

REGIONS FINANCIAL CORP  
Form 8-K  
February 08, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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): February 3, 2016**

**REGIONS FINANCIAL CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**

**of incorporation)**

**001-34034**  
**(Commission**

**File Number)**  
**1900 FIFTH AVENUE NORTH**

**63-0589368**  
**(IRS Employer**

**Identification No.)**

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**BIRMINGHAM, ALABAMA 35203**

**(Address, including zip code, of principal executive office)**

**Registrant's telephone number, including area code: (205) 581-7890**

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 communication 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 8.01. Other Events.**

On February 8, 2016, Regions Financial Corporation (the Company) issued and sold \$500,000,000 aggregate principal amount of 3.200% Senior Notes due 2021 (the Notes) of the Company. The Notes were sold pursuant to an underwriting agreement (the Underwriting Agreement) with Goldman, Sachs & Co., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC and Regions Securities LLC, as representatives of the several underwriters listed therein (the Underwriters), dated February 3, 2016. The Underwriting Agreement is attached hereto as Exhibit 1.1 and incorporated herein by reference. The Company received \$497,850,000 in proceeds, before offering expenses, from the sale of the Notes.

The Notes were issued pursuant to an Indenture, dated as of August 2005, as supplemented by the Seventh Supplemental Indenture (the Seventh Supplemental Indenture), dated February 8, 2016, between the Company and Deutsche Bank Trust Company Americas, as trustee, a copy of which is filed as Exhibit 4.1 to this Current Report on Form 8-K and incorporated herein by reference. The form of certificate representing the 3.200% Senior Notes due 2021 is filed as Exhibit 4.2 to this Current Report on Form 8-K and incorporated herein by reference. This Current Report on Form 8-K is being filed for the purpose of filing Exhibits 1.1, 4.1, and 4.2 as exhibits to the Company's registration statement on Form S-3 (File No. 333-186811) (the Registration Statement) and such exhibits are incorporated herein by reference into the Registration Statement.

A copy of the opinions of Sullivan & Cromwell LLP, counsel to the Company, are attached as Exhibit 5.1 and Exhibit 8.1 to this Current Report on Form 8-K. Exhibits 5.1, 8.1, 23.1 and 23.2 of this Current Report on Form 8-K are incorporated herein by reference into the Registration Statement.

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

(d) Exhibits

Exhibit

Number

- 1.1 Underwriting Agreement, dated February 3, 2016, by and among Goldman, Sachs & Co., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC and Regions Securities LLC, as representatives of the several underwriters listed therein.
- 4.1 Seventh Supplemental Indenture, dated February 8, 2016, between Regions Financial Corporation and Deutsche Bank Trust Company Americas, as trustee.
- 4.2 Form of 3.200% Senior Notes due 2021 (included in Exhibit 4.1).
- 5.1 Opinion of Sullivan & Cromwell LLP.
- 8.1 Opinion of Sullivan & Cromwell LLP.
- 23.1 Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).
- 23.2 Consent of Sullivan & Cromwell LLP (included in Exhibit 8.1).

**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.

**REGIONS FINANCIAL CORPORATION**

By: /s/ Fournier J. Gale, III  
Name: Fournier J. Gale, III  
Title: Senior Executive Vice President,  
General Counsel and Corporate  
Secretary

Date: February 8, 2016