

BB&T CORP
Form 8-K
August 05, 2014

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
August 4, 2014
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

North Carolina
(State of incorporation)

56-0939887
(I.R.S. Employer

Identification No.)

200 West Second Street

Winston-Salem, North Carolina
(Address of principal executive offices)

27101
(Zip Code)

(336) 733-2000

(Registrant's telephone number, including area code)

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 August 4, 2014, BB&T Corporation (the *Company*) updated its Medium-Term Note Program (the *Medium-Term Note Program*), under which the Company may issue from time to time Medium-Term Notes, Series E (Senior) (the *Series E Notes*), and Medium-Term Notes, Series F (Subordinated) (the *Series F Notes*, and together with the Series E Notes, the *Notes*). The Series E Notes will be issued pursuant to the Indenture Regarding Senior Securities, dated as of May 24, 1996, as amended by the First Supplemental Indenture, dated as of May 4, 2009 (as so amended, and as may be further amended or supplemented from time to time, the *Senior Note Indenture*), between the Company and U.S. Bank National Association, as senior note trustee, and pursuant to the Officers' Certificate and Company Order, dated August 4, 2014, with respect to, among other things, the establishment of the Series E Notes. The Series F Notes will be issued pursuant to the Indenture Regarding Subordinated Securities, dated as of May 24, 1996, as amended by the First Supplemental Indenture, dated as of December 23, 2003, by the Second Supplemental Indenture, dated as of September 24, 2004, and by the Third Supplemental Indenture, dated as of May 4, 2009 (as so amended, and as may be further amended or supplemented from time to time, the *Subordinated Note Indenture*), between the Company and U.S. Bank National Association, as subordinated note trustee, and pursuant to the Officers' Certificate and Company Order, dated August 4, 2014, with respect to, among other things, the establishment of the Series F Notes. The Notes have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3, File No. 333-197375, filed July 11, 2014 (the *Registration Statement*).

In connection with updating its Medium-Term Note Program, the Company entered into a Distribution Agreement, dated August 4, 2014 (the *Distribution Agreement*), with BB&T Capital Markets, a division of BB&T Securities, LLC, Deutsche Bank Securities Inc., and each of the other Agents listed on Schedule A thereto, which agreement is filed as Exhibit 1.1 hereto and pursuant to which the Notes will be sold.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Description of Exhibit
1.1	Distribution Agreement, dated August 4, 2014, between the Registrant and BB&T Capital Markets, a division of BB&T Securities, LLC, Deutsche Bank Securities Inc., and each of the other Agents listed on Schedule A thereto.
4.1	Officers' Certificate and Company Order, dated August 4, 2014, to establish the Series E Notes (excluding exhibits thereto).
4.2	Officers' Certificate and Company Order, dated August 4, 2014, to establish the Series F Notes (excluding exhibits thereto).
4.3	Specimen of Series E Notes.
(a)	Series E (Senior) Form of Global Fixed Rate Note.
(b)	Series E (Senior) Form of Global Floating Rate Note.
(c)	Series E (Senior) Form of Global OID Zero Coupon Note.
(d)	Series E (Senior) Form of Global OID Fixed Rate Note.
(e)	Series E (Senior) Form of Master Global Note.

4.4 Specimen of Series F Notes.

- (a) Series F (Subordinated) Form of Global Fixed Rate Note.
- (b) Series F (Subordinated) Form of Global Floating Rate Note.
- (c) Series F (Subordinated) Form of Global OID Zero Coupon Note.
- (d) Series F (Subordinated) Form of Global OID Fixed Rate Note.
- (e) Series F (Subordinated) Form of Master Global Note.

SIGNATURE

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/ Cynthia B. Powell
Name: Cynthia B. Powell
Title: Executive Vice President and
Corporate Controller (Principal
Accounting Officer)

Date: August 4, 2014