

# FORM 4

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

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 OF SECURITIES

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

<b>1. Name and Address of Reporting Person -*</b>  <b>Ayers James W.</b> (Last) (First) (Middle)  <b>211 COMMERCE STREET, SUITE 300</b> (Street)  <b>NASHVILLE, TN 37201</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>FB Financial Corp [ FBK ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Executive Chairman</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/28/2019</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Common Stock	6/28/2019		A	(1)	3415	A	\$36.60	13511293	D	
Common Stock	6/28/2019		F	(1)	957	D	\$36.60	13510336	D	
Common Stock (2)								5931	I	Held by Ayers Asset Management, Inc.

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (obligation to sell)	(3)							(3)	(3)	Common Stock	4575.0		4575	I	Held by employees of Ayers Asset Management, Inc.
Restricted Stock Units (obligation to sell) (2)	(3)							(3)	(3)	Common Stock	1356.0		1356	I	Held by employees of Ayers Asset Management, Inc.

**Explanation of Responses:**

- (1) On June 28, 2019, FB Financial Corporation (the "Company") issued 3,415 shares of its common stock, par value \$1.00 per share ("Common Stock") to the reporting person in lieu of his salary, which shares were fully vested on the date of issuance. In connection with the issuance, the Company withheld 957 shares of Common Stock to satisfy a tax withholding obligation, resulting in the issuance of 2,458 shares of Common Stock to the reporting person.
- (2) As reported in Forms 4 filed with the Securities and Exchange Commission (the "SEC") on November 30, 2017, January 4, 2018, April 3, 2018, and July 3, 2018, the reporting person, for no consideration, previously transferred to Ayers Asset Management, Inc. ("AAM") 8,169 shares of Common Stock that the Company paid him as compensation for services rendered to the Company. For more information regarding the issuance and vesting provisions of these restricted stock units, please see the Forms 4 previously filed with the SEC on October 2, 2018 and July 3, 2018.
- (3) For more information regarding the issuance and vesting provisions of these restricted stock units, please see the Forms 4 previously filed with the SEC on October 2, 2018 and July 3, 2018.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ayers James W. 211 COMMERCE STREET, SUITE 300	X	X	Executive Chairman	

**Signatures**

/s/ Beth Sims, as Attorney-in-Fact

7/2/2019

—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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