

Edgar Filing: SYNOVUS FINANCIAL CORP - Form 10-K/A

SYNOVUS FINANCIAL CORP  
Form 10-K/A  
April 06, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A  
Amendment No. 1

Annual report pursuant to section 13 or 15(d) of the Securities Exchange  
Act of 1934 for the fiscal year ended December 31, 2003

Commission file number 1-10312

SYNOVUS FINANCIAL CORP.  
(Exact Name of Registrant as specified in its charter)

Georgia 58-1134883  
(State or other jurisdiction of incorporation (I.R.S. Employer  
or organization) Identification No.)

One Arsenal Place, 901 Front Avenue  
Suite 301, Columbus, Georgia 31901  
(Address of principal executive offices) (Zip Code)  
(Registrant's telephone number, including area code) (706) 649-5220

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$1.00 Par Value	New York Stock Exchange
Common Stock Purchase Rights	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

NONE

Indicate by check mark whether the Registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months, and (2) has been subject to such filing  
requirements for the past 90 days.

YES  NO \_\_\_\_\_

Indicate by check mark if disclosure of delinquent filers pursuant to  
Item 405 of Regulation S-K is not contained herein, and will not be contained,  
to the best of Registrant's knowledge, in definitive proxy or information  
statements incorporated by reference in Part III of this Form 10-K or any  
amendment to this Form 10-K. [ ]

Indicate by check mark whether the Registrant is an accelerated filer  
(as defined in Rule 12b-2 of the Act).

YES  NO \_\_\_\_\_

As of February 17, 2004, 302,516,262 shares of the \$1.00 par value  
common stock of Synovus Financial Corp. were outstanding. The aggregate market  
value of the shares of \$1.00 par value common stock of Synovus Financial Corp.  
held by nonaffiliates on December 31, 2003 was approximately \$5,097,994,000  
(based upon the closing share price of such stock on June 30, 2003).

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Registrant's Proxy Statement, including Financial Appendix,

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dated March 17, 2004 are incorporated in Parts I, II, III and IV of this report.

The undersigned registrant hereby amends Item 15 of its Annual Report on Form 10-K for the year ended December 31, 2003 by adding Exhibit 99.1, the Annual Report on Form 11-K for the Synovus Financial Corp. Employee Stock Purchase Plan for the year ended December 31, 2003 and by adding Exhibit 99.2, the Annual Report on Form 11-K for the Synovus Financial Corp. Director Stock Purchase Plan for the year ended December 31, 2003 as set forth below and in the attached exhibits.

### Part IV

Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(a) 1. Financial Statements

The following Consolidated Financial Statements of Synovus Financial Corp. and its subsidiaries are specifically incorporated by reference from pages F-2 through F-26 and F-28 of the Financial Appendix to Synovus' Proxy Statement in response to Item 8, Part II, Financial Statements and Supplementary Data.

Consolidated Balance Sheets - December 31, 2003 and 2002

Consolidated Statements of Income - Years Ended December 31, 2003, 2002 and 2001

Consolidated Statements of Changes in Shareholders' Equity - Years Ended December 31, 2003, 2002 and 2001

Consolidated Statements of Cash Flows - Years Ended December 31, 2003, 2002 and 2001

Notes to Consolidated Financial Statements

Independent Auditors' Report

2. Financial Statement Schedules

Financial Statement Schedules - None applicable because the required information has been incorporated in the Consolidated Financial Statements of Synovus Financial Corp. and its subsidiaries incorporated by reference herein.

3. Exhibits

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Exhibit Number	Description
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- 3.1 Articles of Incorporation, as amended, of Synovus Financial Corp. ("Synovus") incorporated by reference to Exhibit 4(a) of Synovus' Registration Statement on Form S-8 filed with the Securities and Exchange Commission on July 23, 1990 (File No. 33-35926).
- 3.2 Bylaws, as amended, of Synovus, incorporated by reference to Exhibit 4.2 of Synovus' Registration Statement on Form S-4 filed with the Securities and Exchange Commission on January 16, 2003 (File No. 333-102370).
- 4.1 Form of Rights Agreement incorporated by reference to Exhibit 4.1 of Synovus' Registration Statement on Form 8-A dated April 28, 1999 filed with the Commission on April 28, 1999 pursuant to Section 12 of the Securities Exchange Act of 1934, as amended.

### 10. EXECUTIVE COMPENSATION PLANS AND ARRANGEMENTS

- 10.1 Employment Agreement of James D. Yancey with Synovus incorporated by reference to Exhibit 10.1 of Synovus' Registration Statement on Form S-1 filed with the Commission on December 18, 1990 (File No. 33-38244).
- 10.2 Incentive Bonus Plan of Synovus incorporated by reference to Exhibit 10.5 of Synovus' Registration Statement on Form S-1 filed with the Commission on December 18, 1990 (File No. 33-38244).
- 10.3 Director Stock Purchase Plan of Synovus incorporated by reference to Exhibit 10.3 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1999, as filed with the Commission on March 22, 2000.
- 10.4 Synovus Financial Corp. 2002 Long-Term Incentive Plan incorporated by reference to Exhibit 10.4 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the Commission on March 21, 2002.
- 10.5 Synovus Financial Corp. Deferred Stock Option Plan incorporated by reference to Exhibit 10.5 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the Commission on March 21, 2002.
- 10.6 Synovus Financial Corp. Directors' Deferred Compensation Plan incorporated by reference to Exhibit 10.7 of Synovus' Annual

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Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the Commission on March 21, 2002.

- 10.7 Wage Continuation Agreement of Synovus incorporated by reference to Exhibit 10.8 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the Commission on March 29, 1993.

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- 10.8 1991 Stock Option Plan for Key Executives of Synovus incorporated by reference to Exhibit 10.9 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the Commission on March 29, 1993.
  - 10.9 Synovus Financial Corp. 1992 Long-Term Incentive Plan incorporated by reference to Exhibit 10.10 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the Commission on March 29, 1993.
  - 10.10 Agreement in Connection with Personal Use of Company Aircraft.
  - 10.11 Life Insurance Trusts incorporated by reference to Exhibit 10.12 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the Commission on March 29, 1993.
  - 10.12 Supplemental Compensation Agreement, Incentive Compensation Agreements and Performance Compensation Agreement with Richard E. Anthony; which Agreements were assumed by Synovus on December 31, 1992 as a result of its acquisition of First Commercial Bancshares, Inc.; and which stock awards made pursuant to the Agreements were converted at a ratio of 1.5 to 1, the exchange ratio applicable to the merger incorporated by reference to Exhibit 10.13 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the Commission on March 29, 1993.
  - 10.13 1993 Split Dollar Insurance Agreement of Synovus incorporated by reference to Exhibit 10.14 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1993, as filed with the Commission on March 28, 1994.
  - 10.14 1995 Split Dollar Insurance Agreement of Synovus incorporated by reference to Exhibit 10.15 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1994, as filed with the Commission on March 24, 1995.
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- 10.15 Synovus Financial Corp. 1994 Long-Term Incentive Plan incorporated by reference to Exhibit 10.16 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1994, as filed with the Commission on March 24, 1995.
  - 10.16 Synovus Financial Corp./Total System Services, Inc. Deferred Compensation Plan incorporated by reference to Exhibit 10.17 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the Commission on March 21, 2002.
  - 10.17 Synovus Financial Corp. Executive Bonus Plan

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- incorporated by reference to Exhibit 10.18 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1995, as filed with the Commission on March 25, 1996.
- 10.18 Change of Control Agreements incorporated by reference to Exhibit 10.19 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1995, as filed with the Commission on March 25, 1996.
- 10.19 Consulting Agreement of Joe E. Beverly incorporated by reference to Exhibit 10.20 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1996, as filed with the Commission on March 6, 1997.
- 10.20 Employment Agreement of James H. Blanchard incorporated by reference to Exhibit 10 of Synovus' Quarterly Report on Form 10-Q for the quarter ended September 30, 1999, as filed with the Commission on November 15, 1999.
- 10.21 Synovus Financial Corp. 2000 Long-Term Incentive Plan incorporated by reference to Exhibit 10.22 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1999, as filed with the Commission on March 22, 2000.
- 20.1 Proxy Statement, including Financial Appendix, for the Annual Meeting of Shareholders of Synovus to be held on April 22, 2004, certain specified pages of which are specifically incorporated herein by reference.
- 21.1 Subsidiaries of Synovus Financial Corp.
- 23.1\* Independent Auditors' Consents.
- 24.1 Powers of Attorney contained on the signature pages of the 2003 Annual Report on Form 10-K.
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- 31.1\* Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2\* Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 99.1\* Annual Report on Form 11-K for the Synovus Financial Corp. Employee Stock Purchase Plan for the year ended December 31, 2003.
- 99.2\* Annual Report on Form 11-K for the Synovus Financial Corp. Director Stock Purchase Plan for the year ended December 31, 2003.

Synovus agrees to furnish the Commission, upon request, a copy of each instrument with respect to issues of long-term debt. The principal amount of any

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individual instrument, which has not been previously filed, does not exceed ten percent of the total assets of Synovus and its subsidiaries on a consolidated basis.

(b) Reports on Form 8-K

On October 15, 2003, Synovus filed a Form 8-K with the Commission in connection with the announcement of its earnings for the third quarter of 2003.

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SIGNATURES

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, Synovus Financial Corp. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SYNOVUS FINANCIAL CORP.  
(Registrant)

April 6, 2004

By: /s/James H. Blanchard

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James H. Blanchard,  
Principal Executive Officer

Filings\snv\11-k.doc

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