

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

**FORM S-3
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

SunTrust Banks, Inc.
(Exact name of Registrant as specified in its charter)

Georgia
(State or other jurisdiction of
incorporation or organization)

58-1575035
(I.R.S. Employer
Identification Number)

**303 Peachtree Street, NE
Atlanta, Georgia 30308
(800) 786-8787**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Ellen M. Fitzsimmons
Corporate Executive Vice President, General Counsel and Corporate Secretary
SunTrust Banks, Inc.
**303 Peachtree Street, NE
Atlanta, Georgia 30308
(800) 786-8787**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

with copies to:
**Keith M. Townsend
Zachary L. Cochran
King & Spalding LLP
1180 Peachtree Street, NE
Atlanta, Georgia 30309
(404) 572-4600**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Senior debt securities	(2)	(2)	(2)	(2)
Subordinated debt securities				
Preferred stock				
Depository shares(3)				
Common stock				
Warrants				
Purchase contracts				
Units(4)				

- (1) The securities of each class may be offered and sold by the Registrant or may be offered and sold, from time to time, by one or more selling securityholders to be identified in the future. The selling securityholders may purchase the securities directly from the Registrant, or from one or more underwriters, dealers or agents.
- (2) An indeterminate aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be offered at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities or that are issued in warrants, purchase contracts, units or represented by depository shares. In accordance with Rules 456(b) and 457(r), the Registrant is deferring payment of all of the registration fee and will pay the registration fee subsequently in advance or on a pay-as-you-go basis.
- (3) Each depository share will be issued under a deposit agreement, will represent an interest in a fractional share or multiple shares of preferred stock and will be evidenced by a depository receipt.
- (4) Any securities registered hereunder may be sold as units with other securities registered hereunder. Each unit will represent an interest in two or more securities, which may or may not be separable from one another. Because units will consist of a combination of other securities registered hereunder, no additional registration fee is required for the units.

PROSPECTUS



SunTrust Banks, Inc.

Senior Debt Securities
Subordinated Debt Securities
Preferred Stock
Depositary Shares
Common Stock
Warrants
Purchase Contracts
Units

The securities listed above may be offered and sold by us or may be offered and sold, from time to time, by one or more selling securityholders to be identified in the future. We will provide the specific terms of these securities in supplements to this prospectus. We may offer and sell these securities to or through one or more underwriters, dealers and agents, directly to purchasers or through a combination of these methods, on a continuous or delayed basis from time to time. You should read this prospectus and the applicable prospectus supplement carefully before you invest in the securities described in the applicable prospectus supplement.

This prospectus may not be used to sell securities unless accompanied by a prospectus supplement.

These securities will be our equity securities or unsecured obligations, will not be savings accounts, deposits or other obligations of any bank or savings association, and will not be insured by the Federal Deposit Insurance Corporation, the bank insurance fund or any other governmental agency or instrumentality.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is September 18, 2018

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Unless the context requires otherwise, references to “we,” “us,” “our” and similar terms are to SunTrust Banks, Inc. and its subsidiaries.

ABOUT THIS PROSPECTUS

This prospectus is a part of a registration statement that we filed with the Securities and Exchange Commission (“SEC”) using a “shelf” registration process. Under this shelf registration statement, we may sell, either separately or together, senior debt securities, subordinated debt securities, preferred stock, depositary shares representing interests in preferred stock, common stock, warrants, purchase contracts and units in one or more offerings.

Each time we sell securities, we will provide a prospectus supplement, pricing supplement, index supplement, product supplement or other type of offering document or supplement (together referred to as a “prospectus supplement”) that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and the applicable prospectus supplement together with the additional information described under the heading “Where You Can Find More Information.”

The registration statement that contains this prospectus, including the exhibits to the registration statement, contains additional information about us and the securities offered under this prospectus. That registration statement can be read at the SEC’s website or at the SEC’s offices mentioned under the heading “Where You Can Find More Information.”

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can read and copy these materials at the SEC’s public reference room at 100 F Street, N.E., Washington, D.C. 20549. You can obtain information about the operation of the SEC’s public reference room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains information we have filed electronically with the SEC, which you can access over the Internet at www.sec.gov. Our SEC filings are also available at the offices of the New York Stock Exchange. For further information on obtaining copies of our public filings at the New York Stock Exchange, you should call 212-656-3000.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the following documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities

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Exchange Act of 1934, as amended (the “Exchange Act”) (other than, in each case, information that is deemed not to have been filed in accordance with SEC rules), until we sell all the securities offered by this prospectus:

- Annual Report on Form 10-K for the year ended December 31, 2017;
- Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018 and June 30, 2018;
- Current Reports on Form 8-K filed January 26, 2018, January 29, 2018, February 14, 2018, April 20, 2018, April 24, 2018 (two filings), April 26, 2018, June 28, 2018 and July 24, 2018;
- the description of SunTrust’s Perpetual Preferred Stock, Series A, no par value and \$100,000 liquidation preference per share, contained in our Registration Statement on Form 8-A, under Section 12(b) of the Exchange Act, filed September 12, 2006, including any amendment or report filed for the purpose of updating such description; and
- the description of SunTrust’s common stock, \$1.00 par value per share, contained in our Registration Statement on Form 8-A, under Section 12(b) of the Exchange Act, filed March 5, 2003, including any amendment or report filed for the purpose of updating such description.

You may request a copy of these filings (other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing), at no cost, by writing or calling us at the following address:

SunTrust Banks, Inc.
303 Peachtree Street, NE
Atlanta, Georgia 30308
Telephone: 404-658-4879
Attn: Corporate Secretary

You should rely only on the information contained or incorporated by reference in this prospectus and the applicable prospectus supplement. We have not authorized anyone else to provide you with additional or different information. We may only use this prospectus to sell securities if it is accompanied by a prospectus supplement. We are only offering these securities in jurisdictions where such offer is permitted. You should not assume that the information in this prospectus or the applicable prospectus supplement or any document incorporated by reference is accurate as of any date other than the dates of the applicable documents.

USE OF PROCEEDS

We intend to use the net proceeds from the sales of securities as set forth in the applicable prospectus supplement.

VALIDITY OF THE SECURITIES

Unless otherwise indicated in the applicable prospectus supplement, the validity of the securities will be passed upon for us by our counsel, King & Spalding LLP, Atlanta, Georgia. Any underwriters will be represented by their own legal counsel.

EXPERTS

Ernst & Young LLP, an independent registered public accounting firm, has audited our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017, and the effectiveness of our internal control over financial reporting as of December 31, 2017, as set forth in their reports, which are incorporated by reference in this prospectus and elsewhere in this registration statement. Our consolidated financial statements as of December 31, 2017 are incorporated by reference in reliance on Ernst & Young LLP’s reports, given on the authority of such firm as experts in accounting and auditing.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table sets forth the various expenses, other than the underwriting discounts and commissions, expected to be incurred by the Registrant in connection with the sale and distribution of the securities being registered hereby, all of which will be borne by the Registrant.

Filing Fee—Securities and Exchange Commission	\$ (1)
Accounting fees and expenses	(2)
Legal fees and expenses	(2)
Trustee and depository fees and expenses	(2)
Printing and engraving expenses	(2)
Blue sky fees and expenses	(2)
Ratings agency fees	(2)
Listing fees and expenses	(2)
Miscellaneous fees and expenses	(2)
Total	<u>\$ (2)</u>

- (1) The Registrant is registering an indeterminate amount of securities under this Registration Statement and in accordance with Rules 456(b) and 457(r), the Registrant is deferring payment of any additional registration fee until the time the securities are sold under this Registration Statement pursuant to a prospectus supplement.
- (2) These fees are calculated based on the number of issuances and amount of securities offered and, accordingly, cannot be estimated at this time.

Item 15. Indemnification of Directors and Officers.

The following summary is qualified in its entirety by reference to the Georgia Business Corporation Code (the “GBCC”) and the Registrant’s Amended and Restated Bylaws.

Statutory Authority

The GBCC allows a corporation, pursuant to the corporation’s articles of incorporation, bylaws, contract or resolution approved or ratified by the corporation’s shareholders, to indemnify or obligate itself to indemnify a director or officer made party to a proceeding, including a proceeding brought by or in the right of the corporation. In addition, the GBCC permits a corporation to eliminate or limit the personal liability of a director to the corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, provided that no provisions shall eliminate or limit the liability of a director: (A) for any appropriation, in violation of his duties, of any business opportunity of the corporation; (B) for acts or omissions which involve intentional misconduct or a knowing violation of law; (C) for unlawful corporate distributions; or (D) for any transaction from which the director received an improper personal benefit. This provision, which has been adopted by the Company, pertains only to breaches of duty by directors in their capacity as directors (and not in any other corporate capacity, such as officers) and limits liability only for breaches of fiduciary duties under Georgia corporate law (and not for violation of other laws, such as the federal securities laws).

Bylaw Authority

Pursuant to the terms and subject to the limitations contained in Article VII of the Registrant’s Amended and Restated Bylaws, the Registrant will indemnify each person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral or investigative and whether formal or informal, because such person is or was a director or officer of the Registrant, or a person who, while a director or officer of the Registrant, is or was serving at the Registrant’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses (including counsel fees) incurred in the proceeding if such person conducted himself or herself in good faith and, in the

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case of conduct in an official capacity, such person reasonably believed such conduct was in the best interest of the Registrant, or in all other cases, such person reasonably believed such conduct was at least not opposed to the best interests of the Registrant and, in the case of any criminal proceeding, such person had no reasonable cause to believe his or her conduct was unlawful. The Registrant will not, however, indemnify any person in connection with (i) a proceeding by or in the right of the Registrant, except for reasonable expenses incurred in connection with the proceeding if it is determined that such person has met the relevant standard of conduct in the Registrant's Amended and Restated Bylaws, or (ii) with respect to conduct for which such person was adjudged liable on the basis that personal benefit was improperly received, whether or not involving action in such person's official capacity.

Pursuant to the terms and subject to the limitations contained in Article VII of the Registrant's Amended and Restated Bylaws, the Registrant may advance funds to pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding because such person is a director or officer in advance of final disposition of the proceeding if authorized by the Registrant's Board of Directors and if such person furnishes (1) a written affirmation of his or her good faith belief that he or she has met the standard of conduct required for indemnification and (2) a written undertaking executed personally by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Registrant. Such undertaking must be an unlimited general obligation of the director or officer but need not be secured and shall be accepted without reference to the financial ability to make repayment.

The foregoing rights of indemnification and advancement of expenses are not intended to be exclusive of any other right to which those indemnified may be entitled, and the Registrant may provide additional indemnity and rights to its directors, officers, employees or agents to the extent they are consistent with law and the Registrant's constituent documents.

The Registrant also carries insurance to provide indemnification to its directors and officers. Such policy provides for indemnification of the Registrant for losses and expenses it might incur to its directors and officers for successful defense of claims alleging negligent acts, errors, omissions or breach of duty while acting in their capacity as directors or officers and indemnification of its directors and officers for losses and expense upon the unsuccessful defense of such claims.

Item 16. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
1.1*	Form of Underwriting Agreement for Debt Securities
1.2*	Form of Underwriting Agreement for Preferred Stock or Depositary Shares
1.3*	Form of Underwriting Agreement for Common Stock
1.4*	Form of Underwriting Agreement for Warrants
1.5*	Form of Underwriting Agreement for Purchase Contracts
1.6*	Form of Underwriting Agreement for Units
1.7	Master Agency Agreement, dated as of September 13, 2010 among SunTrust Banks, Inc. and SunTrust Robinson Humphrey, Inc., incorporated by reference to Exhibit 1.1 to the Registrant's Form 8-K filed on September 14, 2010, (i) as amended by Amendment No. 1 to Master Agency Agreement, dated October 3, 2012, among SunTrust Banks, Inc. and SunTrust Robinson Humphrey, Inc., incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed October 3, 2012 and (ii) as amended and supplemented by the Agent Accession Letter, dated April 25, 2018, among SunTrust Banks, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, incorporated by reference to Exhibit 1.2 to the Registrant's Current Report on Form 8-K filed April 26, 2018

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- 4.1 Amended and Restated Articles of Incorporation of the Registrant, restated effective January 20, 2009, incorporated by reference to [Exhibit 4.1](#) to the Registrant’s Current Report on Form 8-K filed January 22, 2009, as further amended by (i) Articles of Amendment dated December 13, 2012, incorporated by reference to [Exhibit 3.1](#) to the Registrant’s Current Report on Form 8-K filed December 20, 2012, (ii) the Articles of Amendment dated November 6, 2014, incorporated by reference to [Exhibit 3.1](#) to the Registrant’s Current Report on Form 8-K filed November 7, 2014, (iii) the Articles of Amendment dated May 1, 2017, incorporated by reference to [Exhibit 3.1](#) to the Registrant’s Current Report on Form 8-K filed May 2, 2017, and (iv) the Articles of Amendment dated November 13, 2017, incorporated by reference to [Exhibit 3.1](#) to the Registrant’s Current Report on Form 8-K filed November 14, 2017
- 4.2 [Bylaws of the Registrant, as amended and restated on August 11, 2015, incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed August 13, 2015](#)
- 4.3.1 [Indenture dated as of September 10, 2007 between SunTrust and U.S. Bank National Association, as Trustee, to be used in connection with the issuance of Senior Debt Securities, incorporated by reference to Exhibit 4.1 to the Registrant’s Form 8-K filed on September 10, 2007](#)
- 4.3.2 [Form of Indenture between SunTrust and U.S. Bank National Association, as Trustee, to be used in connection with the issuance of Subordinated Debt Securities \(incorporated by reference to Exhibit 4.4.2 to the Registrant’s Form S-3 filed on September 5, 2006\)](#)
- 4.4.1 [Form of Senior Debt Security \(included in Exhibit 4.3.1\)](#)
- 4.4.2* Form of Subordinated Debt Security
- 4.5* Form of Preferred Stock Certificate
- 4.6* Form of Deposit Agreement, including form of Depositary Receipt
- 4.7* Form of Warrant Agreement, including form of Warrant Certificate
- 4.8* Form of Purchase Contract
- 4.9* Form of Unit Agreement, including form of Unit Certificate
- 5.1 [Opinion of King & Spalding LLP](#)
- 8.1 [Tax Opinion of King & Spalding LLP](#)
- 12.1 [Ratio of Earnings to Fixed Charges and Preferred Stock Dividends](#)
- 23.1 [Consent of King & Spalding LLP \(include in Exhibit 5.1\)](#)
- 23.2 [Consent of Ernst & Young LLP](#)
- 24.1 [Power of Attorney \(included on signature page of this Registration Statement\)](#)
- 25.1 [Statement of Eligibility of U.S. Bank National Association, as Trustee under the Indenture for Senior Debt](#)
- 25.2 [Statement of Eligibility of U.S. Bank National Association, as Trustee under the Indenture for Subordinated Debt](#)

* To be filed under a Current Report on Form 8-K and incorporated by reference herein.

Item 17. Undertakings.

- (A) The undersigned Registrant hereby undertakes:
 - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933, as amended (the “Securities Act”);

- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission (the “SEC”) pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (i), (ii) and (iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act to any purchaser:
 - (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
 - (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser, the Registrant undertakes that in a primary offering of securities of the Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i) Any preliminary prospectus or prospectus of the Registrant relating to the offering required to be filed pursuant to Rule 424;

- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the Registrant or used or referred to by the Registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the Registrant or its securities provided by or on behalf of the Registrant; and
 - (iv) Any other communication that is an offer in the offering made by the Registrant to the purchaser.
- (B) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (C) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on September 18, 2018.

SunTrust Banks, Inc.

By: /s/ William H. Rogers, Jr.

Name: William H. Rogers, Jr.

Title: Chairman of the Board and Chief Executive Officer

We, the undersigned directors and officers of SunTrust Banks, Inc. whose signatures appear below, do hereby constitute and appoint Ellen M. Fitzsimmons and L. Allison Dukes, and each or either of them, our true and lawful attorneys-in-fact and agents with full and several power of substitution, to do any and all acts and things in our names and on our behalf in our capacities as directors and officers and to execute any and all instruments necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this registration statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission; and we do hereby ratify and confirm all that said attorneys and agents, or any of them, shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities on September 18, 2018.

<u>Signature</u>	<u>Title</u>
<u>/s/ William H. Rogers, Jr.</u> William H. Rogers, Jr.	Chairman of the Board (Director) and Chief Executive Officer (Principal Executive Officer)
<u>/s/ L. Allison Dukes</u> L. Allison Dukes	Corporate Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Ryan Richards</u> Ryan Richards	Senior Vice President and Controller (Principal Accounting Officer)
<u>/s/ Dallas S. Clement</u> Dallas S. Clement	Director
<u>/s/ Paul R. Garcia</u> Paul R. Garcia	Director
<u>/s/ M. Douglas Ivester</u> M. Douglas Ivester	Director

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<u>Signature</u>	<u>Title</u>
<u>/s/ Donna S. Morea</u> Donna S. Morea	Director
<u>/s/ David M. Ratcliffe</u> David M. Ratcliffe	Director
<u>/s/ Agnes Bundy Scanlan</u> Agnes Bundy Scanlan	Director
<u>/s/ Frank P. Scruggs, Jr.</u> Frank P. Scruggs, Jr.	Director
<u>/s/ Bruce L. Tanner</u> Bruce L. Tanner	Director
<u>/s/ Steven C. Voorhees</u> Steven C. Voorhees	Director
<u>/s/ Thomas R. Watjen</u> Thomas R. Watjen	Director

KING & SPALDING

King & Spalding LLP
1180 Peachtree Road NE
Atlanta, GA 30309
Phone: 404/572-4600
Fax: 404/572-5100
www.kslaw.com

September 18, 2018

SunTrust Banks, Inc.
303 Peachtree Street, NE
Atlanta, Georgia 30308

Ladies and Gentlemen:

We have acted as counsel for SunTrust Banks, Inc., a Georgia corporation (the "Company"), in connection with the registration pursuant to a registration statement on Form S-3 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended, of an indeterminate amount of the following securities (each, a "Security"):

(a) Senior Debt Securities of the Company (the "Senior Debt Securities"), which may be issued pursuant the Indenture, dated September 10, 2007 (the "Senior Indenture"), between the Company and U.S. Bank National Association, as Trustee (the "Senior Trustee"), and which include the Company's senior debt securities designated as its Global Medium-Term Notes, Series A (the "Series A Notes");

(b) Subordinated Debt Securities of the Company (the "Subordinated Debt Securities"), which may be issued pursuant to an Indenture (the "Subordinated Indenture") between the Company and U.S. Bank National Association, as Trustee (the "Subordinated Trustee");

(c) Shares of Preferred Stock of the Company, no par value (the "Preferred Stock");

(d) Depositary Shares, each representing a fractional interest in a share of Preferred Stock ("Depositary Shares"), to be issued under a deposit agreement (the "Deposit Agreement");

(e) Shares of Common Stock, par value \$1.00 per share, of the Company (the "Common Stock");

(f) Warrants of the Company (the "Warrants");

(g) Purchase Contracts of the Company (the "Purchase Contracts"); and

(h) Units (“Units”) consisting of two or more of the securities listed above, which may or may not be separable from one another.

In so acting, we have examined and relied upon the accuracy of original, certified, conformed or photographic copies of such records, agreements, certificates and other documents as we have deemed necessary or appropriate to enable us to render the opinions set forth below. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photographic copies and, as to certificates of public officials, we have assumed the same to have been properly given and to be accurate.

We have assumed that the execution and delivery of, and the performance of all obligations under, the Senior Indenture, the Subordinated Indenture, the Deposit Agreement and any contract governing or establishing the terms of any Warrants, Purchase Contracts or Units have been or will have been duly authorized by all requisite action by each party thereto (other than the Company), that such documents have been or will have been duly executed and delivered by each party thereto (other than the Company), and that such documents are or will be the valid and binding agreements of each party thereto (other than the Company) enforceable against each party thereto (other than the Company) in accordance with their respective terms. In connection with the opinions expressed below, we have also assumed that, at or prior to the time of the delivery of any such Security, (i) the Company shall remain validly existing as a corporation in good standing under the laws of the State of Georgia; (ii) the Registration Statement shall have become effective and such effectiveness shall not have been terminated or rescinded; (iii) there shall not have occurred any change in law affecting the validity or enforceability of such Security; and (iv) that the execution and delivery of, and performance by the Company pursuant to, any Security whose terms are established subsequent to the date hereof (A) require no action by or in respect of, or filing with, any governmental body, agency or official and (B) do not contravene, or constitute a default under, any provision of applicable law or regulation or any judgment, injunction, order or decree or any agreement or other instrument binding upon the Company.

Based upon the foregoing, and subject to the additional assumptions, qualifications and limitations set forth below, we are of the opinion that:

(1) The Senior Debt Securities, including the Series A Notes, when (a) the definitive terms and provisions of the Senior Debt Securities and of their issuance and sale have been duly authorized and established and (b) executed by the Company, authenticated by the Senior Trustee in accordance with the Senior Indenture, and delivered to and paid for by the purchasers thereof, will constitute valid and 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 to the effect of general principles of equity.

(2) The Subordinated Debt Securities, when (a) the Subordinated Indenture has been duly authorized, executed and delivered by the Company in the form attached to the Registration Statement, (b) the definitive terms and provisions of the Subordinated Debt Securities and of

their issuance and sale have been duly authorized and established and (c) executed by the Company, authenticated by the Subordinated Trustee in accordance with the Subordinated Indenture, and delivered to and paid for by the purchasers thereof, will constitute valid and 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 to the effect of general principles of equity.

(3) Any shares of Preferred Stock, when (a) the terms of the Preferred Stock and of their issuance and sale have been duly authorized and established, (b) articles of amendment setting forth the terms of the Preferred Stock have been duly filed with the Secretary of State of the State of Georgia and (c) certificates in the form required under Georgia corporate law representing the shares of Preferred Stock have been executed and countersigned, and delivered to and paid for by the purchasers thereof, will be validly issued, fully paid and non-assessable shares of Preferred Stock. The shares of Preferred Stock covered by the opinion in this paragraph include any shares of Preferred Stock that may be represented by Depositary Shares or may be issued as part of Units or upon exercise, conversion or otherwise pursuant to the terms of any other Securities.

(4) Any Depositary Shares, when (a) the Deposit Agreement has been duly authorized, executed and delivered by the Company, (b) the terms of the Depositary Shares and of their issuance and sale have been duly authorized and established, (c) the Preferred Stock represented by the Depositary Shares has been duly delivered to the applicable depositaries and (d) the depositary receipts evidencing the Depositary Shares have been duly executed by the Company and countersigned by the applicable depositary against deposit of the Preferred Stock in accordance with the Deposit Agreement and delivered to and paid for by the purchasers thereof, will constitute valid and binding interests in the corresponding shares of Preferred Stock and entitle the holders thereof to the rights specified in the Deposit Agreement, subject, as to the enforcement of remedies, to bankruptcy, insolvency, reorganization, moratorium and similar laws affecting the rights and remedies of creditors generally and to the effect of general principles of equity.

(5) Any shares of Common Stock, when (a) the terms of their issuance and sale have been duly authorized and established and (b) delivered to and paid for by the purchasers thereof, will be validly issued, fully paid and non-assessable shares of Common Stock. The shares of Common Stock covered by the opinion in this paragraph include any shares of Common Stock that may be issued as part of Units or upon exercise, conversion or otherwise pursuant to the terms of any other Securities.

(6) The Warrants, when (a) the warrant agreement governing and establishing the terms of the Warrants has been duly authorized, executed and delivered by the Company and (b) the terms of the Warrants and of their issuance and sale have been duly authorized and established, and (c) executed by the Company, countersigned in accordance with the warrant agreement, and delivered to and paid for by the purchasers thereof, will be validly issued and will constitute valid and 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 to the effect of general principles of equity.

(7) The Purchase Contracts, when (a) any contract governing and establishing the terms of the Purchase Contracts has been duly authorized, executed and delivered by the Company, (b) the terms of the Purchase Contracts and of their issuance and sale have been duly authorized and established, and (c) executed by the Company, countersigned or authenticated (as applicable) in accordance with any contract governing and establishing the terms of the Purchase Contracts, and delivered to and paid for by the purchasers thereof, will be validly issued and will constitute valid and 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 to the effect of general principles of equity.

(8) The Units, when (a) any contract governing and establishing the terms of the Units has been duly authorized, executed and delivered by the Company, (b) the terms of the Units and of their issuance and sale have been duly authorized and established, and (c) executed by the Company, countersigned or authenticated (as applicable) in accordance with any contract governing and establishing the terms of the Units, and delivered to and paid for by the purchasers thereof, will be validly issued and will constitute valid and 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 to the effect of general principles of equity.

In connection with our opinions in paragraphs (1) and (2) above, we note that, as of the date of this opinion, a judgment for money in an action based on Senior Debt Securities or Subordinated Debt Securities 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 Senior Debt Security or Subordinated Debt Security is payable into United States dollars will depend upon various factors, including which court renders the judgment.

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 that 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.

This opinion is given as of the date hereof, and we assume no obligation to advise you after the date hereof of facts or circumstances that come to our attention or changes in law that occur which could affect the opinions contained herein. This letter is being rendered for the benefit of the Company in connection with the matters addressed herein.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the caption "Validity of the Securities" in the prospectus that forms a part thereof. In addition, if a pricing supplement relating to the offer and sale of any Series A

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 September 18, 2018, which has been filed as an exhibit to the Company’s Registration Statement relating to the notes filed with the Commission on such date. [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

KING & SPALDING

King & Spalding LLP
1180 Peachtree Road NE
Atlanta, GA 30309
Phone: 404/572-4600
Fax: 404/572-5100
www.kslaw.com

September 18, 2018

SunTrust Banks, Inc.
303 Peachtree Street, NE
Atlanta, Georgia 30308

Ladies and Gentlemen:

We have acted as counsel to SunTrust Banks, Inc., a Georgia corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-3 (the “Registration Statement”) and the preparation and filing of a Prospectus Supplement thereto dated September 18, 2018 (the “Prospectus Supplement”) relating to the offer and sale of the Company’s Global Medium-Term Notes, Series A (the “Medium-Term Notes”), as supplemented by the Contingent Coupon Note Product Supplement No. CCN-1 dated September 18, 2018 (the “CCN Product Supplement”) relating to the offer and sale of the Company’s contingent coupon notes (the “Contingent Coupon Notes”), the Market Participation Note Product Supplement No. MP-1 dated September 18, 2018 (the “MP Product Supplement”) relating to the offer and sale of the Company’s Market Participation Notes (the “Market Participation Notes”), the Product Supplement No. EQUITY INDICES SUN-1 dated September 18, 2018 (the “SUN-1 Product Supplement”) relating to the offer and sale of the Company’s Market-Linked Step Up Notes (the “Market-Linked Step Up Notes”), and the Product Supplement No. EQUITY INDICES LIRN-1 dated September 18, 2018 (the “LIRN-1 Product Supplement”) relating to the offer and sale of the Company’s Leveraged Index Return Notes (the “Leveraged Index Return Notes”).

In rendering the opinion set forth below, we have reviewed such matters of law and examined and relied upon original, certified, conformed or photographic copies of such other documents, records, agreements and certificates as we have deemed relevant and necessary as a basis for such opinion. In connection with such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as duplicates or certified or conformed copies, and the authenticity of the originals of such latter documents.

Our opinion set forth below is based on the Internal Revenue Code of 1986, as amended, Treasury Regulations promulgated thereunder, administrative pronouncements, and judicial precedents, all as of the date hereof. The foregoing authorities may be repealed, revoked or modified, and any such change may have retroactive effect.

Based on the foregoing, and subject to the qualifications, limitations and assumptions set forth in the Prospectus Supplement, the CCN Product Supplement, the MP Product Supplement, the SUN-1 Product Supplement and the LIRN-1 Product Supplement, as applicable, we are of the opinion that the statements set forth in the Prospectus Supplement under the caption "United States Federal Taxation," in the CCN Product Supplement under the caption "Certain U.S. Federal Income Tax Considerations," in the MP Product Supplement under the caption "Certain U.S. Federal Income Tax Considerations," in the SUN-1 Product Supplement under the caption "U.S. Federal Income Tax Considerations," and in the LIRN-1 Product Supplement under the caption "U.S. Federal Income Tax Considerations," to the extent such statements summarize U.S. federal income tax consequences of the purchase, beneficial ownership and disposition of the Medium-Term Notes, in the case of the Prospectus Supplement, the Contingent Coupon Notes, in the case of the CCN Product Supplement, the Market Participation Notes, in the case of the MP Product Supplement, the Market-Linked Step Up Notes, in the case of the SUN-1 Product Supplement, and the Leveraged Index Return Notes, in the case of the LIRN-1 Product Supplement, are accurate in all material respects.

We express no opinion herein concerning any law other than the federal income tax law of the United States. Moreover, we note that our opinion is not binding on the Internal Revenue Service or courts, any of which could take a contrary position.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name under the respective captions listed above in such supplements.

Very truly yours,

/s/ King & Spalding LLP

SunTrust Banks, Inc.
Ratio of Earnings to Fixed Charges and Preferred Stock Dividends

(Dollars in millions)	For the Six Months Ended June 30		For the Year Ended December 31				
	2018	2017	2017	2016	2015	2014	2013
Ratio 1 - Including interest on deposits							
Earnings:							
Income before income taxes, less portion attributable to noncontrolling interest ¹	\$1,683	\$1,376	\$2,805	\$2,683	\$2,697	\$2,267	\$1,666
Fixed charges	541	386	840	643	588	633	626
Total earnings	\$2,224	\$1,762	\$3,645	\$3,326	\$3,285	\$2,900	\$2,292
Fixed charges:							
Interest on deposits	\$ 291	\$ 175	\$ 404	\$ 259	\$ 219	\$ 235	\$ 291
Interest on funds purchased and securities sold under agreements to repurchase	21	10	28	11	5	4	4
Interest on other short-term borrowings	12	5	8	3	3	14	13
Interest on trading liabilities	18	13	26	24	22	21	17
Interest on long-term debt	157	139	288	260	252	270	210
Portion of rents representative of the interest factor of rental expense	42	44	86	86	87	89	91
Total fixed charges	541	386	840	643	588	633	626
Preferred stock dividend requirements	68	54	116	94	90	53	46
Fixed charges and preferred stock dividends	\$ 609	\$ 440	\$ 956	\$ 737	\$ 678	\$ 686	\$ 672
Ratio of earnings to fixed charges	4.11x	4.56x	4.34x	5.17x	5.59x	4.58x	3.66x
Ratio of earnings to fixed charges and preferred stock dividends	3.65x	4.00x	3.81x	4.51x	4.85x	4.23x	3.41x
Ratio 2 - Excluding interest on deposits							
Earnings, excluding interest on deposits:							
Income before income taxes, less portion attributable to noncontrolling interest ¹	\$1,683	\$1,376	\$2,805	\$2,683	\$2,697	\$2,267	\$1,666
Fixed charges, excluding interest on deposits	250	211	436	384	369	398	335
Total earnings, excluding interest on deposits	\$1,933	\$1,587	\$3,241	\$3,067	\$3,066	\$2,665	\$2,001
Fixed charges, excluding interest on deposits:							
Interest on funds purchased and securities sold under agreements to repurchase	\$ 21	\$ 10	\$ 28	\$ 11	\$ 5	\$ 4	\$ 4
Interest on other short-term borrowings	12	5	8	3	3	14	13
Interest on trading liabilities	18	13	26	24	22	21	17
Interest on long-term debt	157	139	288	260	252	270	210
Portion of rents representative of the interest factor of rental expense	42	44	86	86	87	89	91
Total fixed charges, excluding interest on deposits	250	211	436	384	369	398	335
Preferred stock dividend requirements	68	54	116	94	90	53	46
Fixed charges, excluding interest on deposits, and preferred stock dividends	\$ 318	\$ 265	\$ 552	\$ 478	\$ 459	\$ 451	\$ 381
Ratio of earnings to fixed charges, excluding interest on deposits	7.73x	7.51x	7.44x	7.99x	8.31x	6.70x	5.97x
Ratio of earnings to fixed charges and preferred stock dividends, excluding interest on deposits	6.08x	5.98x	5.88x	6.42x	6.68x	5.91x	5.25x

¹ Amortization expense related to qualified affordable housing investment costs is recognized in Provision for income taxes for all periods presented as allowed by an accounting standard adopted in 2014. Prior to 2014, these amounts were recognized in Other noninterest expense, and therefore, for comparative purposes, \$49 million of amortization expense was reclassified to Provision for income taxes for the year ended December 31, 2013.

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption “Experts” in this Registration Statement (Form S-3) and related Prospectus of SunTrust Banks, Inc. for the registration of Senior Debt Securities, Subordinated Debt Securities, Purchase Contracts, Units, Warrants, Depositary Shares, Preferred Stock and Common Stock and to the incorporation by reference therein of our reports dated February 23, 2018, with respect to the consolidated financial statements of SunTrust Banks, Inc., and the effectiveness of internal control over financial reporting of SunTrust Banks, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Atlanta, Georgia
September 18, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**
Check if an Application to Determine Eligibility of
a Trustee Pursuant to Section 305(b)(2)

U.S. BANK NATIONAL ASSOCIATION

(Exact name of Trustee as specified in its charter)

31-0841368
I.R.S. Employer Identification No.

800 Nicollet Mall
Minneapolis, Minnesota
(Address of principal executive offices)

55402
(Zip Code)

Steven J. Gomes
U.S. Bank National Association
One Federal Street, 3rd Floor
Boston, MA 02110
(617) 603-6549
(Name, address and telephone number of agent for service)

SunTrust Banks, Inc.
(Issuer with respect to the Securities)

Georgia
(State or other jurisdiction of
incorporation or organization)

58-1575035
(I.R.S. Employer
Identification No.)

303 Peachtree Street, NE
Atlanta, GA
(Address of Principal Executive Offices)

30308
(Zip Code)

Senior Debt Securities
(Title of the Indenture Securities)

FORM T-1

Item 1. GENERAL INFORMATION . Furnish the following information as to the Trustee.

a) *Name and address of each examining or supervising authority to which it is subject.*

Comptroller of the Currency
Washington, D.C.

b) *Whether it is authorized to exercise corporate trust powers.*

Yes

Item 2. AFFILIATIONS WITH OBLIGOR. *If the obligor is an affiliate of the Trustee, describe each such affiliation.*

None

Items 3-15 *Items 3-15 are not applicable because to the best of the Trustee's knowledge, the obligor is not in default under any Indenture for which the Trustee acts as Trustee.*

Item 16. LIST OF EXHIBITS: *List below all exhibits filed as a part of this statement of eligibility and qualification.*

1. A copy of the Articles of Association of the Trustee.*
2. A copy of the certificate of authority of the Trustee to commence business, attached as Exhibit 2.
3. A copy of the certificate of authority of the Trustee to exercise corporate trust powers, attached as Exhibit 3.
4. A copy of the existing bylaws of the Trustee.**
5. A copy of each Indenture referred to in Item 4. Not applicable.
6. The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939, attached as Exhibit 6.
7. Report of Condition of the Trustee as of June 30, 2018 published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.

* Incorporated by reference to Exhibit 25.1 to Amendment No. 2 to registration statement on S-4, Registration Number 333-128217 filed on November 15, 2005.

** Incorporated by reference to Exhibit 25.1 to registration statement on form S-3ASR, Registration Number 333-199863 filed on November 5, 2014.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, U.S. BANK NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Boston, Commonwealth of Massachusetts on the 18th day of September, 2018.

By: /s/ Steven J. Gomes

Steven J. Gomes

Vice President



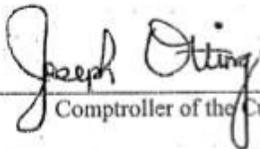
CERTIFICATE OF CORPORATE EXISTENCE

I, Joseph Otting, Comptroller of the Currency, do hereby certify that:

1. The Comptroller of the Currency, pursuant to Revised Statutes 324, et seq, as amended, and 12 USC 1, et seq, as amended, has possession, custody, and control of all records pertaining to the chartering, regulation, and supervision of all national banking associations.

2. "U.S. Bank National Association," Cincinnati, Ohio (Charter No. 24), is a national banking association formed under the laws of the United States and is authorized thereunder to transact the business of banking on the date of this certificate.

IN TESTIMONY WHEREOF, today,
May 8, 2018, I have hereunto subscribed
my name and caused my seal of office to
be affixed to these presents at the U.S.
Department of the Treasury, in the City
of Washington, District of Columbia



Comptroller of the Currency





CERTIFICATION OF FIDUCIARY POWERS

I, Joseph Otting, Comptroller of the Currency, do hereby certify that:

1. The Office of the Comptroller of the Currency, pursuant to Revised Statutes 324, et seq, as amended, and 12 USC 1, et seq, as amended, has possession, custody, and control of all records pertaining to the chartering, regulation, and supervision of all national banking associations.

2. "U.S. Bank National Association," Cincinnati, Ohio (Charter No. 24), was granted, under the hand and seal of the Comptroller, the right to act in all fiduciary capacities authorized under the provisions of the Act of Congress approved September 28, 1962, 76 Stat. 668, 12 USC 92a, and that the authority so granted remains in full force and effect on the date of this certificate.

IN TESTIMONY WHEREOF, today,

May 8, 2018, I have hereunto subscribed my

name and caused my seal of office to be

affixed to these presents at the U.S.

Department of the Treasury, in the City of

Washington, District of Columbia.



Joseph Otting

Comptroller of the Currency

Exhibit 6

CONSENT

In accordance with Section 321(b) of the Trust Indenture Act of 1939, the undersigned, U.S. BANK NATIONAL ASSOCIATION hereby consents that reports of examination of the undersigned by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Dated: September 18, 2018

By: /s/ Steven J. Gomes

Steven J. Gomes
Vice President

Exhibit 7
U.S. Bank National Association
Statement of Financial Condition
As of 6/30/2018

(\$000's)

	6/30/2018
Assets	
Cash and Balances Due From Depository Institutions	\$ 18,933,741
Securities	111,465,209
Federal Funds	92,722
Loans & Lease Financing Receivables	279,066,037
Fixed Assets	3,726,559
Intangible Assets	13,023,820
Other Assets	26,714,957
Total Assets	\$453,023,045
Liabilities	
Deposits	\$350,952,197
Fed Funds	2,497,543
Treasury Demand Notes	0
Trading Liabilities	904,426
Other Borrowed Money	34,319,863
Acceptances	0
Subordinated Notes and Debentures	3,300,000
Other Liabilities	13,252,394
Total Liabilities	\$405,226,423
Equity	
Common and Preferred Stock	18,200
Surplus	14,266,915
Undivided Profits	32,711,429
Minority Interest in Subsidiaries	800,078
Total Equity Capital	\$ 47,796,622
Total Liabilities and Equity Capital	\$453,023,045

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**
Check if an Application to Determine Eligibility of
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Steven J. Gomes
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One Federal Street, 3 rd Floor
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SunTrust Banks, Inc.
(Issuer with respect to the Securities)

Georgia
(State or other jurisdiction of
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58-1575035
(I.R.S. Employer
Identification No.)

303 Peachtree Street, NE
Atlanta, GA
(Address of Principal Executive Offices)

30308
(Zip Code)

Subordinated Debt Securities
(Title of the Indenture Securities)

FORM T-1

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Comptroller of the Currency
Washington, D.C.

b) *Whether it is authorized to exercise corporate trust powers.*

Yes

Item 2. AFFILIATIONS WITH OBLIGOR. *If the obligor is an affiliate of the Trustee, describe each such affiliation.*

None

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SIGNATURE

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By: /s/ Steven J. Gomes

Steven J. Gomes

Vice President



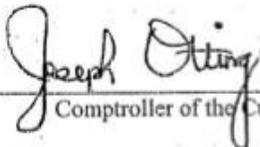
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IN TESTIMONY WHEREOF, today,
May 8, 2018, I have hereunto subscribed
my name and caused my seal of office to
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Comptroller of the Currency





CERTIFICATION OF FIDUCIARY POWERS

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2. "U.S. Bank National Association," Cincinnati, Ohio (Charter No. 24), was granted, under the hand and seal of the Comptroller, the right to act in all fiduciary capacities authorized under the provisions of the Act of Congress approved September 28, 1962, 76 Stat. 668, 12 USC 92a, and that the authority so granted remains in full force and effect on the date of this certificate.

IN TESTIMONY WHEREOF, today,

May 8, 2018, I have hereunto subscribed my

name and caused my seal of office to be

affixed to these presents at the U.S.

Department of the Treasury, in the City of

Washington, District of Columbia.



Joseph Otting

Comptroller of the Currency

Exhibit 6

CONSENT

In accordance with Section 321(b) of the Trust Indenture Act of 1939, the undersigned, U.S. BANK NATIONAL ASSOCIATION hereby consents that reports of examination of the undersigned by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Dated: September 18, 2018

By: /s/ Steven J. Gomes

Steven J. Gomes
Vice President

Exhibit 7
U.S. Bank National Association
Statement of Financial Condition
As of 6/30/2018

(\$000's)

	6/30/2018
Assets	
Cash and Balances Due From Depository Institutions	\$ 18,933,741
Securities	111,465,209
Federal Funds	92,722
Loans & Lease Financing Receivables	279,066,037
Fixed Assets	3,726,559
Intangible Assets	13,023,820
Other Assets	26,714,957
Total Assets	\$453,023,045
Liabilities	
Deposits	\$350,952,197
Fed Funds	2,497,543
Treasury Demand Notes	0
Trading Liabilities	904,426
Other Borrowed Money	34,319,863
Acceptances	0
Subordinated Notes and Debentures	3,300,000
Other Liabilities	13,252,394
Total Liabilities	\$405,226,423
Equity	
Common and Preferred Stock	18,200
Surplus	14,266,915
Undivided Profits	32,711,429
Minority Interest in Subsidiaries	800,078
Total Equity Capital	\$ 47,796,622
Total Liabilities and Equity Capital	\$453,023,045