

CAPITAL ONE FINANCIAL CORP

Form 8-A12B

November 03, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**Capital One Financial Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**(State of incorporation or organization)**

**54-1719854**

**(I.R.S. Employer Identification no.)**

**1680 Capital One Drive**

**McLean, Virginia 22102**

**(Address of principal executive offices)**

**22102**

**( Zip Code)**

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

| <b>Title of each class<br/>to be so registered</b>                                                                                                | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|
| <b>Depository Shares, Each Representing a<br/>1/40th Interest in a Share of Fixed Rate<br/>Non-Cumulative Perpetual Preferred Stock, Series D</b> | <b>New York Stock Exchange</b>                                           |

If this form relates to the registration 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 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 form relates:**

**333-181047**

**(if applicable)**

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

**None**

**(Title of Class)**

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The securities to be registered hereby are depositary shares of Capital One Financial Corporation (the "Company"), each depositary share representing a 1/40<sup>th</sup> interest in a share of the Company's Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series D, par value \$0.01 per share and liquidation preference \$1,000 per share (the "Preferred Stock"). The descriptions set forth under the sections "Description of Preferred Stock" and "Description of Depositary Shares" in the prospectus supplement dated October 28, 2014, as filed with the Securities and Exchange Commission (the "Commission") on October 29, 2014 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, to the prospectus (the "Base Prospectus") included in the Company's automatic shelf registration statement on Form S-3 (No. 333-181047), as filed with the Commission on April 30, 2012, and the descriptions set forth under the sections "Description of Preferred Stock" and "Description of Depositary Shares" of the Base Prospectus are incorporated herein by reference.

### Item 2. Exhibits.

The following exhibits are filed as a part of this Registration Statement:

| Exhibit No. | Description                                                                                                                                                                                                                                                                                                  |
|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1           | Restated Certificate of Incorporation of the Company (as amended and restated May 5, 2014) (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed on May 5, 2014)                                                                                                      |
| 2           | Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K, filed on May 5, 2014)                                                                                                                                                      |
| 3           | Certificate of Designations of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series D of the Company (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed on October 31, 2014)                                                                                |
| 4           | Deposit Agreement, between the Company, Computershare Trust Company, NA., as Depositary, Computershare Inc. and the Holders from time to time of the Depositary Receipts described therein (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on October 31, 2014) |
| 5           | Form of Depositary Receipt (included in Exhibit 4 hereto)                                                                                                                                                                                                                                                    |

**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, thereto duly authorized.

Date: October 31, 2014

**CAPITAL ONE FINANCIAL  
CORPORATION**

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

**EXHIBIT INDEX**

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