

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)

February 13, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 14, 2018, SunTrust Banks, Inc. ("SunTrust") issued a news release announcing various organizational and personnel changes to its leadership team.

Among other changes, SunTrust announced that, effective as of February 13, 2018, Mark A. Chancy, 53, Vice Chairman and Consumer Segment Executive, and Hugh S. ("Beau") Cummins, III, 55, Corporate Executive Vice President and Wholesale Segment Executive, became Co-Chief Operating Officers and will assume certain additional responsibilities and jointly be responsible for all operations activities impacting clients across SunTrust.

Since April 2017, Mr. Chancy has served as Vice Chairman and Consumer Segment Executive responsible for the Consumer, Private Wealth Management and Mortgage lines of business. Mr. Chancy served as Corporate Executive Vice President and Wholesale Banking Executive from 2011 to 2017 and was responsible for the Corporate & Investment Banking, Commercial & Business Banking, Treasury & Payment Solutions and Commercial Real Estate Banking lines of business.

Mr. Cummins has served as Corporate Executive Vice President and Wholesale Segment Executive since April 2017 with responsibility for the Corporate & Investment Banking, Commercial & Business Banking, Treasury & Payment Solutions and Commercial Real Estate Banking lines of business. Mr. Cummins served as Commercial & Business Banking Executive from 2013 to 2017.

In addition to the changes described above, Aleem Gillani, Corporate Executive Vice President and Chief Financial Officer, will retire from his position effective as of March 31, 2018. Mr. Gillani will remain employed by SunTrust into the second quarter of 2018 to support the transition of his responsibilities to L. Allison Dukes. Ms. Dukes will succeed Mr. Gillani and become Corporate Executive Vice President and Chief Financial Officer as of March 31, 2018. Mr. Gillani's 2018 grant of long-term incentive awards under SunTrust's 2009 Stock Plan will vest ratably over a two-year period.

As Corporate Executive Vice President and Chief Financial Officer, Ms. Dukes, 43, will be responsible for SunTrust's corporate finance functions. Since April 2017, she has served as the head of Commercial & Business Banking for SunTrust, leading the line of business across all geographic divisions and overseeing the delivery of targeted industry specialties. From 2015 to 2017, Ms. Dukes served as President and CEO of the Atlanta Division of SunTrust. From 2013 to 2014, she was Executive Vice President and Private Wealth Management Line of Business Executive of SunTrust where she oversaw the company's wealth management operations. Ms. Dukes serves on the board of Haverty Furniture Companies, Inc.

In connection with these changes, Messrs. Chancy and Cummins and Ms. Dukes will receive market based compensation adjustments to their base salaries, their target cash awards under SunTrust's Annual Incentive Plan, and the target value of their long-term incentive awards (including both performance-based and time-vested awards) under SunTrust's 2009 Stock Plan.

Lastly, Thomas E. Freeman, Corporate Executive Vice President and Efficiency & Strategic Partnerships Executive, announced on February 13, 2018 that he will retire from his position. He will remain employed by SunTrust through June 30, 2018 to support the transition of his responsibilities.

A copy of the news release issued by SunTrust announcing these changes 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 [News release dated February 14, 2018.](#)

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: February 14, 2018

SUNTRUST BANKS, INC.

(Registrant)

By: /s/ Curt Phillips

Curt Phillips, Group Vice President, Associate General Counsel
Counsel and Assistant Corporate Secretary



News Release

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For Immediate Release
February 14, 2018

SunTrust Announces Key Leadership Appointments

ATLANTA - SunTrust Banks, Inc. (NYSE: STI) today announced key leadership appointments to accelerate the execution of the company's strategy.

First, **Mark Chancy**, vice chairman and head of the Consumer Segment, and **Beau Cummins**, corporate executive vice president and head of the Wholesale Segment, will become co-chief operating officers. They will assume responsibility for Operations supporting their businesses and gain expanded responsibilities. Chancy will add oversight of Marketing and Data & Analytics and Cummins will add oversight of the SunTrust Efficiency Office and Procurement.

"Mark Chancy and Beau Cummins are accomplished leaders with experience leading large organizations and delivering value for our clients, teammates, communities and shareholders. This expansion of their respective roles will build upon that success," said Bill Rogers, SunTrust chairman and CEO.

Separately, **Aleem Gillani**, chief financial officer, has announced his plans to retire from the company in the second quarter. He will be succeeded by **Allison Dukes**, currently head of Commercial Banking, effective March 31, 2018. Dukes will report to Rogers immediately to begin the transition and join the SunTrust Executive Council.

"Aleem Gillani's tenure at SunTrust has propelled us forward, and we are a stronger company because of his leadership and strategic counsel. He contributed to six consecutive years of performance improvement since becoming CFO in 2011 and we wish him the very best in retirement," said Rogers. "Allison Dukes has built an impressive track record of accomplishments since joining the company in 1997, including leadership roles in Commercial Banking, SunTrust Robinson Humphrey, Finance and Private Wealth Management."

Rogers continued, "These leadership changes build upon the momentum we have generated and position SunTrust to further realize the growth opportunities we have across the company."

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.

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