

CAPITAL ONE FINANCIAL CORP
Form DEFA14A
March 20, 2013

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant
]

Check the appropriate box:

- Preliminary Proxy Statement Soliciting Material Under Rule 14a-12
- Confidential, For Use of the
Commission Only (as permitted
by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

Capital One Financial Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - 1) Title of each class of securities to which transaction applies:
 - 2) Aggregate number of securities to which transaction applies:
 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - 4) Proposed maximum aggregate value of transaction:
 - 5) Total fee paid:

- Fee paid previously with preliminary materials:
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
 - 1) Amount previously paid:
 - 2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 2, 2013.**

CAPITAL ONE FINANCIAL CORPORATION

CAPITAL ONE FINANCIAL CORPORATION
1680 CAPITAL ONE DR.
MCLEAN, VA 22102-3491

Meeting Information

Meeting Type:

Annual Meeting

For holders as of:

March 7, 2013

Date: May 2, 2013

Time: 10:00 AM EDT

Location:

Corporate Headquarters
1680 Capital One Drive
McLean, VA 22102

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.


Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Annual Report on Form 10-K


How to View Online:

Have the information that is printed in the box marked by the arrow  XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com


* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow  XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 18, 2013 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow  XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors
 - 1a. Richard D. Fairbank
 - 1b. W. Ronald Dietz
 - 1c. Lewis Hay, III
 - 1d. Benjamin P. Jenkins, III
 - 1e. Peter E. Raskind
 - 1f. Mayo A. Shattuck III
 - 1g. Bradford H. Warner
 - 1h. Catherine G. West

The Board of Directors recommends you vote FOR proposals 2 and 3, and FOR each item of proposal 4.

2. Ratification of selection of Ernst & Young LLP as independent auditors of Capital One for 2013.
3. Advisory approval of Capital One's 2012 Named Executive Officer compensation.
4. Approval of amendments to Capital One's Restated Certificate of Incorporation to remove supermajority voting standards applicable to the following actions:
 - 4a. Future amendments to the Amended and Restated Bylaws and the Restated Certificate of Incorporation
 - 4b. Removing any director from office
 - 4c. Certain business combinations

NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.

To: The Stockholders of Record of Capital One Financial Corporation as of the Close of Business on March 7, 2013

Notice of Proposed Amendment of Certificate of Incorporation

In accordance with Section 242 of the Delaware General Corporation Law, Capital One Financial Corporation (the *Company*) hereby provides notice that amendments to the *Company's* Restated Certificate of Incorporation (the *Certificate*) will be proposed for adoption at its 2013 Annual Stockholder Meeting. A brief summary of the amendments, which are listed in the proxy statement for the 2013 Annual Stockholder Meeting as Item 4(a), Item 4(b) and Item 4(c), is set forth below:

- *Future Amendments to the Bylaws and Certain Sections of the Certificate.* The *Certificate* states that a supermajority vote is necessary for stockholders to amend the *Company's* Amended and Restated Bylaws (the *Bylaws*) and to amend certain provisions in the *Certificate* (specifically, the provisions that: authorize the Board of Directors to create and issue rights to purchase *Company* securities; authorize the Board of Directors and the stockholders to amend the *Bylaws*; require any stockholder action to occur only at a duly called annual or special meeting of stockholders; and address the election and removal of directors). Item 4(a) proposes to amend the *Certificate* so that future amendments to the *Bylaws* and the *Certificate* can be approved by a majority vote of the outstanding shares.
- *Removal of Directors.* The *Certificate* states that a director can be removed from office only by a supermajority vote of stockholders. Item 4(b) proposes to amend this supermajority voting requirement so that directors can be removed by a majority vote of the outstanding shares.
- *Certain Business Combinations.* The *Certificate* states that approval of certain business combinations requires a supermajority vote of the outstanding shares of voting stock and a supermajority vote of the outstanding shares of voting stock not owned by any Interested Stockholder (as defined in the *Certificate*), and that similar supermajority votes are required to approve any amendment to the *Certificate* relating to certain business combinations. Item 4(c) proposes to amend these supermajority voting requirements so that such transactions or amendments can be approved by majority votes.

This summary is qualified in its entirety by reference to Section XIII in the *Company's* proxy statement for the 2013 Annual Stockholder Meeting and Appendix A thereto. You are urged to read the *Company's* proxy statement by accessing a copy of such statement by following the instructions on this Notice Regarding the Internet Availability of Proxy Materials.
