

CAPITAL ONE FINANCIAL CORP  
Form 8-K  
July 28, 2016

**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**

**July 28, 2016**

**Date of Report (Date of earliest event reported)**

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

**Commission File No. 1-13300**

**Delaware**  
**(State or Other Jurisdiction)**

**54-1719854**  
**(I.R.S. Employer)**

**of Incorporation or Organization)**

**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**

**(Former name, former address and former fiscal year, if changed since last report)**

**(Not applicable)**

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 (see General Instruction A.2. below):

- .. 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 8.01. Other Events.**

On July 28, 2016, Capital One Financial Corporation (the Company) closed the public offering of \$1,500,000,000 aggregate principal amount of its 3.750% Subordinated Notes due 2026 (the Notes), pursuant to an underwriting agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., Morgan Stanley & Co. LLC and Capital One Securities, Inc., as representatives of the several underwriters listed therein. The Notes were issued pursuant to a Subordinated Indenture dated as of August 29, 2006 between the Company and The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York, as Indenture Trustee. The Notes have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (File No. 333-203125).

The foregoing description of the Underwriting Agreement, Notes and other documents relating to this transaction does not purport to be complete and is qualified in its entirety by reference to the full text of these securities and documents, forms or copies of which are attached as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

| <b>No.</b> | <b>Description of Exhibit</b>   |
|------------|---|
| 1.1        | Underwriting Agreement dated July 25, 2016  |
| 4.1        | Subordinated Indenture dated as of August 29, 2006 between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Report on Form 8-K, filed on August 31, 2006) |
| 4.2        | Form of 3.750% Subordinated Note due 2026   |
| 5.1        | Opinion of Gibson, Dunn & Crutcher LLP  |
| 23.1       | Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)  |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**CAPITAL ONE FINANCIAL CORPORATION**

Dated: July 28, 2016

By: /s/ John G. Finneran, Jr.  
John G. Finneran, Jr.  
General Counsel and Corporate Secretary

**EXHIBIT INDEX**

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