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CAPITAL ONE FINANCIAL CORP

Form S-8 POS

February 08, 2002

As filed with the Securities and Exchange Commission on February 8, 2002
Registration No. 333-72820

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware
(State or other jurisdiction
of incorporation or organization)

54-171854
(I.R.S. Employer
Identification No.)

2980 Fairview Park Drive, Suite 1300
Falls Church, Virginia 22042-4525
(Address, including zip code, of
Registrant's principal executive offices)

CAPITAL ONE FINANCIAL CORPORATION
1999 NON-EMPLOYEE DIRECTORS STOCK INCENTIVE PLAN
(Full title of the plan)

JOHN G. FINNERAN, JR., Esq.
Executive Vice President, General Counsel
and Corporate Secretary
2980 Fairview Park Drive, Suite 1300
Falls Church, Virginia 22042-4525
(703) 205-1030
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

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Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Capital One Financial Corporation (the "Registrant") is filing this Registration Statement solely to register additional shares of Common Stock issuable pursuant to incentive awards granted or to be granted under the Registrant's 1999 Non-Employee Directors Stock Incentive Plan (the "Plan"). This Registration Statement incorporates by reference the contents of the Registrant's earlier Registration Statement Number 333-78635, which relates to 525,000 shares of Common Stock (adjusted for the Registrant's three-for-one stock split effective June 1, 1999) issuable pursuant to incentive awards granted or to be granted under the Plan, and any documents incorporated by reference therein including any such documents subsequently filed by the Registrant. The maximum number of shares that may be issued under the Plan is 825,000.

Item 5. Interests of Named Experts and Counsel.

John G. Finneran, Jr., Esq., Executive Vice President, General Counsel and Corporate Secretary of the Registrant, who has rendered the opinion attached hereto as Exhibit 5, holds 27,051 shares of Common Stock, vested options to purchase an additional 119,652 shares of Common Stock issued under the Registrant's 1994 Stock Incentive Plan and unvested options to purchase an additional 535,293 shares of Common Stock issued under the Registrant's 1994 Stock Incentive Plan.

Item 8. Exhibits.

Exhibit Number -----	Description -----	Reference -----
4	Rights Agreement, dated as of November 16, 1995, between Capital One Financial Corporation and First Chicago Trust Company of New York (as successor to Mellon Bank, N.A.) as Rights Agent	Incorporated by reference to Registrant's Current Report on Form 8-K, filed November 16, 1995
4.1	Amendment Number 1 to Rights Agreement, dated as of April 29, 1999, between Capital One Financial Corporation and First Chicago Trust Company of New York (as successor to Mellon Bank, N.A.) as Rights Agent	Incorporated by reference to Registrant's Current Report on Form 8-K, filed May 5, 1999
4.2	Amendment Number 2 to Rights Agreement, dated as of October 18, 2001, between Capital One Financial Corporation and EquiServe Trust Company, N.A., as successor to First Chicago Trust Company of New York, as Rights Agent	Incorporated by reference to Registrant's Current Report on Form 8-K, filed November 16, 2001
5	Opinion of Counsel	Previously filed
23.1	Consent of Counsel	Contained in Exhibit 5
23.2	Consent of Independent Auditors	Filed herewith

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment Number 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Commonwealth of Virginia, on the 8th day of February 2002.

CAPITAL ONE FINANCIAL CORPORATION

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

John G. Finneran, Jr.
Executive Vice President, General Counsel
and Corporate Secretary

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated below on the 8th day of February, 2002.

SIGNATURE

TITLE

/s/ Richard D. Fairbank*

Richard D. Fairbank

Director, Chairman and Chief Executive Officer
(Principal Executive Officer)

/s/ Nigel W. Morris*

Nigel W. Morris

Director, President and Chief Operating Officer

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/s/ David M. Willey* Executive Vice President and Chief Financial Officer

 David M. Willey (Principal Accounting and Financial Officer)

/s/ W. Ronald Dietz* Director

 W. Ronald Dietz

/s/ James A. Flick, Jr.* Director

 James A. Flick, Jr.

/s/ Patrick W. Gross* Director

 Patrick W. Gross

/s/ James V. Kimsey* Director

 James V. Kimsey

/s/ Stanley I. Westreich* Director

 Stanley I. Westreich

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

 John G. Finneran, Jr.
 Attorney-in-fact

Exhibit Index

Exhibit Number -----	Description -----	Sequential Page Number -----
5	Opinion of Counsel	Previously
23.1	Consent of Counsel	Contained in E
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24	Power of Attorney	Previously

