

CAPITAL ONE FINANCIAL CORP  
Form 8-K  
June 18, 2013

**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

June 17, 2013

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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**Delaware**  
(State or Other Jurisdiction of

**54-1719854**  
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

**1680 Capital One Drive, McLean, Virginia**  
(Address of Principal Executive Offices)

**22102**  
(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))

**Item 8.01. Other Events.**

On June 17, 2013, Capital One Financial Corporation (the Company ) issued a press release announcing the final results of its previously announced offer to exchange any and all of its outstanding 6.750% Senior Notes due 2017 for a combination of new Senior Notes due 2023 and cash (the Exchange Offer ). The press release is attached as Exhibit 99.1 hereto and incorporated by reference in this Item 8.01.

On June 18, 2013, pursuant to the Exchange Offer, the Company issued an additional \$4,443,000 in aggregate principal amount of its 3.50% Senior Notes due June 15, 2023 (the 3.50% Senior Notes ), originally issued on June 6, 2013, in a private placement conducted pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended. In total, the Company issued \$839,111,000 in aggregate principal amount of its 3.50% Senior Notes pursuant to the Exchange Offer.

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

(d) Exhibits.

| <b>Exhibit</b> | <b>Description</b>                |
|----------------|-----------------------------------|
| 99.1           | Press Release dated June 17, 2013 |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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: June 18, 2013

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