Knoxville, Tennessee, is the publicly-traded bank holding company for SmartBank. SmartBank is a full-service commercial bank founded in 2007 with 29 branches spanning Tennessee, Florida and Alabama. Recruiting the best people,

delivering exceptional client service, strategic branching, and a disciplined approach to lending have all contributed to the company's success. More information about SmartFinancial can be found on its website: [www.smartfinancialinc.com](http://www.smartfinancialinc.com).

### **Forward-Looking Statements**

Statements in this press release may not be based on historical facts and may be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be identified by reference to future period(s) or by the use of forward-looking terminology, such as "anticipate," "estimate," "expect," "foresee," "may," "might," "will," "would," "could" or "intend," future or conditional verb tenses, and variations or negatives of such terms. These forward-looking statements include, without limitation, statements relating to our expectations with regard to our business, financial performance, growth, and dividends.

Readers are cautioned not to place undue reliance on the forward-looking statements contained in this press release because actual results could differ materially from those indicated in such forward-looking statements due to a variety of factors. These factors, include, but are not limited to, the ability to obtain regulatory approvals and meet other closing conditions required to complete the proposed transaction between SmartFinancial and Progressive Financial Group Inc. (“Progressive”) (the “Proposed Transaction”), including necessary approvals by Progressive’s shareholders, on the expected terms and schedule, delays in closing the Proposed Transaction, difficulties and delays in integrating the Progressive business or fully realizing cost savings from and other anticipated benefits of the Proposed Transaction, business disruption during and following the Proposed Transaction, changes in interest rates and capital markets, inflation, customer acceptance of the combined business’s products and services, and other risk factors. Other relevant risk factors may be detailed from time to time in SmartFinancial’s press releases and filings with the Securities and Exchange Commission. All forward-looking statements, expressed or implied, included in this press release are expressly qualified in their entirety by the cautionary statements contained or referred to herein. Any forward-looking statement speaks only as of the date of this press release, and SmartFinancial disclaims any obligation to update or revise any forward-looking statements contained in this press release, which speak only as of the date hereof, whether as a result of new information, future events, or otherwise.

### **Investor Contacts**

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