REGIONS FINANCIAL CORP
Form 8-K
November 01, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): October 31, 2012

REGIONS FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**000-50831**	**63-0589368**

(State or other jurisdiction	**(Commission File Number)**	**(IRS. Employer**
of incorporation)		**Identification No.)**

1900 FIFTH AVENUE NORTH

BIRMINGHAM, ALABAMA 35203

(Address, including zip code, of principal executive office)

Registrant s telephone number, including area code: (800) 734-4667

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 (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 3.03. Material Modification to Rights of Security Holders.

Upon the scheduled issuance of the 6.375% Non-Cumulative Perpetual Preferred Stock, Series A, liquidation preference $1,000 per share, par value $1 per share (the Series A Preferred Stock), of Regions Financial Corporation (the Company) on November 1, 2012, the ability of the Company to declare or pay dividends on, or purchase, redeem or otherwise acquire, shares of its common stock or any securities of the Company that rank junior to the Series A Preferred Stock will be subject to certain restrictions in the event that the Company does not declare and pay (or set aside) dividends on the Series A Preferred Stock for the last preceding dividend period. The terms of the Series A Preferred Stock, including such restrictions, are more fully described in the Certificate of Designations (as defined in Item 5.03 below), a copy of which is filed as Exhibit 3.3 to the Company s Form 8-A filed on November 1, 2012 and is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 31, 2012, the Company filed a Certificate of Designations (the Certificate of Designations) with the Secretary of State of the State of Delaware to establish the preferences, limitations and relative rights of the Series A Preferred Stock. The Certificate of Designations became effective upon filing, and a copy is filed as Exhibit 3.3 to the Company s Form 8-A filed on November 1, 2012 and is incorporated herein by reference.

Item 8.01. Other Events.

On October 25, 2012, the Company entered into an underwriting agreement (the Underwriting Agreement) with Morgan Stanley & Co. LLC, Goldman, Sachs & Co., J.P. Morgan Securities LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters listed therein (the Underwriters), relating to the public offering (the Offering) of 20,000,000 depositary shares (the Depositary Shares), each representing a 1/40th interest in a share of the Series A Preferred Stock and granted the Underwriters an option to purchase up to an additional 2,000,000 Depositary Shares to cover over-allotments, if any. The Underwriting Agreement contains various representations, warranties and agreements by the Company, conditions to closing, indemnification rights and obligations of the parties and termination provisions. The description of the Underwriting Agreement set forth above is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference. This Current Report on Form 8-K is being filed for the purpose of filing Exhibit 1.1 as an exhibit to the Company s registration statement on Form S-3 (File No. 333-167832) (the Registration Statement) and such exhibit is incorporated herein by reference into the Registration Statement.

A copy of the opinions of Sullivan & Cromwell LLP, counsel to the Company, are attached as Exhibit 5.1 and Exhibit 8.1 to this Current Report on Form 8-K. Exhibits 5.1, 8.1, 23.1 and 23.2 of this Current Report on Form 8-K are incorporated herein by reference into the Registration Statement.

The Deposit Agreement, dated as of November 1, 2012 (the Deposit Agreement), by and among the Company, Computershare Trust Company, N.A., as depositary, Computershare Inc., and the holders from time to time of the depositary receipts described therein, relating to the Depositary Shares is filed as Exhibit 4.1 to the Company s Form 8-A filed on November 1, 2012 and incorporated herein by reference. The form of certificate representing the Series A Preferred Stock and the form of depositary receipt representing the Depositary Shares are filed as Exhibit 4.3 and Exhibit 4.2, respectively, to the Company s Form 8-A filed on November 1, 2012 and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	**Description**
1.1	Underwriting Agreement, dated October 25, 2012, by and among Regions Financial Corporation and Morgan Stanley & Co. LLC, Goldman, Sachs & Co., J.P. Morgan Securities LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters listed therein.
3.1	Certificate of Designations of Regions Financial Corporation, filed with the Secretary of State of the State of Delaware and effective October 31, 2012 (filed as Exhibit 3.3 to the Company s Form 8-A filed on November 1, 2012 and incorporated by reference herein).
4.1	

Deposit Agreement, dated as of November 1, 2012, by and among Regions Financial Corporation, Computershare Trust Company, N.A., as depositary, Computershare Inc., and the holders from time to time of the depositary receipts described therein (filed as Exhibit 4.1 to the Company s Form 8-A filed on November 1, 2012 and incorporated by reference herein).

4.2	Form of certificate representing the Series A Preferred Stock (filed as Exhibit 4.3 to the Company s Form 8-A filed on November 1, 2012 and incorporated by reference herein).
4.3	Form of depositary receipt representing the Depositary Shares (filed as Exhibit 4.2 to the Company s Form 8-A filed on November 1, 2012 and incorporated by reference herein).
5.1	Opinion of Sullivan & Cromwell LLP.
8.1	Opinion of Sullivan & Cromwell LLP.
23.1	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).
23.2	Consent of Sullivan & Cromwell LLP (included in Exhibit 8.1).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

		Regions Financial Corporation
Date: November 1, 2012	By:	/s/ Fournier J. Gale, III
		Name: Fournier J. Gale, III
		Title: General Counsel and Corporate Secretary

EXHIBIT INDEX

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3.1	Certificate of Designations of Regions Financial Corporation, filed with the Secretary of State of the State of Delaware and effective October 31, 2012.	Filed as Exhibit 3.3 to the Company s Form 8-A filed on November 1, 2012 and incorporated by reference herein.
4.1	Deposit Agreement, dated as of November 1, 2012, by and among Regions Financial Corporation, Computershare Trust Company, N.A., as depositary, Computershare Inc., and the holders from time to time of the depositary receipts described therein.	Filed as Exhibit 4.1 to the Company s Form 8-A filed on November 1, 2012 and incorporated by reference herein.
4.2	Form of certificate representing the Series A Preferred Stock.	Filed as Exhibit 4.3 to the Company s Form 8-A filed on November 1, 2012 and incorporated by reference herein.
4.3	Form of depositary receipt representing the Depositary Shares.	Filed as Exhibit 4.2 to the Company s Form 8-A filed on November 1, 2012 and incorporated by reference herein.
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23.1	Consent of Sullivan & Cromwell LLP.	Included in Exhibit 5.1.
23.2	Consent of Sullivan & Cromwell LLP.	Included in Exhibit 8.1.