

# FORM 4

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

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

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**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

1. Name and Address of Reporting Person -*		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Ayers James W.</b>		<b>FB Financial Corp [ FBK ]</b>		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
<b>211 COMMERCE STREET, SUITE 300</b>		<b>12/31/2020</b>		<b>Vice Chairman</b>	
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>NASHVILLE, TN 37201</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<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. 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	12/31/2020		A(1)		4199	A	\$34.73	13618078	D	
Common Stock	12/31/2020		F(1)		1175	D	\$34.73	13616903	D	
Common Stock (2)								5381	I	Held by Ayers Asset Management, Inc.

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

1. Title of Derivate 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)	(3)	Common Stock	906.0		906	I	Held by employees of Ayers Asset Management, Inc.
Restricted Stock Units (obligation to sell) (3)	(3)							(3)	(3)	Common Stock	4475.0		4475	I	Held by employees of Ayers Asset Management, Inc.

**Explanation of Responses:**

- On December 31, 2020, FB Financial Corporation (the "Company") issued 4,199 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 1,175 shares of Common Stock to satisfy a tax withholding obligation, resulting in the issuance of 3,024 net shares of Common Stock to the reporting person.
- 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 RSUs, 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
<b>Ayers James W.</b> <b>211 COMMERCE STREET, SUITE 300</b> <b>NASHVILLE, TN 37201</b>	<b>X</b>	<b>X</b>	<b>Vice Chairman</b>	

**Signatures**

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

1/5/2021

\*\*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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