SUNTRUST BANKS INC Form 8-K March 23, 2011

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) March 18, 2011

SunTrust Banks, Inc.

 $(Exact\ name\ of\ registrant\ as\ specified\ in\ its\ charter)$

Georgia (State or other jurisdiction

001-08918 (Commission 58-1575035 (IRS Employer

of incorporation) File Number) Identification No.)

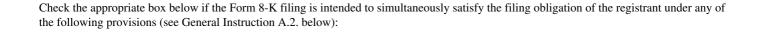
Edgar Filing: SUNTRUST BANKS INC - Form 8-K

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

Registrant s telephone number, including area code (404) 588-7711

Not Applicable

(Former name or former address, if changed since last report)



- 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))

Edgar Filing: SUNTRUST BANKS INC - Form 8-K

Item 8.01. Other Events.

On March 18, 2011, SunTrust Banks, Inc. (SunTrust) entered into an Underwriting Agreement with Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated and SunTrust Robinson Humphrey, Inc., as representatives of the underwriters listed on Schedule I thereto (the Underwriters), to issue and sell 35,254,237 shares of SunTrust s common stock, par value \$1.00 per share (the Common Stock), in a public offering pursuant to a registration statement on Form S-3 (File No. 333-161712) and a related prospectus supplement filed with the Securities and Exchange Commission on March 21, 2011.

SunTrust expects to receive net proceeds from the common stock offering of approximately \$1.0 billion, after deducting estimated expenses and underwriting discounts and commissions.

The Underwriting Agreement is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the Underwriting Agreement and the transactions contemplated thereby is qualified in its entirety by reference to Exhibit 99.1.

Exhibits 5.1 and 23.1 to this Current Report on Form 8-K are filed herewith in connection with SunTrust s effective registration statement on Form S-3 (Registration No. 333-161712) and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- Opinion of King & Spalding LLP regarding the validity of the shares of common stock to be issued and sold pursuant to the Underwriting Agreement.
- 23.1 Consent of King & Spalding LLP (included in Exhibit 5.1).
- 99.1 Underwriting Agreement, dated March 18, 2011, among SunTrust Banks, Inc. and Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated and SunTrust Robinson Humphrey, Inc., as representatives of the underwriters listed on Schedule I thereto.

Edgar Filing: SUNTRUST BANKS INC - 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.

Date: March 23, 2011 By: /s/ David A. Wisniewski David A. Wisniewski

Group Vice President and Associate General Counsel

EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of King & Spalding LLP regarding the validity of the shares of common stock to be issued and sold pursuant to the Underwriting Agreement.
23.1	Consent of King & Spalding LLP (included in Exhibit 5.1).
99.1	Underwriting Agreement, dated March 18, 2011, among SunTrust Banks, Inc. and Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated and SunTrust Robinson Humphrey, Inc., as representatives of the underwriters listed on Schedule I thereto.

width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1"> Non-Qualified Stock Option (right to buy) \$ 16.805/06/2013 M 29,048 (4)12/17/2018 Common Stock 29,048 (5) 52,500 D

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Van Plew Daniel P 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591

SVP & General Mgr Industrial O

Signatures

/s/**Daniel P. Van Plew 05/07/2013

**Signature of Reporting Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents volume-weighted average price of sales of 700 shares of Company stock on May 7, 2013 at prices ranging from \$260.79 to \$260.96. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on May 7, 2013 at each separate price.
- Represents volume-weighted average price of sales of 10,988 shares of Company stock on May 7, 2013 at prices ranging from \$261.01 to (2) \$261.99. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on May 7, 2013 at each separate price.
- Represents volume-weighted average price of sales of 2,037 shares of Company stock on May 7, 2013 at prices ranging from \$262.03 to \$262.33. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on May 7, 2013 at each separate price.
- (4) The stock option award (combined incentive stock option and non-qualified stock option) vests in four equal annual installments, commencing one year after the date of grant.
- (5) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 5