

SUNTRUST BANKS INC  
Form 8-K  
September 26, 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) September 23, 2011**

**SunTrust Banks, Inc.**

(Exact name of registrant as specified in its charter)

**Georgia**  
(State or other jurisdiction

of incorporation)

**001-08918**  
(Commission

File Number)

**58-1575035**  
(IRS Employer

Identification No.)

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

30308  
(Zip Code)

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

**Not Applicable**

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

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))

**Item 8.01. Other Events.**

On September 23, 2011, SunTrust Banks, Inc. (the Company ) issued a news release announcing the expiration of its previously announced consent solicitation (the Consent Solicitation ) requesting consents from holders of record at 5:00 p.m., New York City time, on September 9, 2011 of the Company s 6% Subordinated Notes due 2026 (the Notes ) to terminate each of four replacement capital covenants (collectively, the Replacement Capital Covenants ) executed by the Company in connection with the offerings of the following hybrid securities:

- the Company s Series A Preferred Stock;
- the 5.853% Fixed-to-Floating Rate Normal Preferred Purchase Securities of SunTrust Preferred Capital I;
- the 6.100% Trust Preferred Securities of SunTrust Capital VIII; and
- the 7.875% Trust Preferred Securities of SunTrust Capital IX.

As a result of the Consent Solicitation, holders of a majority in principal amount of the Notes consented to the termination of the Replacement Capital Covenants, and the termination of the Replacement Capital Covenants was effective as of September 23, 2011. A copy of the news release is attached hereto as Exhibit 99.1. A copy of the Termination acknowledging the termination of the Replacement Capital Covenants is attached hereto as Exhibit 99.2.

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

(d) Exhibits.

- 99.1 News Release dated September 23, 2011.
- 99.2 Termination of Replacement Capital Covenants, dated September 23, 2011.

SIGNATURES

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 hereunto duly authorized.

SUNTRUST BANKS, INC.

Date: September 23, 2011

By: /s/ David A. Wisniewski  
David A. Wisniewski

Group Vice President and Associate General Counsel

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	News Release dated September 23, 2011.
99.2	Termination of Replacement Capital Covenants, dated September 23, 2011.