
**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: July 16, 2024
(Date of earliest event reported)**

U.S. BANCORP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-6880
(Commission file number)

41-0255900
(IRS Employer Identification No.)

800 Nicollet Mall
Minneapolis, Minnesota 55402
(Address of principal executive offices, including zip code)

(651) 466-3000
(Registrant's telephone number, including area code)

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:

- 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 Act:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.01 par value per share	USB	New York Stock Exchange
Depository Shares (each representing 1/100th interest in a share of Series A Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB PrA	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series B Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB PrH	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series K Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB PrP	New York Stock Exchange

Depository Shares (each representing 1/1,000th interest in a share of Series L Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB PrQ	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series M Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB PrR	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series O Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB PrS	New York Stock Exchange
Floating Rate Notes, Series CC (Senior), due May 21, 2028	USB/28	New York Stock Exchange
4.009% Fixed-to-Floating Rate Notes, Series CC (Senior), due May 21, 2032	USB/32	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 16, 2024, the Board of Directors of U.S. Bancorp (the “Company”) elected Aleem Gillani as a director of the Company, effective immediately. Mr. Gillani will serve on the Audit and Risk Management Committees. He will receive compensation in accordance with the Company’s standard compensation arrangements for non-employee directors, which are described under the heading “Director compensation” in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 5, 2024.

A copy of the press release issued by the Company on July 16, 2024, announcing Mr. Gillani’s election to the Board of Directors 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 16, 2024.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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.

U.S. BANCORP

By: /s/ James L. Chosy

James L. Chosy

Senior Executive Vice President and General Counsel

Date: July 16, 2024



News Release

Aleem Gillani joins U.S. Bancorp Board of Directors

MINNEAPOLIS – July 16, 2024 – U. S. Bancorp announced today that Aleem Gillani has been elected as a director of the company by its board of directors, effective immediately. He will serve on the Audit Committee and Risk Management Committee of the board.

Gillani, 62, served as chief financial officer of SunTrust Banks, Inc. from April 2011 until March 2018, before retiring from SunTrust in June 2018. He previously served as SunTrust’s corporate treasurer from 2010 to 2011 and chief market risk officer from 2007 to 2010. Prior to joining SunTrust, he spent most of his career in risk management roles, including as the chief market risk officer of two other financial institutions, PNC Financial Services Group, Inc. and FleetBoston Financial.

“Aleem brings deep financial services and risk management experience to our board, which will benefit U.S. Bank as we continue to grow,” said Andy Cecere, U.S. Bancorp chairman and CEO. “In particular, his experience with financial reporting and accounting matters and financial risk expertise within the financial industry will be invaluable and help inform our strategy and business planning. We are delighted that he is joining our board and look forward to benefitting from his contributions and perspective.”

Gillani has also been a member of the board of directors of the Federal Home Loan Mortgage Corporation (Freddie Mac) since 2019. He was the founding chair of the Market Risk Council for the Risk Management Association (RMA) and previously served for many years as a director on the RMA board.

About U.S. Bancorp

U.S. Bancorp, with more than 70,000 employees and \$684 billion in assets as of March 31, 2024, is the parent company of U.S. Bank National Association. Headquartered in Minneapolis, the company serves millions of customers locally, nationally and globally through a diversified mix of businesses including consumer banking, business banking, commercial banking, institutional banking, payments and wealth management. U.S. Bancorp has been recognized for its approach to digital innovation, community partnerships and customer service, including being named one of the 2024 World’s Most Ethical Companies and Fortune’s most admired superregional bank. To learn more, please visit the U.S. Bancorp website at usbank.com and click on “About Us.”

Investor contact:

George Andersen, U.S. Bancorp Investor Relations
george.andersen@usbank.com
612.303.3620

Media contact:

Jeff Shelman, U.S. Bancorp Public Affairs and Communications
jeffrey.shelman@usbank.com
612.303.9933

