

SHEPHERD W CLYDE III  
 Form 4  
 May 16, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SHEPHERD W CLYDE III

2. Issuer Name and Ticker or Trading Symbol  
 FIDELITY SOUTHERN CORP  
 [LION]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3490 PIEDMONT ROAD, SUITE 1550

3. Date of Earliest Transaction (Month/Day/Year)  
 05/14/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
 ATLANTA, GA 30305

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Fidelity Southern Corporation - Common Stock | 05/14/2018                           |  | J <sup>(1)</sup>               | V 820.581 A   | \$ 23.11 318,866.9663   | D  |   |
| Fidelity Southern Corporation - Common Stock |                                      |  |                                |   | 2,078   | I  | By Child - Wm Clyde S Shepherd                        |
|  |                                      |  |                                |   | 39,998  | I  |   |

Fidelity  
Southern  
Corporation  
- Common  
Stock

By Family  
Foundation

Fidelity  
Southern  
Corporation  
- Common  
Stock

5,784

I

By Family  
Partnership

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares                   |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |                            |
| Stock Option (Right to Buy)                | \$ 17.87   |                                      |  |                                |   | 01/21/2017 <sup>(2)</sup>                                | 01/21/2021  | Fidelity Southern Corporation - Common Stock | 10,000                     |
| Stock Option (Right to Buy)                | \$ 22.91   |                                      |  |                                |   | 01/19/2018 <sup>(3)</sup>                                | 01/19/2022  | Fidelity Southern Corporation - Common Stock | 10,000                     |
| Stock Option (Right to Buy)                | \$ 23.75   |                                      |  |                                |   | 01/18/2019 <sup>(4)</sup>                                | 01/18/2023  | Fidelity Southern Corporation - Common Stock | 10,000                     |

|           |            |  |  |  |            |            |             |        |
|-----------|------------|--|--|--|------------|------------|-------------|--------|
| Stock     |            |  |  |  |            |            | Fidelity    |        |
| Option    | \$ 16.82   |  |  |  |            |            | Southern    |        |
| (Right to | <u>(5)</u> |  |  |  | 03/19/2016 | 03/19/2020 | Corporation | 10,000 |
| Buy)      |            |  |  |  |            |            | - Common    |        |
|           |            |  |  |  |            |            | Stock       |        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SHEPHERD W CLYDE III<br>3490 PIEDMONT ROAD<br>SUITE 1550<br>ATLANTA, GA 30305 | X             |           |         |       |

## Signatures

|   |            |
|---|------------|
| Brittany Caylor, Attorney in Fact for W. Clyde<br>Shpherd III | 05/16/2018 |
|---|------------|

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) Reinvested cash dividends received in the second quarter.
- (2) Exercisable: 1/3 on 1/21/2017; 1/3 on 1/21/2018; 1/3 on 1/21/2019
- (3) Exercisable 1/3 on 1/19/2018, 1/3 on 1/19/2019, 1/3 on 1/19/2020
- (4) Exercisable 1/3 on 1/18/2019, 1/3 on 1/18/2020, 1/3 on 1/18/2021
- (5) Exercisable: 1/3 on 3/19/16, 1/3 on 3/19/17, 1/3 on 3/19/18

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.