

CITIZENS FINANCIAL GROUP INC/RI  
Form 8-K  
March 11, 2015

**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): March 11, 2015**

**CITIZENS FINANCIAL GROUP, INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation )**

**001-36636**  
**(Commission**  
  
**File No.)**

**05-0412693**  
**(IRS Employer**  
  
**Identification No.)**

**One Citizens Plaza**

**Providence, RI**  
**(Address of principal executive offices)**

**02903**  
**(Zip code)**

**Registrant's telephone number, including area code: (401) 456-7000**

**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:

- .. 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 March 11, 2015, Citizens Financial Group, Inc. (the Company ) issued a press release announcing the results of the Federal Reserve's Comprehensive Capital Analysis and Review of the Company.

In addition, the Company's press release announced the release of its company-run stress tests results for the Company and its subsidiary Citizens Bank, N.A. The results are available on the Company's website.

A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit 99.1 Citizens Financial Group, Inc. press release dated March 11, 2015

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.

CITIZENS FINANCIAL GROUP, INC.

By: /s/ John Fawcett  
John Fawcett  
Chief Financial Officer

Date: March 11, 2015

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Citizens Financial Group, Inc. press release dated March 11, 2015