

CITIZENS FINANCIAL GROUP INC/RI
Form 8-K
May 31, 2018

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): May 31, 2018

CITIZENS FINANCIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--|---|
| Delaware (State or other jurisdiction | 001-36636 (Commission | 05-0412693 (IRS Employer |
| of incorporation) | File No.) | 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On May 31, 2018, Citizens Financial Group, Inc. issued a press release announcing the acquisition of Franklin American Mortgage Company, a Franklin, Tennessee-based national mortgage servicing and origination firm, and posted a presentation providing additional information on the transaction on its website at <http://investor.citizensbank.com>.

The press release and presentation are attached as Exhibits 99.1 and 99.2, respectively. The information furnished pursuant to Item 7.01, including Exhibits 99.1 and 99.2, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

| | Exhibit Number | Description |
|-----|-----------------------|--|
| (d) | Exhibit 99.1 | <u>Citizens Financial Group, Inc. press release dated May 31, 2018</u> |
| | Exhibit 99.2 | <u>Citizens Financial Group, Inc. presentation dated May 31, 2018</u> |

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 F. Woods
John F. Woods
Chief Financial Officer

Date: May 31, 2018