

SUNTRUST BANKS INC  
Form 8-K  
December 20, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported) December 13, 2012

**SunTrust Banks, Inc.**

(Exact name of registrant as specified in its charter)

Georgia  
(State or other jurisdiction  
of incorporation)

001-08918  
(Commission  
File Number)

58-1575035  
(IRS Employer  
Identification No.)

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**303 Peachtree St., N.E.,**

**Atlanta, Georgia**  
(Address of principal executive offices)

**30308**  
(Zip code)

**Registrant's telephone number, including area code (404) 588-7711**

**Not Applicable**

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- .. 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))

**Item 3.03. Material Modification to Rights of Security Holders.**

Under the terms of the Series E Preferred Stock (defined in Item 5.03 below), the ability of SunTrust Banks, Inc. (the Company) to declare or pay dividends on, or purchase, redeem or otherwise acquire, shares of its common stock will be subject to certain restrictions in the event that the Company fails to pay dividends on its Series E Preferred Stock. These restrictions are set forth in the Articles of Amendment establishing the terms of the Series E Preferred Stock, a copy of which is attached as Exhibits 3.1 and 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 19, 2012, the Company filed Articles of Amendment to its Amended and Restated Articles of Incorporation with the Secretary of State of the State of Georgia, setting forth the terms of its Perpetual Preferred Stock, Series E, no par value and \$100,000 liquidation preference per share (the Series E Preferred Stock). A copy of the Articles of Amendment relating to the Series E Preferred Stock is attached as Exhibits 3.1 and 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01. Other Events.**

On December 13, 2012, the Company entered into an agreement (the Underwriting Agreement) between the Company and the representatives of the underwriters listed on Schedule I thereto (the Underwriters), whereby the Company agreed to sell and the Underwriters agreed to purchase from the Company, subject to and upon the terms and conditions set forth in the Underwriting Agreement, 18,000,000 depositary shares (the Depositary Shares), each representing a 1/4,000<sup>th</sup> interest in a share of the Series E Preferred Stock, and granted the Underwriters an option to purchase up to an additional 2,000,000 Depositary Shares to cover over-allotments, if any.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement.

Exhibits 1.1, 4.1, 4.2, 4.3, 4.4, 5.1 and 23.1 to this Current Report on Form 8-K are filed herewith in connection with the Company's effective registration statement on Form S-3 (Registration No. 333-183516) and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits.
- 1.1 Underwriting Agreement, dated December 13, 2012, among SunTrust Banks, Inc. and the representatives of the underwriters listed on Schedule I thereto.
- 3.1 & 4.1 Articles of Amendment with respect to the Series E Preferred Stock.
- 4.2 Form of Certificate representing the Series E Preferred Stock.
- 4.3 Form of Deposit Agreement among the Company, U.S. Bank National Association and the holders from time to time of the Depositary Receipts described therein.
- 4.4 Form of Depositary Receipt (included as part of Exhibit 4.3).
- 5.1 Opinion of King & Spalding LLP.
- 23.1 Consent of King & Spalding LLP (included in Exhibit 5.1).

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.

SUNTRUST BANKS, INC.

Date: December 20, 2012

By: /s/ David A. Wisniewski

David A. Wisniewski  
Group Vice President and Associate General Counsel

**EXHIBIT INDEX**

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