

REGIONS FINANCIAL CORP  
Form 8-A12B  
April 29, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**REGIONS FINANCIAL CORPORATION**

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

**Delaware**  
**(State of incorporation or organization)**

**63-0589368**  
**(I.R.S. Employer Identification No.)**

**1900 Fifth Avenue North**  
**Birmingham, Alabama**  
**(Address of principal executive offices)**

**35203**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class to be so registered**  
**Depository Shares, Each Representing a**  
**1/40th Interest in a**

**Name of each exchange on which each class is to be registered**  
**New York Stock Exchange, Inc.**

**Share of 5.700% Fixed-to-Floating Rate**  
**Non-Cumulative**

**Perpetual Preferred Stock, Series C**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-229810**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**
**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are depositary shares (the "Depositary Shares") of Regions Financial Corporation (the "Company"), each Depositary Share representing a 1/40th interest in a share of the Company's 5.700% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C, par value \$1 per share and liquidation preference \$1,000 per share (the "Preferred Stock"). The descriptions of the Depositary Shares and the Preferred Stock are set forth under the sections "Description of Capital Stock", "Description of the Series C Preferred Stock" and "Description of Depositary Shares" in the prospectus supplement dated April 23, 2019, as filed with the Securities and Exchange Commission (the "Commission") on April 25, 2019 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, to the prospectus included in the Company's automatic shelf registration statement on Form S-3 (No. 333-229810), as filed with the Commission on February 22, 2019.

**Item 2. Exhibits.**

The following exhibits are filed as a part of this Registration Statement:

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1                | <u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed on August 6, 2012).</u>   |
| 3.2                | <u>Certificate of Designations of 6.375% Non-Cumulative Perpetual Preferred Stock, Series A (incorporated by reference to Exhibit 3.3 to the Company's Form 8-A, filed on November 1, 2012).</u>                                       |
| 3.3                | <u>Certificate of Designations of 6.375% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series B (incorporated by reference to Exhibit 3.3 to the Company's Form 8-A, filed on April 28, 2014).</u>                  |
| 3.4                | <u>Certificate of Designations of 5.700% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C, dated April 29, 2019, filed with the Secretary of State of the State of Delaware and effective April 29, 2019.</u> |
| 3.5                | <u>By-Laws as amended and restated (incorporated by reference to Exhibit 3.2 to the Company's Form 8-K Current Report, filed on July 25, 2018).</u>  |
| 4.1                | <u>Form of Deposit Agreement, between the Company, Computershare Inc. and Computershare Trust Company, N.A., jointly as Depositary, and the Holders from time to time of the Depositary Receipts described therein.</u>                |
| 4.2                | <u>Form of Depositary Receipt (included as Exhibit A to Exhibit 4.1 hereto).</u>   |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: April 29, 2019

**Regions Financial Corporation**

By: /s/ Hardie B. Kimbrough, Jr.

Name: Hardie B. Kimbrough, Jr.

Title: Executive Vice President and  
Controller