

**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
July 30, 2019**

Date of Report (Date of earliest event reported)

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
(I.R.S. Employer Identification No.)

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

30308
(Zip Code)

(800) 786-8787
(Registrant's telephone number, including area code)

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:

- 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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock	STI	New York Stock Exchange
Depository Shares, Each Representing a 1/4000th Interest in a Share of Perpetual Preferred Stock, Series A	STI PRA	New York Stock Exchange
5.853% Fixed-to-Floating Rate Normal Preferred Purchase Securities of SunTrust Preferred Capital I (representing interests in shares of Perpetual Preferred Stock, Series B)	STI/PRI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company 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 5.07 Submission of Matters to a Vote of Security Holders.

On July 30, 2019, SunTrust Banks, Inc. (“SunTrust”) held a special meeting of shareholders. At the special meeting, shareholders voted on the following matters: (1) approval of the merger agreement, dated as of February 7, 2019 and amended as of June 14, 2019, by and between BB&T Corporation (“BB&T”) and SunTrust (the “Merger Agreement”); (2) approval, on an advisory (non-binding) basis, of certain compensation arrangements for SunTrust’s named executive officers in connection with the merger contemplated by the Merger Agreement; and (3) approval of the adjournment of the special meeting if necessary or appropriate to solicit additional proxies in favor of the approval of the Merger Agreement or to ensure the timely provision of any supplement or amendment to the joint proxy statement/prospectus to holders of SunTrust common stock and holders of SunTrust preferred stock.

A total of 357,874,047 shares of SunTrust common and preferred stock were present or represented by proxy at the meeting. This represented approximately 81% of the shares of SunTrust common and preferred stock that were outstanding and entitled to vote at the SunTrust special meeting, constituting a quorum for all matters to be presented at the SunTrust special meeting.

The results of the shareholders’ votes are reported below:

1. With respect to the approval of the Merger Agreement, the votes were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
354,167,941	2,350,339	1,355,489	—

2. With respect to the approval, on an advisory (non-binding) basis, of certain compensation arrangements for SunTrust’s named executive officers in connection with the merger contemplated by the Merger Agreement, the votes were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
338,988,335	16,048,941	2,836,772	—

3. With respect to the approval of the adjournment of the special meeting if necessary or appropriate to solicit additional proxies in favor of the approval of the Merger Agreement or to ensure the timely provision of any supplement or amendment to the joint proxy statement/prospectus to holders of SunTrust common stock and holders of SunTrust preferred stock, the votes were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
327,422,901	28,562,012	1,889,134	—

With respect to proposal number three, to approve the adjournment of the special meeting if necessary or appropriate to solicit additional proxies in favor of the approval of the Merger Agreement or to ensure the timely provision of any supplement or amendment to the joint proxy statement/prospectus to holders of SunTrust common stock and holders of SunTrust preferred stock, although the vote was taken, no motion to adjourn was made because the proposal to approve the Merger Agreement had passed.

Item 8.01 Other Events.

On July 30, 2019, SunTrust issued a press release announcing that the agreement providing for the merger of equals of SunTrust and BB&T has been approved by a vote of the SunTrust shareholders held at a special meeting at SunTrust’s headquarters. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release, dated July 30, 2019](#)

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 hereunto duly authorized.

SunTrust Banks, Inc.
(Registrant)

By: /s/ Curt Phillips
Name: Curt Phillips
Title: Senior Vice President, Assistant General Counsel and
Assistant Corporate Secretary

Date: July 30, 2019



News Release

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For Release

July 30, 2019

SunTrust Shareholders Approve Merger with BB&T to Form Truist

ATLANTA – SunTrust Banks, Inc. (NYSE: STI) shareholders today approved the agreement for the merger of equals of SunTrust and BB&T Corporation (NYSE: BBT). This completes another step in the process to form the premier financial institution, Truist, serving approximately 10 million U.S. consumer households and a full range of business clients.

At a special meeting of shareholders held today, nearly 99 percent (98.96) of the shares voted were cast in favor of the proposal to approve the merger agreement with BB&T.

“We are very pleased with the enthusiastic approval of our shareholders for the merger of SunTrust with BB&T to form Truist,” said SunTrust Chairman and CEO Bill Rogers. “Our best path forward is to align with a partner that values a purpose-driven approach, sound risk management and leading technology. We found that in BB&T. Together, our combined scale will allow us to compete more effectively while enhancing our client experience and community support.”

Pending regulatory approval and other customary closing conditions, the companies expect the merger to close late in the third quarter or in the fourth quarter of this year.

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. SunTrust leads onUp, a national movement inspiring Americans to build financial confidence. 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 June 30, 2019, SunTrust had total assets of \$222 billion and total deposits of \$161 billion. The Company provides deposit, credit, trust, investment, mortgage, asset management, securities brokerage, and capital market services. Learn more at suntrust.com.

Cautionary Note Regarding Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the financial condition, results of operations, business plans and the future performance of BB&T and SunTrust. Words such as “anticipates,” “believes,” “estimates,” “expects,” “forecasts,” “intends,” “plans,” “projects,” “could,” “may,” “should,” “will” or other similar words and expressions are intended to identify these forward-looking statements. These forward-looking statements are based on BB&T’s and SunTrust’s current expectations and assumptions regarding BB&T’s and SunTrust’s businesses, the economy, and other future conditions. Because forward-looking statements relate to future results and occurrences, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict. Many possible events or factors could affect BB&T’s or SunTrust’s future financial results and performance and could cause actual results or performance to differ materially from anticipated results or performance. Such risks and uncertainties include, among others: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the definitive merger agreement between BB&T and SunTrust, the outcome of any legal proceedings that may be instituted against BB&T or SunTrust, delays in completing the transaction, the failure to obtain necessary regulatory approvals (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction) or to satisfy any of the other conditions to the transaction on a timely basis or at all, the possibility that the anticipated benefits of the transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where BB&T and SunTrust do business, the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events, diversion of management’s attention from ongoing business operations and opportunities, potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the transaction, the ability to complete the transaction and integration of BB&T and SunTrust successfully, and the dilution caused by BB&T’s issuance of additional shares of its capital stock in connection with the transaction. Except to the extent required by applicable law or regulation, each of BB&T and SunTrust disclaims any obligation to update such factors or to publicly announce the results of any revisions to any of the forward-looking statements included herein to reflect future events or developments. Further information regarding BB&T, SunTrust and factors which could affect the forward-looking statements contained herein can be found in BB&T’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as updated by its Quarterly Reports on Form 10-Q, and its other filings with the Securities and Exchange Commission (“SEC”), and in SunTrust’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as updated by its Quarterly Reports on Form 10-Q, and its other filings with the SEC.

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