

SUNTRUST BANKS INC  
Form 8-K  
November 01, 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)      October 27, 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.)

**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):

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- .. 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 October 27, 2011, SunTrust Banks, Inc. (the Company ) entered into an agreement (the Underwriting Agreement ) between the Company and SunTrust Robinson Humphrey, Inc. and Credit Suisse Securities (USA) LLC, as representatives of the underwriters listed on Schedule I thereto (the Underwriters ), whereby the Company agreed to sell and the Underwriters agreed to purchase from the Company, subject to and upon the terms and conditions set forth in the Underwriting Agreement, \$750,000,000 aggregate principal amount of 3.50% Senior Notes due 2017.

A copy of the Underwriting Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement.

Exhibits 4.1, 5.1 and 23.1 to this Current Report on Form 8-K are filed herewith in connection with the Company s effective registration statement on Form S-3 (Registration No. 333-161712) and are incorporated herein by reference.

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

(d) Exhibits.

- 4.1 Form of Note for 3.50% Senior Notes due 2017.
- 5.1 Opinion of King & Spalding LLP.
- 23.1 Consent of King & Spalding LLP (included in Exhibit 5.1).
- 99.1 Underwriting Agreement, dated October 27, 2011, among SunTrust Banks, Inc. and SunTrust Robinson Humphrey, Inc. and Credit Suisse Securities (USA) LLC, as representatives of the underwriters listed on Schedule I thereto.

**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: November 1, 2011

By: /s/ David A. Wisniewski  
David A. Wisniewski  
Group Vice President and Associate General Counsel

**EXHIBIT INDEX**

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