

KIRKLANDS INC
Form 8-K
November 13, 2007

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 8, 2007

Kirkland's, Inc.

(Exact name of registrant as specified in its charter)

Tennessee

000-49885

621287151

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

805 North Parkway, Jackson, Tennessee

38305

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

731-668-2444

Not Applicable

Former name or former address, if changed since last report

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:

- 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))
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Item 2.02 Results of Operations and Financial Condition.

On November 8, 2007, we issued a press release reporting sales results for the 13-week period ended November 3, 2007 (the "Press Release"). A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

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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.

Kirkland's, Inc.

November 12, 2007

By: */s/ W. Michael Madden*

Name: W. Michael Madden

Title: Vice President and Chief Financial Officer

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Kirkland's, Inc., dated November 8, 2007

"bottom">

3.1

Articles of Amendment to the Restated Charter of First Horizon National Corporation, incorporated herein by reference to Exhibit 3.1 to the Corporation's Current Report on Form 8-K dated April 20, 2010.

4

Instruments defining the rights of security holders, including indentures.*

10.2(f)**

2003 Equity Compensation Plan (as amended and restated April 20, 2010 and as adjusted for all stock dividends through April 1, 2010), incorporated by reference to Appendix A to the Corporation's Proxy Statement for its annual meeting on April 20, 2010.

10.4(d)**

Form of Performance Stock Units Grant Notice [2010].

10.5(r)**

Form of Executive Restricted Stock Grant Notice [2010].

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The Risk Management-Interest Rate Risk Management subsection of the Management's Discussion and Analysis section and the Interest Rate Risk Management subsection of Note 25 to the Corporation's consolidated financial statements, contained, respectively, at pages 31-34 and pages 151-152 in the Corporation's 2009 Annual Report to shareholders furnished to shareholders in connection with the Annual Meeting of Shareholders on April 20, 2010, and incorporated herein by reference. Portions of the Annual Report not incorporated herein by reference are deemed not to be filed with the Commission with this report.

31(a)

Rule 13a-14(a) Certifications of CEO (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002)

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31(b) Rule 13a-14(a) Certifications of CFO (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002)

32(a) 18 USC 1350 Certifications of CEO (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

32(b) 18 USC 1350 Certifications of CFO (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

* The Corporation agrees to furnish copies of the instruments, including indentures, defining the rights of the holders of the long-term debt of the Corporation and its consolidated subsidiaries to the Securities and Exchange Commission upon request.

** This is a management contract or compensatory plan required to be filed as an exhibit.

In many agreements filed as exhibits, each party makes representations and warranties to other parties. Those representations and warranties are made only to and for the benefit of those other parties in the context of a business contract. Exceptions to such representations and warranties may be partially or fully waived by such parties, or not enforced by such parties, in their discretion. No such representation or warranty may be relied upon by any other person for any purpose.

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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 thereunto duly authorized.

FIRST HORIZON NATIONAL
CORPORATION

(Registrant)

DATE: May 6, 2010

By: /s/ William C. Losch III

Name: William C. Losch III

Title: Executive Vice President and
Chief Financial Officer
(Duly Authorized Officer and
Principal Financial Officer)

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EXHIBIT INDEX

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4	Instruments defining the rights of security holders, including indentures.*
10.2(f)**	2003 Equity Compensation Plan (as amended and restated April 20, 2010 and as adjusted for all stock dividends through April 1, 2010), incorporated by reference to Appendix A to the Corporation's Proxy Statement for its annual meeting on April 20, 2010.
10.4(d)**	Form of Performance Stock Units Grant Notice [2010].
10.5(r)**	Form of Executive Restricted Stock Grant Notice [2010].
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Exhibit 10.4(d)
[FHNC Logo]

GRANT NOTICE

Performance Stock Units

[Name of recipient]

You have been granted Performance Stock Units (PSUs) of First Horizon National Corporation as follows:

Date of Grant:	Governing Plan:	2003 Equity Compensation Plan
Number of PSUs Granted*:	Performance Periods:	[4 consecutive years starting with year of grant]
Vesting Dates of PSUs*: 50% of shares on each of [3rd and 4th anniv. of grant], in each case subject to delay or forfeiture if performance goals are not met as provided in this Notice		

*** Award is subject to size, vesting, & other limitations mandated in connection with the Troubled Asset Relief Program, to the extent applicable. Those limitations may cause a reduction or cancellation of this award, a lengthening of vesting periods, and other adverse effects.**

Your PSU award recognizes your leadership and performance within the organization. This PSU award is granted under the Governing Plan specified above, and is governed by the terms and conditions of that Plan and by policies, practices, and procedures (Procedures) of the Compensation Committee (that administers the Plan) that are in effect from time to time during the performance and vesting periods. Also, this award is subject to the terms and restrictions of FHNC's stock ownership guidelines and Compensation Recovery Policy (Policy) as in effect from time to time during the vesting period.

PSUs are not shares of stock and are not transferable. Each PSU that vests will result in one share of FHNC common stock being issued to you, subject to withholding for taxes. Subject to provisions of the Governing Plan, the Committee may choose to pay all or a portion of vested PSUs in cash, based on the fair market value of vested shares on the vesting date.

PSUs that have not been forfeited prior to the vesting date will be paid based on the extent to which the performance goal for this award is achieved during the performance period, all as set forth in Exhibit A to this Notice. The performance goal for this award in Exhibit A is diluted normalized-provision pre-tax earnings per share (NPEPS) for any of the fiscal years [4 consecutive years starting with year of grant]. The number of PSUs granted is the maximum number that may be paid if NPEPS is achieved at or above the highest level in Exhibit A; a lesser number may be paid if a lesser level is achieved; and, all PSUs will forfeit if the minimum NPEPS level in Exhibit A is not achieved. The Committee will make appropriate adjustments of accounting numbers so that results are comparable across periods and will make final determinations of performance achievement, all as provided or permitted in Committee resolutions and the Governing Plan. PSUs that do not vest as a result of a failure to achieve performance goals as determined by the Committee automatically are forfeited.

This PSU award also is subject to possible reduction or forfeiture in advance of vesting in accordance with the Governing Plan, the Procedures, and the Policy. As of the date of grant, the Procedures provide (among other things) that: (a) forfeiture generally will occur immediately upon termination of employment you must remain continuously employed by FHNC or one of its subsidiaries through the close of business on the applicable vesting date; but (b) if your termination of employment occurs because of your death, permanent disability, or normal or approved retirement, the PSUs will be partially forfeited in proportion to the part of the performance period (the four-year overall period) during which you are not

employed, as determined by the Committee. The reduced PSUs will vest or not vest based on achievement of performance goals over the entire performance period. Normal retirement occurs if you retire under our pension plan at or after age 65; early retirement does not qualify as normal unless the Committee expressly approves normal retirement treatment for this award. In addition, currently the Plan and Policy provide for forfeiture of PSUs or recovery of PSU proceeds if you engage in certain types of misconduct or if performance data is materially false or misleading and you are substantially responsible for its accuracy.

Your PSUs will accrue cash dividend equivalents, to the extent cash dividends are paid on common shares prior to vesting. From the grant date until the vesting date, dividend equivalents accumulate (without interest) as if each PSU were an outstanding share. To the extent that PSUs vest, the accumulated dividend equivalents associated with vested PSUs will be paid in cash at vesting or in the next payroll cycle. Dividend equivalents associated with forfeited PSUs likewise are forfeited. Stock splits and stock dividends will result in a proportionate adjustment to the number of PSUs as provided in the Plan.

Vesting is a taxable event for you. Your withholding and other taxes will depend upon FHNC's stock value on the vesting date and the amount of dividend equivalents paid to you. As of the date of grant, the Committee's Procedures provide that FHNC will withhold shares and cash at vesting in the amount necessary to cover your required withholding taxes; however, the Procedures may be changed at any time. You are not permitted to make any election in accordance with Section 83(b) of the Internal Revenue Code of 1986, as amended, to include in your gross income for federal income tax purposes the value of the PSUs this year. If you make a Section 83(b) election, it will result in the forfeiture of your PSUs. FHNC reserves the right to defer payment of PSUs if that payment would result in a loss of tax deductibility.

Questions about your PSU award?

Important information concerning the Governing Plan and this PSU award is contained in a prospectus. Copies of the current prospectus (including all applicable supplements) are delivered separately, and you may request a copy of the Plan or prospectus at any time. If you have questions about your PSU grant or need a copy of the Governing Plan, the related prospectus, or the Committee's current administrative procedures, contact Fidelity Investment's Executive Relationship Officer at _____. For all your personal stock incentive information, you may view your award and other information on Fidelity's website at www.NetBenefits.com.

[Managing Your Money Logo]

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Exhibit 10.5(r)
[FHNC Logo]

GRANT NOTICE

Executive Restricted Stock

[Name of recipient]

Congratulations! You have been granted shares of Restricted Stock (RS) of First Horizon National Corporation as follows:

Date of Grant	Governing Plan	2003 Equity Compensation Plan
Total Number of RS Shares Granted*		
Vesting Date of First 50% of Shares*		[3rd anniv. of grant]
Vesting Date of Second 50% of Shares*		[4th anniv. of grant]

*** Award is subject to size, vesting, & other limitations mandated in connection with the Troubled Asset Relief Program, to the extent applicable. Those limitations may cause a reduction of this award, a lengthening of vesting periods, and other adverse effects.**

This RS award is granted under the Governing Plan specified above, and is governed by the terms and conditions of that Plan and by policies, practices, and procedures (Procedures) of the Compensation Committee (that administers the Plan) that are in effect from time to time during the vesting period. Also, this RS award is subject to the terms and restrictions of FHNC's stock ownership guidelines and Compensation Recovery Policy (Policy) as in effect from time to time during the vesting period.

This RS award is subject to possible forfeiture in accordance with the Plan, Procedures, and Policy. As of the date of grant, the Procedures provide (among other things) that:

(a) forfeiture generally will occur immediately upon termination of employment you must remain continuously employed by FHNC or one of its subsidiaries through the close of business on the applicable vesting date; but

(b) if your termination of employment occurs because of your death or permanent disability, this award immediately will vest pro-rata based on the portion of each vesting period that has elapsed at that time and only the remainder of the award will be forfeited.

One effect of clause (a) is that retirement unrelated to permanent disability normally results in the immediate forfeiture of unvested RS shares. The Compensation Committee reserves the right, in its sole discretion, to accelerate vest-

ing; no employee has any right to receive acceleration. As of the date of grant, the Committee's Procedures allow you to request pro-rata vesting of RS shares if you retire at or after age 65 with at least 5 years of service prior to normal vesting. If such a request were granted, only the remaining shares would forfeit.

RS shares are non-transferable. Your RS shares generally will be held by FHNC until vesting. You may vote your RS shares prior to vesting.

FHNC will accrue dividends declared upon your RS shares during the vesting period and pay them pro-rata at vesting. No interest will accrue on cash dividends. Stock dividend shares will be restricted. If RS shares are forfeited, any related accrued dividends are forfeited also.

Vesting is a taxable event for you. Your withholding and other taxes will depend upon FHNC's stock value on the vesting date and the amount of dividend equivalents distributed to you. As of the date of grant, the Committee's Procedures provide that FHNC will withhold shares and dividends at vesting in the amount necessary to cover your required withholding taxes; however, the Procedures may be changed at any time. You are not permitted to make any election in accordance with Section 83(b) of the Internal Revenue Code of 1986, as amended, to include in your gross income for federal income tax purposes the value of the RS shares this year. If you make a Section 83(b) election, it will result in the forfeiture of your RS shares.

Questions about your restricted stock award?

Important information concerning the Plan and this RS award is contained in a prospectus. Copies of the current prospectus (including all applicable supplements) are delivered separately, and you may request a copy of the Governing Plan or prospectus at any time. If you have questions about your RS award or need a copy of the Governing

Plan, related prospectus, or current administrative procedures for equity awards, contact Fidelity Investment's Executive Relationship Officer at _____. For all your personal stock incentive information, you may view your award and other information on Fidelity's website at www.NetBenefits.com.

[Managing You Money Logo]

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