

CAPITAL ONE FINANCIAL CORP  
Form 8-K/A  
March 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The**

**Securities Exchange Act of 1934**

**March 14, 2012**

**Date of Report (Date of earliest event reported)**

**Commission File No. 1-13300**

**CAPITAL ONE FINANCIAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

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<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>54-1719854</b> (I.R.S. Employer Identification No.)
<b>1680 Capital One Drive,</b>	<b>22102</b>
<b>McLean, Virginia</b> (Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code:

**(703) 720-1000**

**(Former name, former address and former fiscal year, if changed since last report)**

**(Not applicable)**

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))

**EXPLANATORY NOTE**

This Current Report on Form 8-K/A ( Form 8-K/A ) is being filed by Capital One Financial Corporation (the Company ) to amend the second Current Report on Form 8-K filed by the Company on March 14, 2012 (the Original Filing ). This Form 8-K/A corrects the following amounts reported in Exhibit 99.4 to the Original Filing under Preliminary Unaudited Pro Forma Condensed Combined Statement of Income :

Line Item	ING Bank, fsb		Capital One ING Direct HSBC Combined	
	Original Filing	Form 8-K/A	Original Filing	Form 8-K/A
Loans held for investment, including past-due fees	\$ 658	\$ 1,658	No change	No change
Service charges and other customer-related fees	\$ 27	\$ 79	\$ 3,257	\$ 3,309
Interchange fees	\$ 0	\$ 17	\$ 1,318	\$ 1,335
Other (under Non-interest income )	\$(253)	\$(322)	\$ 461	\$ 392
Supplies and equipment	\$ 0	\$ 4	\$ 539	\$ 543
Other (under Non-interest expense )	\$ 303	\$ 299	\$ 4,845	\$ 4,841

Exhibit 99.4 hereto replaces Exhibit 99.4 in the Original Filing. Except for the foregoing amended information, no other information in the Original Filing or the exhibits thereto has been changed.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.4	Preliminary Unaudited Pro Forma Condensed Combined Financial Statements as of and for the year ended December 31, 2011 (attached hereto)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**CAPITAL ONE FINANCIAL CORPORATION**

Dated: March 15, 2012

By: /s/ GARY L. PERLIN  
Gary L. Perlin  
Chief Financial Officer