

SYNOVUS FINANCIAL CORP

Form 8-A12B/A

November 23, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-A/A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934
Synovus Financial Corp.
(Exact Name of Registrant as Specified in its Charter)**

Georgia

58-1134883

(State of Incorporation or Organization)

(IRS Employer Identification No.)

1111 Bay Avenue, Suite 500, Columbus, Georgia

31901

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this relates:

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered

Name of Each Exchange on Which Each Class is to be Registered

Common Stock Purchase Rights, expiring December 31, 2005

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

Reference is hereby made to the Registration Statement on Form 8-A filed by Synovus Financial Corp. (the Company) with the Securities and Exchange Commission on April 28, 1999 relating to the Rights Agreement dated as of April 27, 1999 by and between the Company and State Street Bank and Trust Company, as subsequently amended and restated by and between the Company and Mellon Investor Services LLC as of May 14, 2002 (the Rights Agreement). Such Form 8-A is hereby incorporated by reference.

On November 23, 2005, the Board of Directors of the Company approved an amendment to the Rights Agreement to accelerate the Final Expiration Date (as defined therein) of the Rights (as defined therein) from May 5, 2009 to December 31, 2005. The Company and Mellon Investor Services LLC subsequently executed an amendment to the Rights Agreement, dated as of November 23, 2005 (the Amendment) to so accelerate the Final Expiration Date.

The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 4.4 hereto and is incorporated herein by reference.

Item 2. Exhibits.

- 4.3 Amended and Restated Rights Agreement dated as of May 14, 2002 by and between Synovus Financial Corp. and Mellon Investor Services LLC (incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on November 23, 2005)
- 4.4 Amendment No. 1 to Rights Agreement dated as of November 23, 2005 by and between Synovus Financial Corp. and Mellon Investor Services LLC (incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on November 23, 2005)

Signature

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 23, 2005

SYNOVUS FINANCIAL CORP.

(Registrant)

By: /s/ Kathleen Moates

Kathleen Moates

Senior Deputy General Counsel

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