

BB&T CORP  
Form 8-K  
December 22, 2016

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

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Form 8-K  
Current Report

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Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

December 20, 2016  
Date of Report (Date of earliest event reported)  
BB&T Corporation  
(Exact name of registrant as specified in its charter)

Commission File Number: 1-10853

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North Carolina 56-0939887  
(State or other jurisdiction of incorporation) (I.R.S. Employer Identification No.)

200 West Second Street  
Winston-Salem, North Carolina 27101  
(Address of principal executive offices) (Zip Code)  
(336) 733-2000  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On December 20, 2016, the Board of Directors (the “Board”) of BB&T Corporation (the “Corporation”) approved and adopted amendments to the Corporation’s Amended and Restated Bylaws (as so amended, the “Bylaws”) to implement proxy access. A new Section 14 has been added to Article II of the Bylaws to permit a shareholder, or a group of up to 20 shareholders, owning 3% or more of the Corporation’s outstanding shares of common stock continuously for at least three years to nominate and include in the Corporation’s annual meeting proxy materials director nominees constituting up to the greater of two individuals or 25% of the Board, provided that the shareholder(s) and the nominee(s) satisfy the requirements specified in the Bylaws and the Corporation receives notice of such nominations as required under the Bylaws.

The foregoing summary is qualified in its entirety by reference to the Bylaws, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits

Exhibit No. Description of Exhibit

3.1 Amended and Restated Bylaws of BB&T Corporation.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BB&T CORPORATION  
(Registrant)

By: /s/ Daryl N. Bible

Daryl N. Bible  
Senior Executive Vice President and Chief Financial  
Officer

Date: December 22, 2016