

SUNTRUST BANKS INC  
Form 8-A12B  
September 23, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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**

**SunTrust Banks, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Georgia**  
(State of Incorporation)

or Organization)

303 Peachtree Street N.E.

**58 1575035**  
(I.R.S. Employer

Identification No.)

30308

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Atlanta, Georgia  
(Address of Principal Executive Offices)

(Zip Code)

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. ☐

Securities Act registration statement file number to which this form relates: 333-161712  
(If applicable)

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

| Title of each class                                                    | Name of each exchange on which |
|------------------------------------------------------------------------|--------------------------------|
| to be so registered                                                    | each class is to be registered |
| Warrants (expiring November 14, 2018)                                  | New York Stock Exchange        |
| Securities to be registered pursuant to Section 12(g) of the Act: None |                                |

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

The description set forth under the section "Description of Warrants" in the preliminary prospectus supplement filed with the Securities and Exchange Commission on September 21, 2011, in connection with the automatic shelf registration statement on Form S-3 (No. 333-161712) of SunTrust Banks, Inc., is incorporated herein by reference.

**Item 2. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b> |
|--------------------|--------------------|
|--------------------|--------------------|

- |     |                                                                                                                                   |
|-----|-----------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | Warrant Agreement, dated September 22, 2011, among SunTrust Banks, Inc., Computershare Inc. and Computershare Trust Company, N.A. |
| 4.2 | Specimen Warrant (included as part of Exhibit No. 4.1)                                                                            |

**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.

SUNTRUST BANKS, INC.

Date: September 23, 2011

By: /s/ Raymond D. Fortin  
Raymond D. Fortin  
Corporate Executive Vice President  
General Counsel and Corporate Secretary

**EXHIBIT INDEX**

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