FIDELITY SOUTHERN CORP
Form 424B2
June 04, 2013
Table of Contents

Filed Pursuant to Rule 424(b)(2)
Registration Statement No. 333-184114

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement is not an offer to sell nor are we soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION. DATED JUNE 4, 2013

Prospectus Supplement

(To Prospectus dated October 3, 2012)

Shares

Common Stock

$ per share

We are offering shares of our common stock, no par value. Our common stock is listed and traded on the NASDAQ Global Select Market, or NASDAQ, under the symbol LION. The last reported sale price of our common stock on June 3, 2013 was $12.85 per share.

Investing in our common stock involves risks. See the Risk Factors section beginning on page S-11 of this prospectus supplement and the Risk Factors section in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which is incorporated by reference into this prospectus supplement.

	Per Share	Total
Public offering price	$	$
Underwriting discount	$	$

Proceeds to Fidelity Southern Corporation (before expenses)	$	$

The underwriters may also purchase up to an additional shares of our common stock from us at the public offering price less the underwriting discount within 30 days after the date of this prospectus supplement to cover over-allotments, if any.

Shares of our common stock are not savings accounts, deposits or obligations of any bank or non-bank subsidiary of Fidelity Southern Corporation and are not insured or guaranteed by the Federal Deposit Insurance Corporation, or FDIC, the Deposit Insurance Fund or any other governmental agency.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares against payment in New York, New York on or about , 2013.

Keefe, Bruyette & Woods
A Stifel Company

Baird

FIG Partners, LLC

The date of this prospectus supplement is , 2013.

Table of Contents

Table of Contents

TABLE OF CONTENTS

We are responsible for the information contained and incorporated by reference in this prospectus supplement and the accompanying prospectus and in any related free-writing prospectus we prepare or authorize. We have not, and the underwriters have not, authorized anyone to give you any other information, and neither we nor the underwriters take responsibility for any other information that others may give you. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell, or a solicitation of an offer to purchase, shares of our common stock in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is a supplement to the accompanying prospectus. This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, utilizing a shelf registration process. Under this shelf registration process, we may sell from time to time any combination of securities described in the accompanying prospectus in one or more offerings such as this offering. The accompanying prospectus provides you with a general description of the securities we may offer. This prospectus supplement provides you with specific information about our common stock we are selling in this offering. Both this prospectus supplement and the accompanying prospectus include important information about us and other information you should know before investing. This prospectus supplement also adds to, updates and changes information contained in the accompanying prospectus. To the extent the information in this prospectus supplement is different from that in the accompanying prospectus, you should rely on the information in this prospectus supplement. You should read both this prospectus supplement and the accompanying prospectus, together with the additional information described in the section entitled Where You Can Find More Information of this prospectus supplement, before investing in our common stock.

Unless otherwise stated or the context otherwise requires, all references in this prospectus supplement to:

- Fidelity Southern, the Company, we, our, us and similar terms refer to Fidelity Southern Corporation and its consolidated subsidiaries;
- the Bank refer to Fidelity Bank, our wholly owned subsidiary; and
- our outstanding shares of common stock exclude the effect of the for-share dividend we paid in May 2013.

You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. You should consult your own counsel, accountants and other advisers for legal, tax, business, financial and related advice regarding the purchase of shares of our common stock.

FORWARD-LOOKING STATEMENTS

Certain statements contained or incorporated by reference in this prospectus supplement and accompanying prospectus are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, that reflect our current expectations relating to present or future trends or factors generally affecting the banking industry and specifically affecting our operations, markets and services. Without limiting the foregoing, forward-looking statements include all statements that do not relate solely to historical or current facts, and can be identified by the use of words such as believes, expects, anticipates, estimates, projects, intends, and similar expressions. These forward-looking statements are bas assumptions we believe are reasonable and may relate to, among other things, the difficult economic conditions and the economy s impact on operating results, credit quality, liquidity, capital, the adequacy of the allowance for loan losses, and changes in interest rates. These forward-looking statements are subject to risks and uncertainties. Actual results could differ materially from those projected for many reasons, including without limitation, changing events and trends that have influenced our assumptions.

These trends and events include: (1) risks associated with our loan portfolio, including difficulties in maintaining quality loan growth, greater loan losses than historic levels, the risk of an insufficient allowance for loan losses, and expenses associated with managing nonperforming assets, unique risks associated with our construction and land development loans, our ability to maintain and service relationships with automobile dealers and indirect automobile loan purchasers, and our ability to profitably manage changes in our indirect automobile lending operations; (2) risks associated with adverse economic conditions, including a risk of continued decline in real estate values in the Atlanta, Georgia metropolitan area and in eastern and northern Florida markets, conditions in the financial markets and economic conditions generally and the impact of efforts to address difficult market and economic conditions, the impact of a recession on our loan portfolio, changes in the interest rate environment and the impact on our net interest margin, and inflation; (3) risks associated with government regulation and programs, uncertainty with respect to future governmental economic and regulatory measures, new regulatory requirements imposed by the Consumer Financial Protection Bureau, new regulatory requirements for residential mortgage loan services, the winding down of governmental emergency measures intended to stabilize the financial system, and numerous legislative proposals to further regulate the financial services industry, the impact of adverse changes in the governmental regulatory requirements affecting us, and changes in political, legislative and economic conditions; (4) ability to maintain adequate liquidity and sources of liquidity; (5) our ability to maintain sufficient capital and to raise additional capital; (6) the accuracy and completeness of information from customers and our counterparties; (7) the effectiveness of our controls and procedures; (8) our ability to attract and retain skilled people; (9) greater competitive pressures among financial institutions in our market; (10) the failure to achieve the revenue increases expected to result from our investments in our growth strategies, including our branch additions and in our transaction deposit and lending businesses; (11) the volatility and limited trading of our common stock; (12) the impact of dilution on our common stock; (13) risks related to FDIC-assisted transactions; compliance with certain requirements under our FDIC loss share agreements; and changes in national and local economic conditions resulting in higher charge-offs not covered by the FDIC loss share agreement; and (14) risks associated with technological changes and the possibility of cyberfraud.

This list is intended to identify some of the principal factors that could cause actual results to differ materially from those described in the forward-looking statements included herein and are not intended to represent a complete list of all risks and uncertainties in our business. Investors are encouraged to read the risks discussed under Risk Factors.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements, information statements and other information with the SEC. You may read and copy any document that we file at the SEC s public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. Our SEC filings are also available to the public at the SEC s website at *www.sec.gov* and on our corporate website at *www.fidelitysouthern.com*. The information on our corporate website is not part of this prospectus supplement, the accompanying prospectus or any free writing prospectuses or other offering materials.

We incorporate by reference into this prospectus supplement information we file with the SEC, which means:

- incorporated documents are considered part of this prospectus supplement;
- we can disclose important information to you by referring you to those documents; and
- information that we file later with the SEC automatically will update and supersede information contained in this prospectus supplement.

We are incorporating by reference into this prospectus supplement the following documents:

- annual report on Form 10-K for the year ended December 31, 2012;
- quarterly report on Form 10-Q for the three months ended March 31, 2013;
- current reports on Form 8-K filed with the SEC on January 22, 2013, March 28, 2013, April 19, 2013 and May 1, 2013 (except to the extent any parts of such reports were deemed furnished and not filed in accordance with SEC rules); and
- the description of our common stock contained in our registration statement on our Registration Statement filed on Form 8-A, filed with the SEC on November 23, 2010 and any other amendment or report filed for the purpose of updating such description.

We also incorporate by reference any future filings made by us with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement and until the termination of this offering (other than documents or information deemed furnished and not filed in accordance with SEC rules).

Any statement contained in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference into this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or

Table of Contents

any other subsequently filed document that is deemed to be incorporated by reference into this prospectus supplement modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

We will provide to each person, including any beneficial owner, to whom a prospectus is delivered, a copy of any or all of the information that has been incorporated by reference in the prospectus but not delivered with the prospectus. Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference into such documents. You can obtain copies of the documents incorporated by reference in this prospectus supplement, at no cost, by writing or calling us at the following address:

Fidelity Southern Corporation

3490 Piedmont Road, Suite 1550

Atlanta, Georgia 30305

Attention: Corporate Secretary

(404) 639-6500

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

This summary is not complete and does not contain all of the information that you should consider before investing in shares of our common stock. It is qualified in its entirety by the more detailed information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. Before making your investment decision, you should carefully read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. See the Risk Factors section beginning on page S-11 of this prospectus supplement and the Risk Factors section in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which is incorporated by reference into this prospectus supplement.

Fidelity Southern Corporation

Overview

We are a bank holding company headquartered in Atlanta, Georgia. We conduct operations primarily though the Bank, which was organized as a national banking corporation in 1973 and converted to a Georgia chartered state bank in 2003. The Bank provides an array of financial products and services for business and retail customers primarily through 31 branches in Fulton, Dekalb, Cobb, Clayton, Forsyth, Gwinnett, Rockdale, Coweta, Henry, Greene, and Barrow Counties in Georgia, a branch in Jacksonville, Duval County, Florida, and online at www.LionBank.com. The Bank s business and retail banking customers are primarily individuals and small and medium sized businesses located in Georgia. Mortgage loans, automobile loans, and Small Business Administration, or SBA, loans are provided through offices in 11 Southeastern and Mid-Atlantic states. We also offer consumer credit related insurance products through LionMark Insurance Company, our wholly owned insurance agency.

The Bank is primarily engaged in attracting deposits from individuals and businesses and using these deposits and borrowed funds to originate commercial and industrial loans, commercial loans secured by real estate, SBA loans, construction and residential real estate loans, direct and indirect automobile loans, residential mortgage and home equity loans, and secured and unsecured installment loans. The Bank offers business and personal credit card loans through a third party agency relationship. Additionally, the Bank offers businesses remote deposit services, which allow participating companies to scan and electronically send deposits to the Bank for improved security and funds availability. The Bank also provides international trade services, trust services and merchant services activities, through agreements with third parties, and investment services through an agreement with an independent broker-dealer.

We have generally grown our assets, deposits, and business internally by building on our lending products, expanding our deposit products and delivery capabilities, opening new branches, and hiring experienced bankers with existing customer relationships in our market. We have also grown opportunistically through acquisitions, the two most recent of which were the FDIC-assisted transactions we completed in October 2011 and June 2012, respectively. As of March 31, 2013, we had $2.5 billion in total assets, $2.1 billion in loans, and $2.1 billion in deposits.

Market Area and Core Deposit Franchise

We currently operate 32 branch locations, all but two of which are located in the Atlanta-Sandy Springs-Marietta Metropolitan Statistical Area, or the Atlanta MSA. We believe the Atlanta MSA is one of the more attractive markets in the country because of its size and amount of business activity. The Atlanta MSA is the 9th largest MSA in the country by population and has $118.5 billion in market deposits as of June 30, 2012 according to SNL Financial LP, or SNL. According to SNL, the Atlanta MSA is expected to have population growth of 5.3% from 2012 to 2017 as compared to 3.5% for the United States. There are 11 Fortune 500 companies headquartered here including Home Depot, UPS, Coca-Cola, and Delta Air Lines, ranking Atlanta third among U.S. cities with the most Fortune 500 companies. While we do not pursue customers of this size, we believe the economic activity they generate leads to greater activity among the small and medium sized businesses that we do target. According to the 2010 U.S. Census Bureau, Atlanta is ranked 8th among metropolitan areas for small business activity by the number of businesses with less than 100 employees.

We believe our branch network and associated strong deposit franchise gives us a competitive advantage and is the source of significant franchise and scarcity value in the attractive Atlanta market. As of the most recent FDIC annual Summary of Deposits on June 30, 2012, we had $2.0 billion in deposits in the Atlanta MSA and our deposit market share was 1.66%, which ranked ninth out of all institutions in the market. Also as of that date, we had the highest market share in the MSA of any community bank headquartered in Atlanta. In the past 12 months, we have opened two new branches in the Atlanta area, in addition to two new branches acquired through an FDIC-assisted transaction, and we plan to continue adding to our footprint in this market over time.

In addition to our Atlanta branch franchise, we have one branch location in the Jacksonville, Florida MSA. While Jacksonville does not currently account for a significant proportion of our deposits, we believe it is an attractive market and a source of growth for us in the future. As of the most recent FDIC annual Summary of Deposits on June 30, 2012, Jacksonville had $45.9 billion in deposits and was the 4th largest MSA in Florida by population according to SNL. Also according to SNL, the Jacksonville MSA is expected to have population growth of 4.3% from 2012 to 2017. We anticipate adding additional branch locations in this market in the future.

We also offer mortgage loans, indirect automobile loans, and SBA loans through offices in 11 Southeastern and Mid-Atlantic states and expect to continue to grow our retail and wholesale residential mortgage business, particularly by opening new retail mortgage offices in these states.

Loan Portfolio and Asset Generation

We have developed substantial asset generation capabilities that we leverage to provide both earning assets for our balance sheet and to generate fee income through the sale of loans in the secondary market. The Bank s primary lending activities include commercial loans to small and medium sized businesses, SBA sponsored loans, consumer loans (primarily indirect automobile loans), construction loans, and residential real estate loans. We view our diverse asset generation abilities as a competitive strength that allowed us to weather the recent downturn better than many of our peers in our markets. As our primary markets continue to recover economically, we anticipate increasing the portion of our retained portfolio dedicated to commercial loans over time. As of March 31, 2013, the Bank had total loans outstanding, including loans held-for-sale, consisting of:

($ in thousands)	**Non-Covered**	**Covered**	**Loans Held-For-Sale**	**Total Loan Portfolio**
Commercial loans	$ 469,505	$ 47,698	$ 0	$ 517,203
SBA loans	125,740	695	14,102	140,537
Total commercial loans	595,245	48,393	14,102	657,740
Construction	81,062	13,589	0	94,651
Indirect loans	959,471	0	30,000	989,471
Installment loans	13,037	787	0	13,824
Total consumer loans	972,508	787	30,000	1,003,295
First mortgage loans	35,481	3,020	281,839	320,340
Second mortgage loans	58,796	8,382	0	67,178
Total mortgage loans	94,277	11,402	281,839	387,518
Total loans	$ 1,743,092	$ 74,171	$ 325,941	$ 2,143,204

Table of Contents

The following table highlights the indirect auto, residential mortgage, commercial, construction and SBA loan activity since 2009:

	Loan Production				
	Three Months Ended	Year Ended			
($ in thousands)	3/31/2013	12/31/2012	12/31/2011	12/31/2010	12/31/2009
Indirect	$ 197,451	$ 733,057	$ 643,857	$ 463,680	$ 281,333
Mortgage	656,245	2,258,378	1,280,695	1,244,955	879,572
Commercial	67,558	344,316	379,527	362,774	383,801
Construction	59,319	168,996	83,486	69,386	53,850
SBA	12,672	97,592	104,874	68,443	37,024
Total	$ 993,245	$ 3,602,339	$ 2,492,439	$ 2,209,238	$ 1,635,580

	Loans Sold				
	Three Months Ended	Year Ended			
($ in thousands)	3/31/2013	12/31/2012	12/31/2011	12/31/2010	12/31/2009
Indirect	$ 58,073	$ 220,826	$ 140,107	$ 63,255	$ 57,492
Mortgage	634,074	2,052,413	1,224,273	1,145,720	744,738
SBA	10,158	69,117	81,645	36,684	16,738
Total	$ 702,305	$ 2,342,356	$ 1,446,025	$ 1,245,659	$ 818,968

	Loans Retained				
	Three Months Ended	Year Ended			
($ in thousands)	3/31/2013	12/31/2012	12/31/2011	12/31/2010	12/31/2009
Indirect	$ 139,378	$ 512,231	$ 503,750	$ 400,425	$ 223,841
Mortgage	22,171	205,965	56,422	99,235	134,834
SBA	2,514	28,475	23,229	31,759	20,286
Total	$ 164,063	$ 746,671	$ 583,401	$ 531,419	$ 378,961

	Loans Serviced for Others				
	Three Months Ended	Year Ended			
($ in thousands)	3/31/2013	12/31/2012	12/31/2011	12/31/2010	12/31/2009
Indirect	$ 340,776	$ 317,784	$ 206,184	$ 172,133	$ 200,558
Mortgage	2,998,915	2,620,035	1,319,369	522,552	87,774
SBA	213,034	209,887	172,406	104,991	78,759
Total	$ 3,552,725	$ 3,147,706	$ 1,697,959	$ 799,676	$ 367,091

Indirect Automobile Lending

The Bank has purchased, on a nonrecourse basis, consumer installment contracts secured by new and used vehicles purchased by consumers from franchised motor vehicle dealers and selected independent dealers located throughout the Southeast since 1990. We believe our long history and deep experience in indirect automobile lending and strong relationships with our network of dealers yield competitive advantages for the Bank, allowing us to consistently originate large volumes of quality loans. A portion of the indirect automobile loans the Bank originates is generally sold with servicing retained. During the first quarter of 2013, the Bank produced approximately $197.5 million of indirect automobile loans, while profitably selling $58.1 million to third parties. At March 31, 2013, we were servicing $340.8 million in indirect automobile loans we had sold, primarily to other financial institutions.

Table of Contents

Real Estate Mortgage Lending

The Bank s residential mortgage loan business focuses on one-to-four family properties. We offer Federal Housing Authority, Veterans Administration, and conventional and non-conforming residential mortgage loans. The Bank operates our retail residential mortgage banking business primarily in the Atlanta metropolitan area along with offices throughout Georgia, offices throughout Virginia and one office in Jacksonville, Florida. Our Virginia retail mortgage offices are the result of an expansion begun in the first quarter of 2012. This expansion was initiated by our hiring of John Pruitt, a seasoned mortgage professional formerly with Crestar Financial Corporation headquartered in Richmond, Virginia and SunTrust Banks, Inc. headquartered in Atlanta, Georgia. We have since opened 6 retail mortgage offices in Virginia with plans for additional offices over time. We also operate a wholesale lending division that purchases loans from qualified brokers and correspondents in the Southeast and Mid-Atlantic regions. At March 31, 2013, we employed 291 mortgage banking employees compared to 174 at December 31, 2011.

As with most mortgage operations in the current environment, we are experiencing substantial mortgage refinance activity driven by historically low interest rates; however, we also generate a significant amount of mortgages from purchase activity. For 2012, we had the second highest purchase mortgage market share in the Atlanta metropolitan area. Across our retail mortgage operation, our current pipeline is approximately 55% from home purchase activity with the remaining amount from refinance activity. We believe our position in the Atlanta market and recent retail mortgage expansion will allow us to sustain a high level of mortgage activity as refinance activity slows when rates rise.

The balances of mortgage loans held-for-sale fluctuate due to economic conditions, interest rates, the level of real estate activity, the amount of mortgage loans retained by the Bank, and seasonal factors. The Bank primarily sells originated residential mortgage loans and brokered loans to investors, retaining servicing on a significant amount of the sales. As seller, the Company makes certain standard representations and warranties with respect to the loans being transferred. To date, the Company s repurchases of mortgage loans previously sold have been de minimus.

SBA Lending

SBA loans, originated in the Atlanta metropolitan area and throughout the South, are primarily made through the Bank s SBA loan production offices located in eight states. The Bank s portfolio of SBA loans and SBA loans held-for-sale are primarily commercial real estate related, with a portion of each loan guaranteed by the SBA or with other credit enhancements provided by the government. The guaranteed portions of the loans are generally sold to third parties with servicing retained. As of March 31, 2013, we serviced approximately $353.6 million of SBA loans.

Commercial and Construction Lending

The Bank engages in commercial and commercial real estate lending through direct originations in the Atlanta and Jacksonville markets. The Bank does not purchase loan participations from other banks. The Bank s primary focus is on originating owner-occupied loans to finance real estate out of which an individual or company will operate such person s or company s business. Non owner-occupied real estate loans for investment purposes are made on a selective basis and only where the borrowers or guarantors add substantial support to their credit. Loans where the sole source of repayment is derived from the project, or where the absence of the project s success would call into question the ability of the borrower to service the debt, are avoided. The Bank s commercial loans are made to individuals and to small and medium sized businesses to provide loan diversification, to generate assets that are sensitive to fluctuations in interest rates, and to generate deposit and other relationships. Commercial real estate loans are generally prime-based floating-rate loans or shorter-term (one to five year) fixed-rate loans. As of March 31, 2013, approximately 60% of our commercial real estate loans are owner-occupied real estate loans.

The Bank also originates real estate construction loans to builders of one-to-four family residences. Loan disbursements are closely monitored by management to ensure that funds are being used strictly for the purposes agreed upon in the loan covenants. The Bank employs both internal staff and external inspectors to ensure that requests for loan disbursements are substantiated by regular inspections and reviews. Construction and development loans are similar to all residential loans in that borrowers are underwritten according to their adequacy of repayment sources at the time of approval. Unlike conventional residential lending, however, signs of deterioration in a construction loan or development loan customer s ability to repay the loan are measured throughout the life of the loan and not only at origination or when the loan becomes past due. In most instances, loan amounts are limited to 80% of the appraised value upon completion of the construction project. The Bank originates real estate construction loans throughout Atlanta, Georgia and Jacksonville, Florida.

Fee Income

Another benefit of our robust asset generation capabilities is the significant amount of fee income we generate both from the sale of loans to third parties and the servicing of loans for others. For the three months ended March 31, 2013, we had the highest ratio of noninterest income to average assets amongst publicly traded banks headquartered in the Southeast with assets greater than $2.0 billion. Mortgage banking continues to represent a significant portion of our noninterest income. For the three months ended March 31, 2013, mortgage banking activities, consisting of income from servicing mortgage loans, marketing gains and mortgage origination fees, accounted for approximately 71% of our total noninterest income. A summary of our noninterest income sources is provided in the table below:

Noninterest Income

	Three Months Ended			
($ in thousands)	**3/31/2013**	**12/31/2012**	**9/30/2012**	**6/30/2012**
Mortgage Banking Activities				
Servicing Income	$ 7,836	$ 7,298	$ 2,688	$ 1,969
Marketing Gain, Net	6,507	7,476	8,405	5,818
Origination Points and Fees	3,452	3,879	3,662	3,053
Total Mortgage Banking Activities	**$ 17,795**	**$ 18,653**	**$ 14,755**	**$ 10,840**
Other Noninterest Income	2,373	3,013	5,634	951
Indirect Lending Activities	1,646	1,477	2,164	1,610
SBA Lending Activities	1,084	715	2,107	1,269
Service Charges on Deposit Accounts	949	1,122	1,259	1,180
Other Fees and Charges	887	883	841	852
Bank Owned Life Insurance	313	323	330	332
Securities Gains	0	0	4	0
Total Noninterest Income	**$ 25,047**	**$ 26,186**	**$ 27,094**	**$ 17,034**
Mortgage Banking / Noninterest Income	71%	71%	54%	64%

Business and Growth Strategies

We intend to grow our business and increase shareholder value by focusing on our operating objectives:

Continue Growth of Core Deposit Base. We intend to continue to grow our deposit base to fund investment opportunities and maintain a healthy net interest margin. For the three months ended March 31, 2013, our cost of deposits was 0.52% versus 0.66% for banks headquartered in the Atlanta MSA, according to SNL. We view our retail franchise in the Atlanta MSA as a competitive advantage and will continue to add locations in the future.

Drive Organic Growth. Due to our diverse asset generation capabilities, we have been able to profitably expand our loan portfolio through the recent economic downturn. In addition to our

branch strategy, we continue to hire new employees in our residential mortgage division as we expand that business line in Atlanta and throughout the Southeast. We added 89 employees into the mortgage division in 2012 and have continued to hire new employees throughout 2013. Also, as of March 31, 2013, we had increased our commercial loan portfolio 17.5% versus the same period in 2012. As the economic environment improves, we expect to continue to increase this portfolio on an absolute basis and as a percentage of our overall loan portfolio.

Pursue Selected Acquisitions. We have participated in FDIC-assisted transactions and will continue to review opportunities to participate in such transactions as well as unassisted transactions in the future. We believe that, given the current market environment, further consolidation in the financial services industry will occur and we expect to take advantage of selected opportunities. We intend to acquire within our existing markets and to purchase branches or acquire financial institutions in new markets that will allow us to leverage our competitive strengths.

Corporate Information

Our principal executive offices are located at 3490 Piedmont Road, Suite 1550, Atlanta, Georgia 30305, and our telephone number is (404) 639-6500. Our corporate website address is www.fidelitysouthern.com. Information on, or accessible through, our website is not part of, or incorporated by reference in, this prospectus supplement.

Table of Contents

THE OFFERING

Common stock offered (assuming the underwriters over-allotment option is not exercised)	shares
Over-allotment option	The underwriters may purchase up to shares of common stock within 30 days after the date of this prospectus supplement to cover over-allotments, if any, at the public offering price less the underwriting discount.
Common stock outstanding after this offering	shares of our common stock(1)
Public offering price	$ per share of common stock
Use of proceeds	We estimate that the net proceeds from the sale of our common stock in this offering, after deducting the underwriting discount and estimated offering expenses payable by us, will be $ million.
	We intend to use the net proceeds from this offering, together with our cash on hand as necessary, to: (i) redeem the $48.2 million in shares of our Fixed Rate Cumulative Perpetual Preferred Stock, Series A, or our Preferred Stock, originally issued to the U.S. Department of the Treasury, or the Treasury, under the Troubled Asset Relief Program, or TARP, Capital Purchase Program, or the Program; and (ii) redeem the two series of our fixed rate trust preferred securities, or our TruPS, with an aggregate outstanding principal amount of $20.5 million, plus an estimated $410 thousand of after-tax redemption premiums. We have applied for approval from the Federal Reserve Bank of Atlanta to redeem our Preferred Stock and we believe we will obtain the requisite approval following this offering. We intend to use any remaining net proceeds for general corporate purposes.(2)
Dividend policy	We have historically paid cash dividends on shares of our common stock on a quarterly basis and have more recently distributed stock dividends on shares of our common stock. The payment of future cash dividends, or the distribution of future

Table of Contents

	stock dividends, on our common stock is at the discretion of our board of directors and subject to a number of factors including our financial condition as well as certain regulatory requirements and approval of our regulators. See Risk Factors Risks Related to Our Common Stock and this Offering Our ability to declare and pay dividends is limited.
Listing	Our common stock is listed on the NASDAQ under the symbol LION.
Risk factors	You should carefully consider the risk factors set forth in the section entitled Risk Factors beginning on page S-11 of this prospectus supplement and the risk factors set forth in the section entitled Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012 and in any other documents incorporated by reference in this prospectus supplement before making any decision to invest in our common stock.

(1) The number of shares of our common stock outstanding immediately after the closing of this offering is based on 15,000,918 shares outstanding as of May 31, 2013 and excludes 9,967,658 shares reserved for future issuances of shares of our common stock pursuant to our Equity Incentive Plan, our 401(k) plan, our Direct Stock Purchase and Dividend Reinvestment Plan, our Employee Stock Purchase Plan, and the warrant we issued to the Treasury to purchase 2,575,081.14 shares of common stock at a price of $2.808 per share, or the Warrant.

(2) As a result of the anticipated redemption of our Preferred Stock and TruPS, we estimate that we will incur a total after-tax non-cash charge of $876 thousand, as of March 31, 2013, which includes a non-taxable charge of $636 thousand related to accelerated accretion of the remaining preferred stock discount and an after-tax charge of $240 thousand related to capitalized issuance costs of our TruPS.

Table of Contents

SUMMARY SELECTED CONSOLIDATED FINANCIAL INFORMATION

You should read the summary selected consolidated financial information presented below in conjunction with the Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the notes to those consolidated financial statements appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, which are incorporated by reference in this prospectus supplement.

The tables below set forth selected consolidated financial data for us at and for each of the years in the five-year period ended December 31, 2012 and at and for the three-month periods ended March 31, 2013 and 2012.

The selected consolidated statement of income data for the years ended December 31, 2012, 2011 and 2010, and the selected consolidated balance sheet data as of December 31, 2012 and 2011, have been derived from our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which is incorporated by reference in this prospectus supplement. The selected consolidated statement of income data for the years ended December 31, 2009 and 2008 and the selected consolidated balance sheet data as of December 31, 2010, 2009 and 2008 have been derived from our audited consolidated financial statements that are not included in this prospectus supplement.

The selected consolidated financial information at and for the three months ended March 31, 2013 and 2012 have been derived from our unaudited interim consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, and are incorporated by reference in this prospectus supplement. Historical results are not necessarily indicative of future results. The results for the three months ended March 31, 2013 are not necessarily indicative of our expected results for the full year ending December 31, 2013 or any other period.

	Three Months Ended		**Year Ended**				
($ in thousands, except per share data)	**3/31/2013**	**3/31/2012**	**12/31/2012**	**12/31/2011**	**12/31/2010**	**12/31/2009**	**12/31/2008**
INCOME STATEMENT DATA:							
Interest income	$ 24,975	$ 24,262	$ 97,562	$ 93,700	$ 95,284	$ 97,583	$ 104,054
Interest expense	3,900	4,607	17,078	22,849	30,563	46,009	57,636
Net interest income	21,075	19,655	80,484	70,851	64,721	51,574	46,418
Provision for loan losses	3,476	3,750	13,420	20,325	17,125	28,800	36,550
Noninterest income, including securities gains	25,047	17,655	87,969	51,439	42,909	33,978	17,636
Securities gains, net	0	303	307	1,078	2,291	5,308	1,306
Noninterest expense	32,524	25,350	115,397	85,422	75,973	64,562	48,839
Net income (loss)	6,491	5,316	25,327	11,398	10,133	(3,855)	(12,236)
PERFORMANCE:							
Basic earnings (loss)	$ 0.38(1)	$ 0.31(1)	$ 1.51(2)	$ 0.62(2)	$ 0.60(2)	$ (0.65)(2)	$ (1.16)(2)
Diluted earnings (loss)	0.33(1)	0.28(1)	1.34(2)	0.56(2)	0.53(2)	(0.65)(2)	(1.16)(2)
Book value per common share	10.14(1)	8.56(1)	9.85(2)	8.59(2)	8.05(2)	7.52(2)	8.40(2)
Return on average assets	1.07%(3)	0.96%(3)	1.08%	0.55%	0.54%	(0.21)%	(0.70)%
Return on average shareholders equity	13.53%(3)	12.67%(3)	14.19%	7.43%	7.50%	(2.91)%	(12.43)%
Net interest margin	3.77%(3)	3.86%(3)	3.77%	3.68%	3.66%	2.95%	2.84%
BALANCE SHEET DATA:							
Total assets	$ 2,532,249	$ 2,215,226	$ 2,477,291	$ 2,234,795	$ 1,945,300	$ 1,851,520	$ 1,763,113
Earning assets	2,341,696	2,062,167	2,290,057	2,039,501	1,797,398	1,744,134	1,635,722
Total loans	2,143,204	1,833,708	2,081,125	1,757,720	1,613,270	1,421,090	1,443,862
Total deposits	2,058,151	1,868,377	2,068,011	1,871,516			