

EverBank Financial Corp
Form DEFR14A
April 05, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No. 1)

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
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

EVERBANK FINANCIAL CORP

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EXPLANATORY NOTE

On April 3, 2013, EverBank Financial Corp filed its Definitive Proxy Statement on Schedule 14A (the "Original Proxy Statement") with the Securities and Exchange Commission. EverBank Financial Corp has discovered an error in the EDGAR version of the Original Proxy Statement in the 2012 GAAP ROE column of the table presented on page 25 of the Original Proxy Statement. The sole purpose of filing this amended Definitive Proxy Statement is to correct that error. No other changes have been made to the Original Proxy Statement.

EVERBANK FINANCIAL CORP
501 Riverside Ave.
Jacksonville, FL 32202

To our Stockholders:

You are cordially invited to attend the annual meeting of the stockholders of EverBank Financial Corp, to be held at 9:00 A.M., local time, on May 23, 2013, at the EverBank Center Auditorium, 301 W. Bay Street, Jacksonville, FL 32202.

We are using the Securities and Exchange Commission rule that allows us to furnish our proxy materials to stockholders over the Internet. On April 3, 2013, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access the proxy materials over the Internet and vote online. We believe the e-proxy process expedites stockholders' receipt of proxy materials, offers a convenient way for stockholders to review the materials and substantially reduces our printing and mailing expenses. The Notice also contains instructions on how you can request paper copies of the proxy materials and annual report.

We hope you will plan to attend the stockholders' meeting. Your vote is important and in order to ensure a quorum, we urge you to vote as soon as possible, even if you plan to attend the meeting. The Notice and the proxy statement contain instructions on how you can vote your shares over the Internet, by telephone, or by mail if you request and receive a printed copy of the proxy card.

Thank you for your continued interest in and support of EverBank Financial Corp.

Sincerely,

Robert M. Clements
Chairman and Chief Executive Officer

April 3, 2013

EVERBANK FINANCIAL CORP
501 Riverside Ave.
Jacksonville, FL 32202

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held May 23, 2013

NOTICE IS HEREBY GIVEN that EverBank Financial Corp will hold its annual meeting of stockholders at the EverBank Center Auditorium, 301 W. Bay Street, Jacksonville, FL 32202 at 9:00 A.M., local time, on May 23, 2013, to consider and vote upon the following matters:

1. The election of Gerald S. Armstrong, Joseph D. Hinkel, Robert J. Mylod, Jr. and Russell B. Newton, III as directors of EverBank Financial Corp;
2. The ratification of the Audit Committee's selection of Deloitte & Touche LLP as independent auditors of EverBank Financial Corp for the fiscal year ending December 31, 2013; and
3. The transaction of such other business as may properly come before the meeting and any postponement or adjournment thereof.

Our Board of Directors has fixed the close of business on March 28, 2013, as the record date for the annual meeting. This means that only stockholders of record at such time are entitled to notice of, and to vote at, the annual meeting or any adjournment or postponement of the annual meeting. A complete list of our stockholders of record entitled to vote at the annual meeting will be made available for inspection by any stockholder for ten days prior to the annual meeting at the principal executive offices of EverBank Financial Corp and at the annual meeting.

The annual meeting will begin promptly at 9:00 A.M., local time, and check-in will begin at 8:00 A.M., local time. Please allow ample time for the check-in process.

Whether or not you plan to attend the annual meeting, please submit your proxy with voting instructions. You may vote over the Internet, by phone or by mail if you requested and received a printed proxy card or voter instruction form. This will not prevent you from voting in person at the annual meeting but it will help us to secure a quorum and avoid added solicitation costs.

BY ORDER OF THE BOARD OF DIRECTORS,

Thomas A. Hajda

Executive Vice President, General
Counsel and Corporate Secretary

April 3, 2013

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EVERBANK FINANCIAL CORP
501 Riverside Ave.
Jacksonville, FL 32202

PROXY STATEMENT
FOR 2013 ANNUAL MEETING OF STOCKHOLDERS

EverBank Financial Corp is furnishing this proxy statement to its stockholders in connection with the 2013 annual meeting of stockholders (“Annual Meeting”) to be held on Thursday, May 23, 2013, at 9:00 A.M., local time, at the EverBank Center Auditorium, 301 W. Bay Street, Jacksonville, FL 32202, and at any adjournment or postponement thereof. In this proxy statement, the Board of Directors is referred to as the “Board” and EverBank Financial Corp is referred to as “we”, “us”, “EverBank” or the “Company”. The matters to be considered and acted upon at the Annual Meeting are: (1) the election of four nominees as directors of the Company; (2) the ratification of the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending 2013; and (3) such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

Your proxy is solicited on behalf of the Board. You may revoke your proxy at any time before it is voted at the Annual Meeting. You may submit your proxy by voting by telephone or on the Internet by following the instructions provided. If you requested and received a paper proxy card or voting instruction form, you may also vote by signing, dating, and returning the proxy card or voting instruction form in the envelope provided. All properly submitted proxies delivered pursuant to this solicitation will be voted at the meeting and in accordance with instructions, if any.

As permitted by rules adopted by the Securities and Exchange Commission (“SEC”), the Company has elected to provide stockholders with access to our proxy materials over the Internet rather than providing them in paper form. Accordingly, on April 3, 2013, the Company sent to its stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”) with instructions for accessing the proxy materials via the Internet, rather than a printed copy of the proxy materials. Stockholders may also obtain a copy of the proxy materials in printed form by following the procedures set forth in the Notice.

INFORMATION ABOUT EVERBANK FINANCIAL CORP

EverBank Financial Corp, through its wholly-owned subsidiary EverBank, a federal savings bank organized under the laws of the United States, provides a diverse range of financial products and services directly to clients nationwide through multiple business channels. With an emphasis on value, innovation and service, EverBank offers a broad selection of banking, lending and investment products to consumers and businesses nationwide. EverBank provides services to customers through the Internet, over the phone, through the mail, at its Florida-based financial centers and at other business offices throughout the country. As of December 31, 2012, the Company had approximately \$18.2 billion in assets and \$13.1 billion in deposits.

EverBank Financial Corp is a Delaware corporation, with its principal executive offices located at 501 Riverside Ave., Jacksonville, FL 32202. Our corporate website address is www.abouteverbank.com. Information on, or accessible through, our website is not part of, or incorporated by reference in, this proxy statement.

VOTING, REVOCABILITY AND SOLICITATION OF PROXIES

Voting Procedures and Revocation

The Board is soliciting proxies so that you can vote before the Annual Meeting. Even if you currently plan to attend the meeting, we recommend that you vote by proxy before the meeting to ensure that your vote will be counted.

If you are the record holder of your shares, there are three ways you can vote by proxy:

- | | |
|--------------|---|
| By Internet | You may vote over the Internet by going to www.proxyvote.com and entering your 12 digit control number that appears on your e-mail notification or the Notice. |
| By Telephone | You may vote by telephone by calling 1-800-690-6903 and following the recorded instructions. If you vote by telephone, you will also need your control number referred to above. |
| By Mail | If you request printed copies of the proxy materials be sent to you by mail, you may vote by filling out the proxy card and sending it back in the envelope provided. |

If your shares are held in nominee or "street name", you may vote your shares before the meeting by phone or over the Internet by following the instructions on the Notice or, if you received a voting instruction form from your brokerage firm, by mail by completing, signing and returning the form you received. You should check your voting instruction form to see if Internet or telephone voting is available to you. Although most brokers and nominees offer telephone and Internet voting, availability and specific processes will depend on their voting arrangements. We encourage you to record your vote through the Internet.

The deadline for voting by telephone or through the Internet is 11:59 P.M., Eastern Time on May 22, 2013. You can revoke your proxy at any time before the vote is taken at the Annual Meeting by submitting to the Company's Corporate Secretary written notice of revocation or a properly executed proxy of a later date, or by attending the Annual Meeting and voting in person. Written notices of revocation and other communications about revoking proxies should be addressed to:

EverBank Financial Corp
501 Riverside Ave.
Jacksonville, FL 32202
Attention: Thomas A. Hajda, Corporate Secretary

If your shares are held in street name, you should follow the instructions of your broker regarding the revocation of proxies.

For the reasons set forth in more detail later in this proxy statement, the Board recommends you vote:

- FOR the election of all of the director nominees named in this proxy statement (Proposal 1); and
- FOR the ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 (Proposal 2).

All shares represented by valid proxies that we receive through this solicitation, and that are not revoked, will be voted in accordance with the instructions received. If you requested printed copies of the proxy materials and sign and return your proxy card without giving specific voting instructions, your proxy will be voted in accordance with the Board's above recommendations. The Board is currently unaware of any other matters that may be presented for action at the Annual Meeting. If other matters properly come before the Annual Meeting, or at any adjournment or postponement thereof, we intend that shares represented by properly submitted proxies will be voted, or not voted, by and at the discretion of the persons named as proxies on the proxy card.

If you own shares of common stock in more than one account—for example, in a joint account with your spouse and in your individual brokerage account—you may have received more than one Notice or more than one set of paper proxy materials. To vote all of your shares by proxy, please follow each of the separate proxy voting instructions that you received for your shares of common stock held in each of your different accounts.

Voting of Shares Held in Brokerage Accounts and Broker Non-Votes

If your shares are held in a brokerage account or by another nominee, you are considered the “beneficial owner” of shares held in “street name” and you received the Notice from your broker or nominee (the “record holder”). As the beneficial owner, you have the right to direct your record holder how to vote your shares, and the record holder is required to vote your shares in accordance with your instructions.

A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee has not received voting instructions from the beneficial owner and does not have discretionary voting power with respect to that item. Pursuant to the rules of the New York Stock Exchange (“NYSE”), brokers or other nominees may not exercise discretionary voting power on non-routine matters. Brokers and other nominees who are NYSE members have discretionary voting power only with respect to routine matters, such as Proposal 2 (ratification of the selection of Deloitte & Touche LLP as independent registered public accounting firm). Brokers and other nominees will not be able to vote your shares regarding Proposal 1 (election of directors), unless you return your voting instruction form or submit your voting instructions by telephone or over the Internet. Therefore, it is important for stockholders who hold their shares with brokers to instruct their broker on how to vote their shares, and we urge all stockholders to do so.

Solicitation of Proxies

We will bear the entire cost of soliciting your proxy, including the cost of preparing, assembling, printing, mailing or otherwise distributing the Notice and proxy materials, as well as soliciting your vote. We have requested that banks, brokers and other record holders send the Notice to the beneficial owners of the Company's common stock and secure their voting instructions, if necessary. We will reimburse the record holders for their reasonable expenses in taking those actions. We have also made arrangements with Morrow & Co., LLC to assist us in soliciting proxies and have agreed to pay that company \$5,000 plus reasonable and customary expenses for these services. If necessary, we may also use several of our regular employees, without additional compensation, to solicit proxies from the Company's stockholders, either personally or by telephone, facsimile, e-mail or letter on the Company's behalf.

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

Morrow & Co., LLC
470 West Avenue
Stamford, CT 06902
Toll Free: (800) 278-2141
Collect: (203) 658-9400

Quorum Requirement

The presence, in person or by properly executed or otherwise documented proxy, of the holders of a majority of the outstanding shares of the Company's common stock is necessary to constitute a quorum at the Annual Meeting. Abstentions and broker non-votes will be counted solely for the purpose of determining whether a quorum is present. We urge you to vote promptly by proxy even if you plan to attend the Annual Meeting so that we will know as soon as possible that enough shares will be present for us to hold the meeting. Holders of our 6.75% Series A Non-Cumulative Perpetual Preferred Stock are not entitled to vote at the Annual Meeting.

Information about Votes Necessary for Action to be Taken

Election of directors (Proposal 1). Under the Company's by-laws, directors are elected by a "plurality" of the votes cast at the Annual Meeting at which a quorum is present. This means that the four nominees who receive the highest number of properly cast votes will be elected as directors even if those nominees do not receive a majority of the votes cast. Shares represented by proxies that are marked "withhold authority" for the election of one or more director nominees or that are not voted (whether by abstention, broker non-vote or otherwise) will not be counted in determining the number of votes cast for those persons. The Company's Amended and Restated Certificate of Incorporation does not authorize cumulative voting in the election of directors.

- Ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 (Proposal 2). Under the Company's by-laws, the ratification of Deloitte & Touche LLP will be approved if the affirmative vote of a majority of the votes cast are voted "FOR" this proposal.

Abstentions and broker non-votes will have no effect on the election of directors or on the remaining matters to be considered at the meeting.

Voting in Person

We recommend that you submit your proxy as described above so that your vote will be counted if you later decide not to attend the meeting. You may vote in person at the Annual Meeting if you are a stockholder of record on the

record date. If your shares are held in street name, you will have to obtain a written proxy in your name from the broker, bank or other nominee who holds your shares and bring that written proxy with you to the meeting.

Attending the Meeting

Only record or beneficial owners of the Company's common stock or their proxies may attend the Annual Meeting in person. Admission to the Annual Meeting will be on a first-come, first-served basis. When you arrive at the Annual Meeting, you may be requested to present photo identification, such as a driver license. Beneficial owners must also provide evidence of stock holdings, such as a recent brokerage account statement. Registration will begin one hour prior to the beginning of the meeting. The use of cell phones (including camera phones), pagers, computers, PDAs, cameras, video or recording equipment, or any other electronic device is not permitted in the auditorium. Additional rules of conduct will be provided at the meeting. Failure to follow these rules can result in your removal from the meeting.

Notice and Access

This year we are using the SEC notice and access rule that allows us to furnish our proxy materials over the Internet to our stockholders instead of mailing paper copies of those materials to each stockholder. As a result, on April 3, 2013, we sent our stockholders by mail or e-mail the Notice containing instructions on how to access our proxy materials over the Internet and vote online.