

SUNTRUST BANKS INC

FORM 8-K (Current report filing)

Filed 09/26/11 for the Period Ending 09/23/11

Address	303 PEACHTREE ST N E ATLANTA, GA 30308
Telephone	4045887711
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Symbol	STI
SIC Code	6021 - National Commercial Banks
Industry	Regional Banks
Sector	Financial
Fiscal Year	12/31

**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 23, 2011

SunTrust Banks, Inc.

(Exact name of registrant as specified in its charter)

Georgia
**(State or other jurisdiction
of incorporation)**

001-08918
**(Commission
File Number)**

58-1575035
**(IRS Employer
Identification No.)**

303 Peachtree St., N.E., Atlanta, Georgia
(Address of principal executive offices)

30308
(Zip Code)

Registrant's telephone number, including area code (404) 588-7711

Not Applicable

(Former name or former address, if changed since last report)

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))
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Item 8.01. Other Events.

On September 23, 2011, SunTrust Banks, Inc. (the “Company”) issued a news release announcing the expiration of its previously announced consent solicitation (the “Consent Solicitation”) requesting consents from holders of record at 5:00 p.m., New York City time, on September 9, 2011 of the Company’s 6% Subordinated Notes due 2026 (the “Notes”) to terminate each of four replacement capital covenants (collectively, the “Replacement Capital Covenants”) executed by the Company in connection with the offerings of the following hybrid securities:

- the Company’s Series A Preferred Stock;
- the 5.853% Fixed-to-Floating Rate Normal Preferred Purchase Securities of SunTrust Preferred Capital I;
- the 6.100% Trust Preferred Securities of SunTrust Capital VIII; and
- the 7.875% Trust Preferred Securities of SunTrust Capital IX.

As a result of the Consent Solicitation, holders of a majority in principal amount of the Notes consented to the termination of the Replacement Capital Covenants, and the termination of the Replacement Capital Covenants was effective as of September 23, 2011. A copy of the news release is attached hereto as Exhibit 99.1. A copy of the Termination acknowledging the termination of the Replacement Capital Covenants is attached hereto as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 News Release dated September 23, 2011.

99.2 Termination of Replacement Capital Covenants, dated September 23, 2011.

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.

SUNTRUST BANKS, INC.

Date: September 23, 2011

By: /s/ David A. Wisniewski

David A. Wisniewski

Group Vice President and Associate General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release dated September 23, 2011.
99.2	Termination of Replacement Capital Covenants, dated September 23, 2011.



News Release

Contact: Mike McCoy
(404) 588.7230

For Immediate Release
September 23, 2011

SunTrust Banks, Inc. Announces Results of its Consent Solicitation and Termination of Replacement Capital Covenants

ATLANTA — SunTrust Banks, Inc. (NYSE: STI) announced today the results of its previously announced consent solicitation (the “Consent Solicitation”) for consents (the “Consents”) from holders of record at 5:00 p.m., New York City time, on September 9, 2011, of the Company’s 6% Subordinated Notes due 2026 (the “Notes”) to terminate each of four replacement capital covenants (collectively, the “Replacement Capital Covenants”) executed by the Company in connection with various hybrid securities offerings.

The Consent Solicitation expired at 5:00 p.m., New York City time, on Friday, September 23, 2011 (the “Expiration Time”). As of the Expiration Time, the Company had received the Consent of holders of approximately 68% in principal amount of the Notes. Holders of the Notes who validly delivered and did not validly revoke their Consent prior to the Expiration Time will receive a consent fee of 1.0% of the principal amount of Notes as to which such Consent was validly delivered and not validly revoked. The termination of the Replacement Capital Covenants became effective on September 23, 2011.

Citigroup Global Markets Inc. and SunTrust Robinson Humphrey, Inc. acted as the Solicitation Agents for the Consent Solicitation. Questions regarding the Consent Solicitation may be directed to Citigroup Global Markets Inc. at (800) 558-3745 (toll-free) and to SunTrust Robinson Humphrey, Inc. at (404) 926-5051.

SunTrust Banks, Inc., headquartered in Atlanta, is one of the nation’s largest banking organizations, serving a broad range of consumer, commercial, corporate and institutional clients. As of June 30, 2011, SunTrust had total assets of \$172.2 billion and total deposits of \$124.9 billion. The Company operates an extensive branch and ATM network throughout the high-growth Southeast and Mid-Atlantic states and a full array of technology-based, 24-hour delivery channels. The Company also serves clients in selected markets nationally. Its primary businesses include deposit, credit, trust and investment services. Through various subsidiaries the Company provides mortgage banking, insurance, brokerage, investment management, equipment leasing and investment banking services. SunTrust’s Internet address is suntrust.com.

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TERMINATION OF REPLACEMENT CAPITAL COVENANTS

TERMINATION OF REPLACEMENT CAPITAL COVENANTS, dated as of September 23, 2011 (this “Termination”), by SunTrust Banks, Inc., a Delaware corporation (together with its successors and assigns, the “Corporation”).

WHEREAS, the Corporation executed Replacement Capital Covenants dated as of September 12, 2006, October 25, 2006, December 6, 2006 and March 4, 2008 (together, the “Replacement Capital Covenants”), in favor of and for the benefit of holders of the Corporation’s Covered Debt, as defined in the Replacement Capital Covenants, which at all times during the effectiveness of the Replacement Capital Covenants has been the Corporation’s 6% Subordinated Notes due 2026 (the “Notes”);

WHEREAS, pursuant to Section 4(a) of each of the Replacement Capital Covenants, each Replacement Capital Covenant may be terminated if the holders of a majority in aggregate principal amount of the Covered Debt consent or agree in writing to the termination of the Replacement Capital Covenant and the obligations of the Corporation thereunder;

WHEREAS, on September 12, 2011, the Corporation commenced a solicitation of consents (“Consent Solicitation”) from the holders of the Notes of record on September 9, 2011 to the proposed termination of the Replacement Capital Covenants; and

WHEREAS, pursuant to the Consent Solicitation, as of 12:15 p.m., New York City time, on September 23, 2011, holders of a majority in aggregate principal amount of the Notes validly delivered, and had not validly revoked, their consent to the termination of the Replacement Capital Covenants.

NOW, THEREFORE, the Corporation hereby acknowledges and affirms that the Replacement Capital Covenants and the obligations of the Corporation thereunder, shall be of no further force or effect.

IN WITNESS WHEREOF, the Corporation has caused this Termination to be executed by its duly authorized officer, as of the day and year first above written.

SUNTRUST BANKS, INC.

By: /s/ Timothy J. Schmidt

Name: Timothy J. Schmidt

Title: Senior Vice President -
Head of Funding