

REGIONS FINANCIAL CORP  
Form 8-K  
November 22, 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): November 22, 2016

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

DELAWARE                      001-34034      63-0589368  
(State or other jurisdiction   (Commission   (IRS Employer  
of incorporation)              File Number) Identification No.)

1900 FIFTH AVENUE NORTH  
BIRMINGHAM, ALABAMA 35203  
(Address, including zip code, of principal executive office)

Registrant's telephone number, including area code: (800) 734-4667

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:

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 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On November 22, 2016, Regions Financial Corporation (the "Company") sent a notice to participants and beneficiaries in the Regions Financial Corporation 401(k) Plan (the "Plan") that, effective January 1, 2017, the recordkeeper of the Plan is being changed. This notice indicated that, in order to change the recordkeeper, there will be a blackout period that begins at 2:00 p.m. Central Time on December 23, 2016, and is expected to end on January 13, 2017 (the "Blackout Period"). During the Blackout Period, participants in the Plan will temporarily be unable to make changes or conduct transactions within their account, including redirecting investment allocations or requesting withdrawals or distributions of any type. A copy of the notice is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

A participant in the Plan, a security holder or other interested person may obtain, without charge, information regarding the Blackout Period by contacting MassMutual at 800-701-8892 Monday through Friday between 7:00 a.m. and 8:00 p.m. Central Time and referencing 62273.

In connection with the foregoing, on November 22, 2016, the Company sent a notice to its Executive Officers and Directors pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of the Securities and Exchange Commission Regulation BTR (Blackout Trading Restriction). A copy of the notice is attached hereto as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Index  
No.Exhibit

99.1 Notice sent on November 22, 2016 to Regions Financial Corporation 401(k) Plan Participants and Beneficiaries regarding a Blackout Period.

99.2 Notice sent on November 22, 2016 to Regions Financial Corporation's Executive Officers and Directors regarding a Blackout Period.

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: November 22, 2016