

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Posner Kenneth A.</u>  (Last) (First) (Middle) <u>C/O CAPITAL BANK FINANCIAL CORP.</u> <u>4725 PIEDMONT ROW DRIVE, SUITE 110</u>  (Street) <u>CHARLOTTE NC 28210</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Capital Bank Financial Corp. [ CBF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$0.01 per share	11/30/2017		D		98,693	D	(1)	0	D	
Restricted Common Stock	11/30/2017		D		13,905	D	(2)	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Option (Right to Buy) <sup>(3)</sup>	\$20	11/30/2017		D			78,194	(3)	12/22/2019	Class A Common Stock, par value \$0.01 per share	78,194	(3)	0	D	
Common Stock Option (Right to Buy) <sup>(4)</sup>	\$20	11/30/2017		D			139,552	(4)	01/12/2022	Class A Common Stock, par value \$0.01 per share	139,552	(4)	0	D	
Common Stock Option (Right to Buy) <sup>(5)</sup>	\$20	11/30/2017		D			9,185	(5)	02/01/2026	Class A Common Stock, par value \$0.01 per share	9,185	(5)	0	D	

**Explanation of Responses:**

1. On November 30, 2017, pursuant to the Agreement and Plan of Merger, dated May 3, 2017 (the "Merger Agreement"), by and between First Horizon National Corporation ("First Horizon"), Capital Bank Financial Corp. ("Capital Bank Financial"), and Firestone Sub, Inc. ("Merger Sub"), Merger Sub merged with and into Capital Bank Financial (the "Merger"), with Capital Bank Financial as the surviving corporation in the Merger. Under the terms and conditions of the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each share of Capital Bank Financial's Class A Common Stock and Class B Non-Voting Common Stock (together, "Capital Bank Financial Common Stock") was converted into the right to receive either \$40.573 in cash (the "Cash Consideration") or 2.1732 shares of First Horizon's Common Stock, at the election of the holder and subject to procedures applicable to oversubscription and undersubscription for Cash Consideration set forth in the Merger Agreement.

2. At the Effective Time, these shares of Restricted Common Stock, which provided for vesting ratably over a three year period in annual installments, were cancelled and converted automatically into the right to receive an amount in cash equal to the Cash Consideration, less applicable tax withholdings.

3. At the Effective Time, these stock options, which were granted in March 2011 and one half of which were vested on December 22, 2011 and the other half of which were vested on December 22, 2012, fully vested (to the extent unvested) and were assumed, on the same terms and conditions, by First Horizon and converted into options to purchase a number of shares of First Horizon Common Stock (rounded down to the nearest whole share) that equals the product of (A) the number of shares of Capital Bank Financial Common Stock subject to such stock option immediately prior to the Effective Time multiplied by (B) 2.1732 (the "Exchange Ratio"), at an exercise price per share of First Horizon Common Stock (rounded up to the nearest whole cent) equal to the quotient of (A) the exercise price per share of Capital Bank Financial Common Stock of such Capital Bank Financial Stock Option divided by (B) the Exchange Ratio.

4. At the Effective Time, these stock options, which were granted in January 2012 and one half of which were vested on January 12, 2012 and the other half of which were vested on January 12, 2013, fully vested (to the extent unvested) and were assumed, on the same terms and conditions, by First Horizon and converted into options to purchase a number of shares of First Horizon Common Stock (rounded down to the nearest whole share) that equals the product of (A) the number of shares of Capital Bank Financial Common Stock subject to such stock option immediately prior to the Effective Time multiplied by (B) the Exchange Ratio, at an exercise price per share of First Horizon Common Stock (rounded up to the nearest whole cent) equal to the quotient of (A) the exercise price per share of Capital Bank Financial Common Stock of such Capital Bank Financial Stock Option divided by (B) the Exchange Ratio.

5. At the Effective Time, these stock options, which vest ratably over a three year period in annual installments beginning on February 1, 2016 and ending on February 1, 2019, fully vested (to the extent unvested) and were assumed, on the same terms and conditions, by First Horizon and converted into options to purchase a number of shares of First Horizon Common Stock (rounded down to the nearest whole share) that equals the product of (A) the number of shares of Capital Bank Financial Common Stock subject to such stock option immediately prior to the Effective Time multiplied by (B) the Exchange Ratio, at an exercise price per share of First Horizon Common Stock (rounded up to the nearest whole cent) equal to the quotient of (A) the exercise price per share of Capital Bank Financial Common Stock of such Capital Bank Financial Stock Option divided by (B) the Exchange Ratio.

**Remarks:**

Chief of Strategic Planning and Investor Relations

/s/ Christopher G. Marshall as 12/04/2017  
Attorney-in-Fact

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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