

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)

January 29, 2018

SunTrust Banks, Inc.

(Exact name of registrant as specified in its charter)

Georgia

001-08918

58-1575035

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

303 Peachtree St., N.E., Atlanta, Georgia

30308

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(800) 786-8787

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On January 29, 2018, SunTrust Banks, Inc. (the “Company”) issued a press release announcing its intention to redeem all of the issued and outstanding shares of its Perpetual Preferred Stock, Series E (the “Preferred Stock”), and the related issued and outstanding depositary shares, each representing a 1/4,000 interest in a share of Preferred Stock, on March 15, 2018 (the “Preferred Stock Redemption”). The Preferred Stock Redemption is in accordance with the terms of the Company’s Articles of Amendment to its Restated Articles of Incorporation, effective as of December 19, 2012, and the related deposit agreement between the Company and U.S. Bank National Association, as depositary for the Preferred Stock.

Upon redemption, the Preferred Stock will no longer be outstanding, and all rights with respect to such stock will cease and terminate, except the right to receive payment of the redemption price. Also, upon redemption, the depositary shares representing interests in shares of the Preferred Stock will be de-listed from trading on the New York Stock Exchange.

A copy of the press release announcing the notice of redemption is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1. [Press release, dated January 29, 2018, announcing the notice of redemption](#)

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.

Date: January 29, 2018

SUNTRUST BANKS, INC.
(Registrant)
By: /s/ Curt Phillips
Curt Phillips, Group Vice President, Associate General
Counsel and Assistant Corporate Secretary



News Release

Contact: Mike McCoy
(404) 588-7230
michael.mccoy@suntrust.com

For Immediate Release
January 29, 2018

SunTrust Announces Redemption of Series E Depositary Shares

ATLANTA - SunTrust Banks, Inc. today announced that it has submitted a redemption notice to the company's depository, U.S. Bank, National Association, for the full redemption of all 4,500 issued and outstanding shares of the Company's Perpetual Preferred Stock, Series E (Preferred Stock) and all 18,000,000 issued and outstanding shares of the related depository shares (Series E Depositary Shares). Each Series E Depositary Share represents a 1/4,000 interest in a share of the Preferred Stock (NYSE: STI-E). The Board of Governors of the Federal Reserve System has previously approved the redemption.

The Series E Depositary Shares will be redeemed on March 15, 2018 (Redemption Date) at a redemption price of \$25.00 per Series E Depositary Share, representing an aggregate amount of \$450,000,000.00, plus all accrued and unpaid dividends to the Redemption Date. The Series E Depositary Shares will no longer be outstanding after the Redemption Date, and all rights of the holders of the Series E Depositary Shares will cease and terminate.

A notice of redemption specifying the terms, conditions and procedures for the redemption will be mailed to holders of record of Series E Depositary Shares, and is available by contacting U.S. Bank, National Association, the depository and the redemption agent for the Series E Depositary Shares, by mail at 111 Fillmore Avenue E, St. Paul, MN 55107, Attention: Global Corporate Trust Services, or by phone at 1.800.934.6802. Questions regarding the redemption of the Series E Depositary Shares may be directed to U.S. Bank.

This press release does not constitute a notice of redemption under the certificate of designation governing the Preferred Stock and is qualified in its entirety by reference to the notice of redemption.

About SunTrust Banks, Inc.

SunTrust Banks, Inc. (NYSE: STI) is a purpose-driven company dedicated to Lighting the Way to Financial Well-Being for the people, businesses, and communities it serves. Headquartered in Atlanta, the Company has two business segments: Consumer and Wholesale. Its flagship subsidiary, SunTrust Bank, operates an extensive branch and ATM network throughout the high-growth Southeast and Mid-Atlantic states, along with 24-hour digital access. Certain business lines serve consumer, commercial, corporate, and institutional clients nationally. As of December 31, 2017, SunTrust had total assets of \$206 billion and total deposits of \$161 billion. The Company provides deposit, credit, trust, investment, mortgage, asset management, securities brokerage, and capital market services. SunTrust leads onUp, a national movement inspiring Americans to build financial confidence. Join the movement at onUp.com.