

REGIONS FINANCIAL CORP

Form 8-K

December 10, 2007

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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

Date of report (Date of earliest event reported): December 10, 2007

REGIONS FINANCIAL CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

000-50831
(Commission File Number)

63-0589368
(IRS Employer

of Incorporation)

Identification No.)

1900 FIFTH AVENUE NORTH BIRMINGHAM, ALABAMA 35203

(Address of Principal Executive Offices)

(205) 944-1300

(Registrant's telephone number, including area code)

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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 communications pursuant to Rule 425 under the Securities Act.
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
 - ☐ Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.
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Item 8.01 Other Events.

On December 10, 2007, Regions Financial Corporation (the Company) issued and sold \$300 million of 7.375% Subordinated Notes due 2037 (the Notes) in a public offering. The Notes were sold pursuant to an Underwriting Agreement (the Underwriting Agreement) among the Company and the underwriters listed on Schedule A thereto, dated December 5, 2007. The Notes were registered under the Securities Act of 1933 pursuant to a shelf registration statement on Form S-3 (File No. 333-142839). The Company received \$296,850,000 in proceeds, before expenses, from the sale of the Notes. The Underwriting Agreement is attached hereto as Exhibit 1.1 and incorporated herein by reference.

The terms of the Notes are governed by a subordinated debt securities indenture, dated as of May 15, 2002, as amended and supplemented by a third supplemental indenture, dated December 10, 2007, between the Company and Deutsche Bank Trust Company Americas, as trustee. The third supplemental indenture, which includes the form of the Notes, is attached hereto as Exhibit 4.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement for the 7.375% Subordinated Notes due 2037, dated December 5, 2007, between Regions Financial Corporation and the underwriters listed in Schedule A thereto.
- 4.1 Third Supplemental Indenture, dated December 10, 2007, between Regions Financial Corporation and Deutsche Bank Trust Company Americas, as trustee.
- 4.2 Form of 7.375% Subordinated Notes due 2037 (included in Exhibit 4.1 above).

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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

Date: December 10, 2007

By: /s/ John D. Buchanan
Name: John D. Buchanan
Title: Executive Vice President,
General Counsel and Corporate Secretary