

# SUNTRUST BANKS INC

## FORM 8-K/A (Amended Current report filing)

Filed 10/27/11 for the Period Ending 08/09/11

Address	303 PEACHTREE ST N E ATLANTA, GA 30308
Telephone	4045887711
CIK	0000750556
Symbol	STI
SIC Code	6021 - National Commercial Banks
Industry	Regional Banks
Sector	Financial
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) August 9, 2011

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**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)

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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.**

SunTrust Banks, Inc. (the “Company”) has filed a Registration Statement on Form S-3 (333-161712) under the Securities Act of 1933, as amended, registering, among other securities, its Global Medium-Term Notes, Series A (the “Notes”) that may be offered from time to time. A legal opinion as to the legality of certain of the Notes is being filed as Exhibit 5.1 to this report. This opinion replaces the opinion previously filed as an exhibit to the Current Report on Form 8-K filed on August 9, 2011.

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

(d) Exhibits

- 5.1 Opinion of King & Spalding LLP as to the legality of certain of the Company’s Global Medium-Term Notes, Series A.
- 23.1 Consent of King & Spalding LLP (included in Exhibit 5.1).

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SIGNATURE

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 thereunto duly authorized.

SUNTRUST BANKS, INC.

Date: October 27, 2011

By: /s/ David A. Wisniewski  
David A. Wisniewski  
Group Vice President and  
Associate General Counsel

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of King & Spalding LLP as to the legality of certain of the Company's Global Medium-Term Notes, Series A.
23.1	Consent of King & Spalding LLP (included in Exhibit 5.1).

# KING & SPALDING

King & Spalding LLP  
1180 Peachtree Street N.E.  
Atlanta, Georgia 30309-3521  
Phone: 404/ 572-4600  
Fax: 404/572-5100  
www.kslaw.com

October 27, 2011

SunTrust Banks, Inc.  
303 Peachtree Street, N.E.  
Atlanta, Georgia 30308

Re: SunTrust Banks, Inc. Global Medium-Term Notes, Series A

Ladies and Gentlemen:

We have acted as counsel to SunTrust Banks, Inc., a Georgia corporation (the “Company”), in connection with the Registration Statement on Form S-3 (File No. 333-161712) (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended, and the Company’s Global Medium-Term Notes, Series A (the “Notes”) to be issued under an Indenture dated as of September 10, 2007 (the “Indenture”), between the Company and U.S. Bank National Association, as the trustee (the “Trustee”), pursuant to the Master Agency Agreement dated as of September 13, 2010 (the “Master Agency Agreement”) among the Company and the agents named therein.

In connection with this opinion, we have reviewed the Master Agency Agreement, the Indenture, and a specimen of the master global note to which the pricing supplements relating to the Notes will be appended (which together represent the Notes). We have also reviewed such matters of law and examined original, certified, conformed or photographic copies of such other documents, records, agreements and certificates as we have deemed necessary as a basis for the opinions hereinafter expressed. In such review we have assumed the genuineness of signatures on all documents submitted to us as originals and the conformity to original documents of all copies submitted to us as certified, conformed or photographic copies. We have relied, as to the matters set forth therein, on certificates of public officials. As to certain matters of fact material to this opinion, we have relied, without independent verification, upon certificates of the Company, and of certain officers of the Company.

This opinion is limited in all respects to the federal laws of the United States of America and the laws of the States of Georgia and New York, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinions

expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that when the specific terms of a particular series of Notes have been duly authorized and established in accordance with the Indenture; and such Notes have been duly authorized, executed, authenticated, issued and delivered in accordance with the Indenture and the Master Agency Agreement against payment therefor, such Notes will constitute valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, subject, as to the enforcement of remedies, to bankruptcy, insolvency, reorganization, moratorium and similar laws affecting the rights and remedies of creditors generally, and the effects of general principles of equity.

In connection with the opinion expressed above, we have assumed that, at or prior to the time of the delivery of any such Note, (i) the Board of Directors (or a duly authorized committee thereof) shall have duly established the terms of such Note and duly authorized the issuance and sale of such Note and such authorization shall not have been modified or rescinded; (ii) the Company shall remain validly existing as a corporation in good standing under the laws of the State of Georgia; (iii) the effectiveness of the Registration Statement shall not have been terminated or rescinded; (iv) the Indenture and the Notes have been duly authorized, executed and delivered by, and are each valid, binding and enforceable agreements of, each party thereto (other than as expressly covered above in respect of the Company); and (v) there shall not have occurred any change in law affecting the validity or enforceability of such Note. We have also assumed that none of the terms of any Note to be established subsequent to the date hereof, nor the issuance and delivery of such Note, nor the compliance by the Company with the terms of such Note will violate any applicable law or public policy or will result in a violation of any provision of any instrument or agreement then binding upon the Company, or any restriction imposed by any court or governmental body having jurisdiction over the Company.

In connection with our opinion above, we note that, as of the date of this opinion, a judgment for money in an action based on Notes payable in foreign currencies in a federal or state court in the United States ordinarily would be enforced in the United States only in United States dollars. The date used to determine the rate of conversion of the foreign currency in which a particular Note is payable into United States dollars will depend upon various factors, including which court renders the judgment. However, if a judgment for money in an action based on the Notes were entered by a New York court, such court would enter the judgment in the foreign currency.

We hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K/A filed by the Company with the Commission on the date hereof and its incorporation by reference into the Registration Statement. In addition, if a pricing supplement relating to the offer and sale of any particular Note or Notes is prepared and filed by the Company with the Commission on this date or a future date and the pricing supplement contains a reference to us

and our opinion substantially in the form set forth below, this consent shall apply to the reference to us and our opinion in substantially such form:

“In the opinion of King & Spalding LLP, as counsel to the Company, when the notes offered by this pricing supplement have been executed and issued by the Company and authenticated by the trustee pursuant to the indenture, and delivered against payment as contemplated herein, such notes will constitute valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, subject, as to the enforcement of remedies, to bankruptcy, insolvency, reorganization, moratorium and similar laws affecting the rights and remedies of creditors generally, and the effects of general principles of equity. This opinion is given as of the date hereof and is limited to the federal laws of the United States of America and the laws of the States of New York and Georgia. In addition, this opinion is subject to customary assumptions about the trustee’s authorization, execution, delivery and, with respect to the notes, authentication, of the indenture and the notes and the validity, binding nature and enforceability of the indenture and notes with respect to the trustee, all as stated in the letter of such counsel dated October 27, 2011, which has been filed as an exhibit to a Current Report on Form 8-K/A by the Company on October 27, 2011. [This opinion is also subject to the discussion, as stated in such letter, of the enforcement of notes denominated in a foreign currency.]”

Very truly yours,  
/s/ King & Spalding LLP