

CAPITAL ONE FINANCIAL CORP  
Form 8-K  
June 06, 2013

**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**

**June 3, 2013**

**Date of Report (Date of earliest event reported)**

**Commission File No. 1-13300**

**CAPITAL ONE FINANCIAL CORPORATION**

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

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**Delaware**  
(State or Other Jurisdiction of

**54-1719854**  
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

**1680 Capital One Drive, McLean, Virginia**  
(Address of Principal Executive Offices)

**22102**  
(Zip Code)

**Registrant's telephone number, including area code:**

**(703) 720-1000**

**(Former name, former address and former fiscal year, if changed since last report)**

**(Not applicable)**

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 8.01. Other Events.**

On June 3, 2013, Capital One Financial Corporation (the Company) issued a press release announcing the early tender results and pricing terms of its previously announced offer to exchange any and all of its outstanding 6.750% Senior Notes due 2017 for a combination of new Senior Notes due 2023 and cash (the Exchange Offer). The press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

On June 6, 2013, pursuant to the Exchange Offer, the Company issued \$758,866,000 in aggregate principal amount of its 3.50% Senior Notes due June 15, 2023 (the New Notes) in a private placement conducted pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the Securities Act). The New Notes are governed by a supplemental indenture (the Supplemental Indenture), dated as of June 6, 2013, among the Company, as issuer, and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee), to a senior indenture (the Senior Indenture), dated as of November 1, 1996, between the Company and the Trustee (as successor to Harris Trust and Savings Bank).

Holders of New Notes are entitled to the benefits of a Registration Rights Agreement, dated as of June 6, 2013 (the Registration Rights Agreement), among the Company and Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as dealer managers in connection with the Exchange Offer. Pursuant to the Registration Rights Agreement, the Company has agreed to file a registration statement with the Securities and Exchange Commission with respect to an offer to exchange the New Notes for a new issuance of substantially identical notes registered under the Securities Act on or before 150 days after June 6, 2013, and to use its commercially reasonable efforts to cause such registration statement to be declared effective on or before 210 days after June 6, 2013. The Company may be required to provide a shelf registration statement to cover resales of the New Notes under certain circumstances. If the Company fails to satisfy its obligations under the Registration Rights Agreement, it may be required to pay additional interest on the New Notes.

The foregoing description of the New Notes, Supplemental Indenture, Senior Indenture and Registration Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of these documents and securities, forms or copies of which are attached as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

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

(d) Exhibits.

| Exhibit | Description  |
|---------|--|
| 4.1     | Senior Indenture, dated November 1, 1996, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A. (as successor to Harris Trust and Savings Bank), as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on November 13, 1996) |
| 4.2     | Supplemental Indenture, dated June 6, 2013, between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee  |
| 4.3     | Registration Rights Agreement, dated June 6, 2013, among Capital One Financial Corporation and Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated  |
| 99.1    | Press Release dated June 3, 2013   |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**CAPITAL ONE FINANCIAL CORPORATION**

Dated: June 6, 2013

By: /s/ John G. Finneran, Jr.

**John G. Finneran, Jr.**

**General Counsel and Corporate Secretary**