

CAPITAL ONE FINANCIAL CORP  
Form 8-K  
September 08, 2005

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) September 6, 2005

**Capital One Financial Corporation**

(Exact name of registrant as specified in its charter)

Delaware

1-13300

54-1719854

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

1680 Capital One Drive, McLean, Virginia  
(Address of principal executive offices)

22102  
(Zip Code)

Registrant's telephone number, including area code: (703) 720-1000.

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))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On September 6, 2005, Capital One Financial Corporation (["Capital One"]) and Hibernia Corporation (["Hibernia"]) entered into Amendment No. 1, dated as of September 6, 2005 (the ["Amendment"]), to the Agreement and Plan of Merger, dated as of March 6, 2005, between Capital One and Hibernia. A copy of the Amendment is attached hereto as Exhibit 2.1 and is incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

The following exhibits are filed herewith:

**Exhibit**

<b>No.</b>	<b>Description of Exhibit</b>
2.1	Amendment No. 1, dated as of September 6, 2005, to the Agreement and Plan of Merger, dated as of March 6, 2005, between Capital One Financial Corporation and Hibernia Corporation.

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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.

Capital One Financial Corporation

Date September 8, 2005

/s/ John G. Finneran, Jr.

Name: John G. Finneran, Jr.

Title: Executive Vice President, General Counsel and  
Corporate Secretary

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**EXHIBIT INDEX**

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