

CAPITAL ONE FINANCIAL CORP

Form 8-A12B

November 29, 2016

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

Capital One Financial Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

54-1719854
(I.R.S. Employer
Identification no.)

1680 Capital One Drive

22102

McLean, Virginia 22102
(Address of principal executive offices) **(Zip Code)**
Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Depository Shares, Each Representing a 1/40th Ownership Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series H	New York Stock Exchange

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

Securities Act registration statement file number to which this form relates: 333-203125

(if applicable)

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

None

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are depositary shares of Capital One Financial Corporation (the "Company"), each depositary share representing a 1/40th ownership interest in a share of the Company's Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series H, par value \$0.01 per share (the "Preferred Stock"), with a liquidation preference of \$25 per depositary share (equivalent to \$1,000 per share of Preferred Stock). The descriptions set forth under the sections "Description of Preferred Stock" and "Description of Depositary Shares" in the prospectus supplement dated November 21, 2016, as filed with the Securities and Exchange Commission (the "Commission") on November 23, 2016 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, to the prospectus (the "Base Prospectus") included in the Company's automatic shelf registration statement on Form S-3 (No. 333-203125), as filed with the Commission on March 31, 2015, and the descriptions set forth under the sections "Description of Preferred Stock" and "Description of Depositary Shares" of the Base Prospectus are incorporated herein by reference.

Item 2. Exhibits.

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

Exhibit No.	Description
1	Restated Certificate of Incorporation of the Company (as amended and restated April 30, 2015) (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed on May 4, 2015)
2	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed on October 5, 2015)
3	Certificate of Designations of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series H of the Company (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed on November 29, 2016)
4	Deposit Agreement, between the Company, Computershare Trust Company, NA., as Depositary, Computershare Inc. and the Holders from time to time of the Depositary Receipts described therein (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on November 29, 2016)
5	Form of Depositary Receipt (included in Exhibit 4 hereto)

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: November 29, 2016

**CAPITAL ONE FINANCIAL
CORPORATION**

By: /s/ John G. Finneran, Jr.
Name: John G. Finneran, Jr.
Title: General Counsel and Corporate
Secretary

EXHIBIT INDEX

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