

KEYCORP /NEW/  
Form 11-K  
June 26, 2013

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

Washington D.C. 20549

**FORM 11-K**

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Fiscal Year Ended December 31, 2012**

or

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Transition Period From \_\_\_\_\_ To \_\_\_\_\_**

**Commission File Number 001-11302**

**KEYCORP 401(k) SAVINGS PLAN**

**(Full title of the plan)**

**KEYCORP**

**127 PUBLIC SQUARE**

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**CLEVELAND, OHIO 44114**

(Name of issuer of the securities held  
pursuant to the plan and the address  
of its principal executive office)

**KEYCORP**

**401(k) SAVINGS PLAN**

FORM 11-K

REQUIRED INFORMATION

Item 4. Financial Statements and Supplemental Schedule for the Plan.

The KeyCorp 401(k) Savings Plan ( Plan ) is subject to the Employee Retirement Income Security Act of 1974 ( ERISA ). In lieu of the requirements of Items 1-3 of this Form, the Plan is filing financial statements and supplemental schedule prepared in accordance with the financial reporting requirements of ERISA. The Plan financial statements and supplemental schedule for the fiscal year ended December 31, 2012, are included as Exhibit 99.1 to this report on Form 11-K and are incorporated herein by reference. The Plan financial statements and supplemental schedule have been examined by Meaden & Moore Independent Registered Public Accounting Firm, and their report is included therein.

EXHIBITS

- 23.1 Consent of Independent Registered Public Accounting Firm, Meaden & Moore, LTD.
- 99.1 Financial statements and supplemental schedule of the KeyCorp 401(k) Savings Plan for the fiscal year ended December 31, 2012, prepared in accordance with the financial reporting requirements of ERISA.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the trustees (or other persons who administer the plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

KeyCorp 401(k) Savings Plan

Date: June 26, 2013

By: /s/ Cathleen M. Fyffe  
Cathleen M. Fyffe, signing on behalf of  
KeyCorp as sponsor of the  
KeyCorp 401(k) Savings Plan  
Vice President, Retirement Plan Manager  
KeyBank National Association