

**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): October 9, 2019

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)

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

303 Peachtree Street, N.E., Atlanta, GA

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)

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

| Title of Each Class | Trading Symbol(s) | Name of Exchange on Which Registered |
|--|-------------------|--------------------------------------|
| Common Stock | STI | New York Stock Exchange |
| Perpetual Preferred Stock, Series A ⁽¹⁾ | STI PRA | New York Stock Exchange |
| Perpetual Preferred Stock, Series B ⁽²⁾ | STI/PRI | New York Stock Exchange |

⁽¹⁾ Depositary Shares, Each Representing a 1/4000th Interest in a Share of Perpetual Preferred Stock, Series A.

⁽²⁾ 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).

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 5.02**Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 9, 2019, the Board of Directors of SunTrust Banks, Inc. (the “Company”) appointed Linnie M. Haynesworth as a director of the Company, effective immediately. The Company issued a news release on the same day announcing the appointment, which the Company files as Exhibit 99.1 to this Current Report on Form 8-K and which is incorporated herein by reference. The Board has assigned Ms. Haynesworth to serve on its Governance and Nominating Committee and its Risk Committee. Ms. Haynesworth will receive compensation in accordance with the Company's standard compensation arrangements for non-employee directors, which consist of an annual cash retainer of \$90,000 paid in four installments and, following the Company's annual meeting of shareholders, a grant of restricted stock or restricted stock units, at the director's election, having a value of \$140,000 on the date of grant, which vests upon the earlier of one year from the date of grant or the next annual meeting of shareholders.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|--|
| 99.1 | Press Release dated October 9, 2019. |
| 101 | Interactive Data File in Inline XBRL format (embedded within the Inline XBRL document of this Form 8-K). |
| 104 | Cover Page Interactive Data File in Inline XBRL format (included in Exhibit 101 to this Form 8-K). |

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.

(Registrant)

Date: October 9, 2019

By: /s/ Curt Phillips

Curt Phillips,
Senior Vice President, Assistant General Counsel and Assistant Corporate Secretary



News Release

Contact: *Media*
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Linnie Haynesworth appointed to SunTrust Board of Directors

ATLANTA (October 9, 2019) – SunTrust Banks, Inc. (NYSE: STI) Chairman and Chief Executive Officer William H. Rogers, Jr. today announced that Linnie Haynesworth has been appointed to the SunTrust Board of Directors. Following the proposed merger with BB&T Corporation, she will continue on the Truist Board of Directors for the new combined company.

"Linnie Haynesworth has deep background in cyber security, enterprise strategy, large complex system development and disruptive technology integration," said Rogers. "We are pleased to welcome her and are confident that she will bring valuable strengths and insights to our Board as we build a premier financial institution with distinctive technology and client experiences."

Earlier this year, Haynesworth retired as sector vice president and general manager of the Cyber and Intelligence Mission Solutions Division for Northrop Grumman's Mission Systems sector. She previously served as sector vice president and general manager of the ISR division within the former Information Systems sector, as well as held a similar position in the Federal and Defense Technologies Division. Before joining Information Systems, she was vice president for aerospace products with the Aerospace Systems sector, and served as program manager for its Defense Weather Satellite System. Previously, she led the former Space Technology sector's supply chain organization. Haynesworth holds a bachelor's degree in Electrical Engineering from the University of Southern California.

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.

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Editor's Note: Photo attached.

