

Revised

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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MAY 13 2013

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

I, Harold R. Carpenter

Reporter's Name, Street, and Mailing Address

Pinnacle Financial Partners, Inc.

Name of the Holding Company Director and Official

CFO

Legal Title of Holding Company

150 Third Avenues South, Ste. 900

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

Nashville TN 37201

City State Zip Code

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Dana Sanders SVP of Financial Reporting

Name Title

615-743-6105

Area Code / Phone Number / Extension

615-743-6157

Area Code / FAX Number

dana.sanders@pnfp.com

E-mail Address

http://www.pnfp.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

5-13-13 per Dana Sanders

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 2925657
C.I.

Does the reporter request confidential treatment for any portion of this submission?

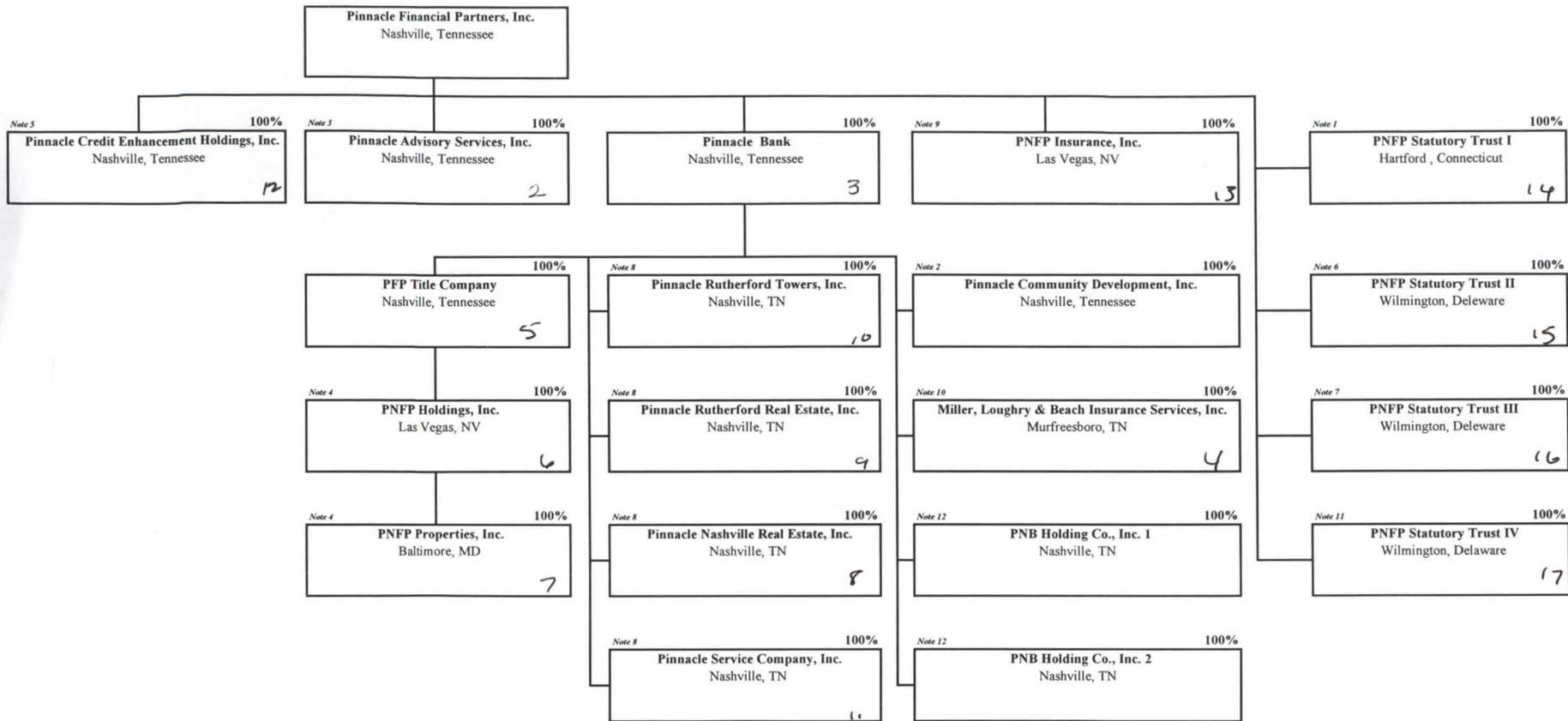
Yes Please identify the report items to which this request applies:
Item 4.c

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Pinnacle Financial Partners, Inc.
Nashville, Tennessee
Fiscal year ending December 31, 2012



Note 1: PNFP Statutory Trust I was established during December, 2003 to issue \$10 million in Trust Preferred Securities. FR Y-10 concerning this entity was filed in 2004 with the FRB-Atlanta.

Note 2: Pinnacle Community Development, Inc. was established during 2003 and is registered as a Community Development Entity by the Community Development Financial Institutions Fund of the US Department of Treasury.

Note 3: Pinnacle Advisory Services, Inc. was established as a registered investment advisor pursuant to regulations promulgated by the Board of Governors of the Federal Reserve System.

Note 4: PNFP Holdings, Inc. is a wholly-owned subsidiary of PFP Title Company and is the parent of PNFP Properties, Inc., which was established as a Real Estate Investment Trust pursuant to Internal Revenue Service regulations. Both of these subsidiaries were established during 2004.

Note 5: Pinnacle Credit Enhancement Holdings, Inc. was established during 2004 as a holding company to own a 24.5% membership interest in Collateral Plus, LLC. Collateral Plus, LLC serves as an intermediary between investors and borrowers in certain financial transactions whereby the borrowers require enhanced collateral in the form of letters of credit issued by the investors for the benefit of banks and other financial institutions. PNFP divested of its investment in Collateral Plus in 2011.

Note 6: PNFP Statutory Trust II was established during September, 2005 to issue \$20 million in Trust Preferred Securities. FR Y-10 concerning this entity was filed in 2005 with the FRB-Atlanta.

Note 7: PNFP Statutory Trust III was established during September, 2006 to issue \$20 million in Trust Preferred Securities. FR Y-10 concerning this entity was filed in 2006 with the FRB-Atlanta.

Note 8: Pinnacle Rutherford Towers, Inc., Pinnacle Rutherford Real Estate, Inc., Pinnacle Nashville Real Estate, Inc., and Pinnacle Service Company, Inc. were established during October, 2006 to hold real property (real estate, buildings, equipment) for the company. FR Y-10 was filed in October for each of these companies.

Note 9: PNFP Insurance was established during October, 2006 as a captive insurance subsidiary

Note 10: Miller and Loughry is an insurance subsidiary that was obtained through the Cavalry Bancorp purchase in March, 2006. Miller and Loughry acquired the assets of Beach & Gentry Insurance LLC in July, 2008.

Upon acquisition, the combined company took the name Miller Loughry Beach Insurance Services, Inc.

Note 11: PNFP Statutory Trust IV was established during October, 2007 to issue \$30 million in Trust Preferred Securities. FR Y-10 concerning this entity was filed in 2007 with the FRB-Atlanta.

Note 12: PNB Holding Co., Inc. 1 and PNB Holding Co., Inc. 2 were established in September 2011 to own other real estate acquired by the bank during foreclosure.

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By [Signature]

* not reportable on PRY-10.

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List of Subsidiaries

MAY 13 2013

<u>Subsidiaries</u>	<u>Jurisdiction or State of Incorporation</u>	<u>Names Under Which Subsidiary Does Business (1)</u>
Pinnacle Bank (2)	Tennessee	
PFP Title Company (3)	Tennessee	
Pinnacle Community Development Corporation (3)	Tennessee	
PNFP Statutory Trust I (4)	Connecticut	
PNFP Statutory Trust II (4)	Delaware	
PNFP Statutory Trust III (4)	Connecticut	
PNFP Statutory Trust IV (4)	Delaware	
PNFP Holdings, Inc. (5)	Nevada	
PNFP Properties, Inc. (6)	Maryland	
Pinnacle Advisory Services, Inc. (7)	Tennessee	
Pinnacle Credit Enhancement Holdings, Inc. (7)	Tennessee	
Pinnacle Rutherford Real Estate, Inc. (3)	Tennessee	
Pinnacle Nashville Real Estate, Inc. (3)	Tennessee	
Pinnacle Rutherford Towers, Inc.(3)	Tennessee	
Pinnacle Service Company, Inc.(3)	Tennessee	
PNFP Insurance, Inc.(7)	Nevada	
Miller & Loughry, Inc. (2)	Tennessee	Miller Loughry Beach
PNB Holding Co. 1, Inc. (3)	Tennessee	
PNB Holding Co. 2, Inc. (3)	Tennessee	

1. Unless otherwise noted, each Subsidiary only does business under its legal name as set forth under the heading "Subsidiaries."
2. Pinnacle Bank is organized under the laws of the State of Tennessee.
3. PFP Title Company, Pinnacle Community Development Corporation, Pinnacle Rutherford Real Estate, Inc., Pinnacle Nashville Real Estate, Inc., Pinnacle Rutherford Towers, Inc., Pinnacle Service Company, Inc., Miller & Loughry, Inc., PNB Holding Co. 1, Inc. and PNB Holding Co. 2, Inc. are wholly-owned subsidiaries of Pinnacle Bank.
4. PNFP Statutory Trust I, PNFP Statutory Trust II, PNFP Statutory Trust III and Statutory Trust IV are statutory business trusts which were established to issue capital trust preferred securities.
5. PNFP Holdings, Inc. is a wholly-owned subsidiary of PFP Title Company.
6. PNFP Properties, Inc. is a wholly-owned subsidiary of PNFP Holdings, Inc.
7. Pinnacle Advisory Services, Inc., Pinnacle Credit Enhancement Holdings, Inc. and PNFP Insurance, Inc. are wholly owned subsidiaries of Pinnacle Financial Partners, Inc.

Results: A list of branches for your holding company: PINNACLE FINANCIAL PARTNERS, INC. (2925657) of NASHVILLE, TN
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with **Data Action** of Change Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data	Effective	Branch Service Type	Branch	Popular Name	Street Address	City	State	Zip	County	Country	FDIC	Office	Head Office	Head Office	Comment
OK		Full Service (Head Office)	2925666	PINNACLE BANK	150 3RD AVENUE SOUTH, SYMPHONIE PLACE OFFICE BUILDING	NASHVILLE	TN	37201	DAVIDSON	UNITED STATES	82012	0	BANK		2925666
OK		Full Service	3917707	ASHLAND CITY OFFICE	524 SOUTH MAIN STREET	ASHLAND CITY	TN	37015	CHEATHAM	UNITED	362594	29	PINNACLE		2925666
OK		Full Service	3000337	BRENTWOOD OFFICE	128 FRANKLIN ROAD	BRENTWOOD	TN	37027	WILLIAMSO	UNITED	360670	1	PINNACLE		2925666
OK		Full Service	3220694	COOL SPRING BRANCH	1717 MALLORY LANE	BRENTWOOD	TN	37027	WILLIAMSO	UNITED	423106	31	PINNACLE		2925666
OK		Full Service	3192522	DICKSON BRANCH	501 HIGHWAY 46 SOUTH	DICKSON	TN	37055	DICKSON	UNITED	419236	30	PINNACLE		2925666
OK		Full Service	3586792	DONELSON OFFICE	424 DONELSON PIKE	DONELSON	TN	37214	DAVIDSON	UNITED	461756	19	PINNACLE		2925666
OK		Full Service	3216437	CAROTHERS BRANCH	7040 CAROTHERS BOULEVARD	FRANKLIN	TN	37067	WILLIAMSO	UNITED	423016	4	PINNACLE		2925666
OK		Full Service	3321667	FRANKLIN OFFICE	216 SOUTH ROYAL OAKS BOULEVARD	FRANKLIN	TN	37064	WILLIAMSO	UNITED	438932	6	PINNACLE		2925666
OK		Full Service	3185337	RIVERGATE BRANCH	847 CONFERENCE DRIVE	GOODLETTSVILL	TN	37072	DAVIDSON	UNITED	418783	3	PINNACLE		2925666
OK		Full Service	3364105	HENDERSONVILLE OFFICE	270 EAST MAIN STREET	HENDERSONVILL	TN	37075	SUMNER	UNITED	443463	8	PINNACLE		2925666
OK		Full Service	3681286	HERMITAGE OFFICE	4715 ANDREW JACKSON PARKWAY	HERMITAGE	TN	37076	DAVIDSON	UNITED	469945	21	PINNACLE		2925666
OK		Full Service	4031392	FARRAGUT BRANCH	241 BROOKLAWN STREET	KNOXVILLE	TN	37934	KNOX	UNITED	500307	38	PINNACLE		2925666
OK		Full Service	3973589	FOUNTAIN CITY BRANCH	5019 NORTH BROADWAY	KNOXVILLE	TN	37918	KNOX	UNITED	498650	36	PINNACLE		2925666
OK		Full Service	3606515	KNOXVILLE MAIN OFFICE BRANCH	1111 NORTHSHORE DRIVE, SUITE 130	KNOXVILLE	TN	37919	KNOX	UNITED	466479	20	PINNACLE		2925666
OK		Full Service	3433207	SOUTH CUMBERLAND OFFICE	411 SOUTH CUMBERLAND STREET	LEBANON	TN	37087	WILSON	UNITED	449793	28	PINNACLE		2925666
OK		Full Service	3917725	WEST BADDOUR OFFICE	1412 WEST BADDOUR PARKWAY	LEBANON	TN	37087	WILSON	UNITED	362602	23	PINNACLE		2925666
OK		Full Service	3917734	HIGHWAY 70 MOUNT JULIET	11400 LEBANON ROAD	MOUNT JULIET	TN	37122	WILSON	UNITED	427750	26	PINNACLE		2925666
OK		Full Service	3018538	MOUNT JULIET BRANCH	551 NORTH MT. JULIET ROAD	MOUNT JULIET	TN	37122	WILSON	UNITED	358590	22	PINNACLE		2925666
OK		Full Service	3088513	CASON LANE BRANCH	123 CASON LANE	MURFREESBOR	TN	37128	RUTHERFOR	UNITED	276639	14	PINNACLE		2925666
OK		Full Service	3088504	MEMORIAL BOULEVARD BRANCH	1745 MEMORIAL BOULEVARD	MURFREESBOR	TN	37129	RUTHERFOR	UNITED	276638	13	PINNACLE		2925666
OK		Limited Service	3088522	NORTHWEST BROAD STREET	1645 NORTHWEST BROAD STREET	MURFREESBOR	TN	37129	RUTHERFOR	UNITED	276637	12	PINNACLE		2925666
OK		Full Service	3088531	SOUTH CHURCH STREET BRANCH	2604 SOUTH CHRUCH STREET	MURFREESBOR	TN	37128	RUTHERFOR	UNITED	356490	16	PINNACLE		2925666
OK		Full Service	3088492	SOUTHEAST BROAD STREET	2035 SOUTHEAST BROAD STREET	MURFREESBOR	TN	37127	RUTHERFOR	UNITED	276640	15	PINNACLE		2925666
OK		Full Service	461870	WEST COLLEGE STREET BRANCH	114 WEST COLLEGE STREET	MURFREESBOR	TN	37130-34	RUTHERFOR	UNITED	42478	9	PINNACLE		2925666
OK		Full Service	4115984	100 OAKS BRANCH	2833 BRANSFORD AVENUE	NASHVILLE	TN	37204	DAVIDSON	UNITED	508305	39	PINNACLE		2925666
OK		Full Service	4027630	BELLE MEADE BRANCH	4328 HARDING PIKE	NASHVILLE	TN	37205	DAVIDSON	UNITED	500165	37	PINNACLE		2925666
OK		Full Service	3058673	GREEN HILLS OFFICE	2307 CRESTMOOR ROAD	NASHVILLE	TN	37215	DAVIDSON	UNITED	365361	2	PINNACLE		2925666
OK		Full Service	3076163	HIGHWAY 70 SOUTH BRANCH	7651 HIGHWAY 70 SOUTH, SUITE 110	NASHVILLE	TN	37221	DAVIDSON	UNITED	473709	35	PINNACLE		2925666
OK		Full Service	3291171	WEST END OFFICE	2300 WEST END AVE	NASHVILLE	TN	37203	DAVIDSON	UNITED	431720	5	PINNACLE		2925666
OK		Full Service	3088474	NORTH MAIN STREET BRANCH	604 NORTH MAIN STREET	SHELBYVILLE	TN	37160	BEDFORD	UNITED	276635	10	PINNACLE		2925666
OK		Full Service	3200922	SAM RIDLEY BRANCH	467 SAM RIDLEY PARKWAY WEST	SMYRNA	TN	37167	RUTHERFOR	UNITED	419556	18	PINNACLE		2925666
OK		Full Service	3216446	SOUTH LOWRY STREET BRANCH	69 SOUTH LOWRY STREET	SMYRNA	TN	37167	RUTHERFOR	UNITED	419806	24	PINNACLE		2925666

Form FR Y-6
Pinnacle Financial Partners, Inc.
Nashville, Tennessee
Fiscal year ending December 31, 2012

Report Item 3: Shareholders

(1)(a) (1)(b) (2)(a) (2)(b) (2) (c)

<i>Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/12</i>				<i>Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/12</i>			
<i>(1)(a) Name & Address (City, State/Country)</i>	<i>(1)(b) Country or citizenship or Incorporation</i>	<i>(1) (c)</i>		<i>(2) (a) Name & Address (City, State/Country)</i>	<i>(1)(b) Country or citizenship or Incorporation</i>	<i>(1) (c)</i>	
BlackRock, Inc. New York, NY 10055	USA	2,474,562	7.13%	None			
Dimensional Fund Advisors LP Austin, TX 78746	USA	2,419,718	6.97%				
The Vanguard Group, Inc. Malvern, PA 19355	USA	1,917,383	5.53%				

Form FR Y-6
Pinnacle Financial Partners, Inc.
Nashville, Tennessee
Fiscal year ending December 31, 2012

Report Item 4:
(1) (2) (3) (a) (b) (c) (4) (a) (b) (c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name and Address (City, State/Country)	Principal occupation if other than with Bank Holding Company	Title and Position with Bank Holding Company	Title and Position with Subsidiaries (include names of subsidiaries)	Title and Position with other businesses (include names of businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in Subsidiaries (include names of subsidiaries)	List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of co's and percentage of voting securities held)
Sue G. Atkinson Nashville, Tennessee	Public Relations Executive	Director	Director- Pinnacle Bank	Chairman- Atkinson Public Relations	0.14%	None	Confidential Information
H. Gordon Bone Nashville, Tennessee	Builder/Developer	Director	Director- Pinnacle Bank	Partner- B&B Enterprises	0.22%	None	N/A
Gregory L. Burns Nashville, Tennessee	Consultant	Director	Director- Pinnacle Bank	President and CEO- NeighborMD Management, LLC	0.08%	None	N/A
Colleen Conway-Welch Nashville, Tennessee	Nursing School Administrator	Director	Director- Pinnacle Bank	Dean and CEO- Vanderbilt University School of Nursing	0.10%	None	N/A
James C. Cope Nashville, Tennessee	Attorney	Director	Director- Pinnacle Bank	Partner- Cope, Hudson, Scarlett, Reed and McCreary, PLLC	0.25%	None	Confidential Information
William H. Huddleston, IV Nashville, Tennessee	Engineer	Director	Director- Pinnacle Bank	President- Huddleston-Steele Engineering, Inc.	0.16%	None	Confidential Information
Ed C. Loughry, Jr. Nashville, Tennessee	Retired Banker	Director	Director- Pinnacle Bank	N/A	0.38%	None	N/A

Form FR Y-6
Pinnacle Financial Partners, Inc.
Nashville, Tennessee
Fiscal year ending December 31, 2012

Report Item 4:

(1) (2) (3) (a) (b) (c) (4) (a) (b) (c)

(1)	(2)	(3)(a)	(3)(b)	(3) (c)	(4)(a)	(4)(b)	(4)(c)
Robert A. McCabe, Jr. Nashville, Tennessee	N/A	Chairman of the Board	Chairman of the Board- Pinnacle Bank	N/A	1.96%	None	N/A
Hal N. Pennington Nashville, Tennessee	Manufacturing Executive	Director	Director- Pinnacle Bank	Chairman of the Board- Genesco, Inc.	0.04%	None	N/A
Dr. Wayne J. Riley Nashville, Tennessee	Health Care Executive	Director	Director- Pinnacle Bank	President and CEO- Meharry Medical College	0.01%	None	N/A
Gary L. Scott Nashville, Tennessee	Retired Banker	Director	Director- Pinnacle Bank	N/A	0.22%	None	N/A
M. Terry Turner Nashville, Tennessee	N/A	Vice Chairman of the Board, President and Chief Executive Officer	Vice Chairman of the Board, President and Chief Executive Officer-Pinnacle Bank	N/A	1.82%	None	N/A

Form FR Y-6
Pinnacle Financial Partners, Inc.
Nashville, Tennessee
Fiscal year ending December 31, 2012

Report Item 4:

(1) (2) (3) (a) (b) (c) (4) (a) (b) (c)

(1)	(2)	(3)(a)	(3)(b)	(3) (c)	(4)(a)	(4)(b)	(4)(c)
Hugh M. Queener Nashville, Tennessee	N/A	Executive Vice President and Chief Administrative Officer- Pinnacle National Bank	Executive Vice President and Chief Administrative Officer	N/A	1.00%	None	N/A
Harold R. Carpenter Nashville, Tennessee	N/A	Executive Vice President and Chief Financial Officer- Pinnacle National Bank	Executive Vice President and Chief Financial Officer	N/A	0.44%	None	N/A
J. Harvey White Nashville, Tennessee	N/A	Chief Credit Officer	Chief Credit Officer- Pinnacle Bank	N/A	0.12%	None	Confidential Information