

SUNTRUST BANKS INC  
Form SC TO-I/A  
June 15, 2009

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Schedule TO**

(Amendment No. 3)

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the  
Securities Exchange Act of 1934**

**SunTrust Banks, Inc.**

**SunTrust Preferred Capital I**

**SunTrust Capital VIII**

**SunTrust Capital I**

**SunTrust Capital III**

(Name of Subject Companies (Issuers))

**SunTrust Banks, Inc.**

(Name of Filing Person (Offeror))

**Depositary Shares, liquidation preference \$25 per share, each representing a 1/4,000th interest**

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in a share of Perpetual Preferred Stock, Series A

(the Preferred Depositary Shares ) CUSIP No 867914509

SunTrust Preferred Capital I 5.853% Fixed-to-Floating Rate Normal PPS, liquidation amount \$1,000 per security (the Normal PPS )  
CUSIP No 86800XAA6

SunTrust Capital VIII 6.100% Trust Preferred Securities, liquidation amount \$1,000 per security

(the SunTrust Capital VIII Preferred Securities ) CUSIP No 86800YAA4

SunTrust Capital I Floating Rate Preferred Securities, Series A, liquidation amount \$1,000 per security

(the SunTrust Capital I Preferred Securities ) CUSIP No 86787XAA3

SunTrust Capital III Floating Rate Preferred Securities, Series A, liquidation amount \$1,000 per security

(the SunTrust Capital III Preferred Securities ) CUSIP No 86788LAA8

(Title of Class of Securities)

(CUSIP Number of Class of Securities)

**RAYMOND D. FORTIN**

**Corporate Executive Vice President**

**and General Counsel**

**SunTrust Banks, Inc.**

**303 Peachtree Street**

**Atlanta, Georgia 30308**

**(404) 588-7711**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

*With copies to:*

**JEFFREY M. STEIN**

**MARK J. WELSHIMER**

**KEITH M. TOWNSEND**

**ALAN J. SINSHEIMER**

**King & Spalding LLP**

**Sullivan & Cromwell LLP**

**1180 Peachtree Street, NE**

**125 Broad Street**

**Atlanta, Georgia 30309**

**New York, New York 10004**

**(404) 572-4600**

**(212) 558-4000**

**CALCULATION OF FILING FEE**

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Transaction valuation(\*)  
\$569,125,000

Amount of Filing Fee(\*\*)  
\$31,757.18

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- \* Estimated solely for the purpose of computing the filing fee in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended (the Exchange Act ).
- \*\* The amount of the filing fee, calculated in accordance with Rule 0-11 of the Exchange Act and Fee Rate Advisory No. 5 for fiscal year 2009 equals \$55.80 for each \$1,000,000 of the value of the transaction.
  
- x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$31,757.18                      Filing Party: SunTrust Banks, Inc.  
Form or Registration No.: Schedule TO/005-37153              Date Filed: June 1, 2009

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

.. third-party tender offer subject to Rule 14d-1.

x issuer tender offer subject to Rule 13e-4.

.. going-private transaction subject to Rule 13e-3.

.. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

This Amendment No. 3 supplements and amends the Tender Offer Statement on Schedule TO (as amended, the Tender Offer Statement ) filed by SunTrust Banks, Inc. ( SunTrust or the Company ) with the Securities and Exchange Commission on June 1, 2009. The Tender Offer Statement is being amended such that SunTrust is now making an offer (the Offer ) to purchase up to \$750,000,000 aggregate liquidation preference or amount of the issued and outstanding Preferred Depositary Shares, Normal PPS, SunTrust Capital VIII Preferred Securities, SunTrust Capital I Preferred Securities and SunTrust Capital III Preferred Securities, in each case, on the terms and subject to the conditions set forth in this document, the Offer to Purchase, dated June 1, 2009 ( Original Offer to Purchase ) (filed with the Tender Offer Statement as Exhibit (a)(1)(A)), a Supplement to the Original Offer to Purchase, dated June 15, 2009 (the Supplement and together with the Original Offer to Purchase, the Offer to Purchase ) (filed with the Tender Offer Statement as Exhibit (a)(1)(D)) and an Amended Letter of Transmittal (the Amended Letter of Transmittal ) (filed with the Tender Offer Statement as Exhibit (a)(1)(E)).

The information set forth in the Offer to Purchase and the Amended Letter of Transmittal is hereby expressly incorporated herein by reference in response to all items required in this Tender Offer Statement, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**Item 6. Purposes of the Transaction and Plans or Proposals.**

Item 6(c) of the Tender Offer Statement is hereby amended and restated in its entirety as follows:

*(c) Plans.*

The information set forth in the Offer to Purchase in the sections entitled Questions and Answers about the Offer What is the purpose of the Offer? , Summary Background to the Transaction , Summary Summary Terms of the Offer , Terms of the Offer Purpose of the Offer , Terms of the Offer Consequences of Failure to Tender Securities , Terms of the Offer Retirement of Securities; Consent Solicitation , Terms of the Offer Subsequent Repurchases and Recent Developments is incorporated herein by reference.

The Preferred Depositary Shares are currently listed on the New York Stock Exchange ( NYSE ).

The Normal PPS are currently listed on the NYSE.

The SunTrust Capital VIII Preferred Securities are currently listed on the NYSE.

**Item 7. Source and Amount of Funds or Other Consideration.**

Item 7(a) of the Tender Offer Statement is hereby amended and restated in its entirety as follows:

*(a) Source of Funds.*

The information set forth in the Offer to Purchase in the sections entitled Questions and Answers about the Offer What are the key terms of the Offer? , Summary Summary Terms of the Offer and Terms of the Offer Source and Amount of Funds is incorporated herein by reference. The Company would require a maximum of \$525,000,000 to purchase the maximum number of Securities that may be tendered pursuant to the Offer.

**Item 12. Exhibits.**

Item 12 of the Tender Offer Statement is hereby amended by adding the following exhibit:

1. Exhibit (a)(1)(D) Supplement to Offer to Purchase, dated June 15, 2009.
2. Exhibit (a)(1)(E) Amended Letter of Transmittal.
3. Exhibit (a)(1)(F) Amended Notice of Withdrawal.

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 15, 2009

**SUNTRUST BANKS, INC.**

By: /s/ Raymond D. Fortin  
Raymond D. Fortin

Corporate Executive Vice President,

General Counsel and Corporate Secretary

**EXHIBIT INDEX**

| <b>EXHIBIT NUMBER</b> | <b>EXHIBIT NAME</b>  |
|-----------------------|--|
| (a)(1)(A)             | Offer to Purchase, dated June 1, 2009 (filed as Exhibit (a)(1)(A) to the Company's Schedule TO filed on June 1, 2009).   |
| (a)(1)(B)             | Letter of Transmittal (filed as Exhibit (a)(1)(B) to the Company's Schedule TO filed on June 1, 2009).   |
| (a)(1)(C)             | Notice of Withdrawal (filed as Exhibit (a)(1)(C) to the Company's Schedule TO filed on June 1, 2009).  |
| (a)(1)(D)             | Supplement to Offer to Purchase, dated June 15, 2009.  |
| (a)(1)(E)             | Amended Letter of Transmittal.   |
| (a)(1)(F)             | Amended Notice of Withdrawal.  |
| (a)(5)(A)             | Press release, dated June 1, 2009 (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed on June 1, 2009 and incorporated herein by reference).  |
| (a)(5)(B)             | Press release, dated June 1, 2009 (filed as Exhibit (a)(5)(B) to the Company's Amendment No. 1 to Schedule TO filed on June 2, 2009).  |
| (a)(5)(C)             | Press release, dated June 8, 2009 (filed as Exhibit (a)(5)(C) to the Company's Amendment No. 2 to Schedule TO filed on June 8, 2009).  |
| (b)                   | Not applicable.  |
| (d)(1)                | Deposit Agreement, dated September 12, 2006 among the Company, U.S. Bank National Association, and the holders from time to time of the depositary receipts described therein (filed as Exhibit 4.3 to the Company's Current Report on Form 8-K filed on September 12, 2006 and incorporated herein by reference).   |
| (d)(2)                | Replacement Capital Covenant, dated as of September 12, 2006 by the Company, in favor and for the benefit of each Covered Debtholder, as defined therein (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed on September 12, 2006 and incorporated herein by reference).   |
| (d)(3)                | Amended and Restated Declaration of Trust, among the Company as Sponsor, U.S. Bank National Association as Property Trustee, U.S. Bank Trust National Association as Delaware Trustee, the Administrative Trustees and the holders of the Trust Securities, dated as of October 25, 2006, (filed as Exhibit 4.3.2 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 filed on October 18, 2006 (SEC File No. 333-137101) and incorporated herein by reference). |
| (d)(4)                | Replacement Capital Covenant, dated as of October 25, 2006 by the Company, in favor of and for the benefit of each Covered Debtholder, as defined therein (filed as Exhibit 99.1 to the Company's Form 8-K filed on November 6, 2006 and incorporated herein by reference).  |
| (d)(5)                | Stock Purchase Contract Agreement, dated as of October 25, 2006, between the Company and SunTrust Preferred Capital I, acting through U.S. Bank National Association, as Property Trustee (filed as Exhibit 4.6 to the Company's Form 8-A filed on October 24, 2006 and incorporated herein by reference).   |
| (d)(6)                | Junior Subordinated Indenture, dated October 25, 2006, between the Company and U.S. Bank National Association, as Trustee (filed as Exhibit 4.4.3 to the Company's Registration Statement on Form S-3 filed on September 5, 2006 (SEC File No. 333-137101) and incorporated herein by reference).  |
| (d)(7)                | Supplemental Indenture, dated October 25, 2006, between the Company and U.S. Bank National Association, as Trustee (filed as Exhibit 4.5 to the Company's Form 8-A filed on October 24, 2006 and incorporated herein by reference).  |
| (d)(8)                | Guarantee Agreement, between the Company, and U.S. Bank National Association, as Trustee, for the benefit of the Holders from time to time of the Trust Preferred Securities of SunTrust Preferred Capital I (filed as Exhibit 4.18 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 filed on October 18, 2006 (SEC File No. 333-137101) and incorporated herein by reference).   |
| (d)(9)                | Collateral Agreement between the Company, the Bank of New York Trust Company, N.A., and SunTrust Preferred Capital I (filed as Exhibit 99.1 to the Company's Form 8-A filed on October 24, 2006 and incorporated herein by reference).   |





- (d)(10) Second Amended and Restated Declaration of Trust, among the Company, as Sponsor, U.S. Bank National Association, as Property Trustee, U.S. Bank National Association, as Delaware Trustee and the Administrative Trustees and the several Holders, as defined therein (filed as Exhibit 4.1 to the Company's Form 8-A filed on December 5, 2006 and incorporated herein by reference).
- (d)(11) Junior Subordinated Indenture, dated October 25, 2006, between the Company and U.S. Bank National Association, as Trustee (filed as Exhibit 4.4.3 to the Company's Registration Statement on Form S-3 filed on September 5, 2006 (SEC File No. 333-137101) and incorporated herein by reference).
- (d)(12) Second Supplemental Indenture, between the Company and U.S. Bank National Association, as trustee (filed as Exhibit 4.4 to the Company's Form 8-A filed on December 5, 2006 and incorporated herein by reference).
- (d)(13) Replacement Capital Covenant, dated December 6, 2006, by the Company, in favor of and for the benefit of each Covered Debtholder, as defined therein (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed on December 6, 2006 and incorporated herein by reference).
- (d)(14) Guarantee Agreement, between the Company and U.S. Bank National Association, (filed as Exhibit 4.2 to the Company's Form 8-A filed on December 5, 2006 and incorporated herein by reference)
- (d)(15) Amended and Restated Declaration of Trust, dated May 12, 1997 by Raymond D. Fortin, as Regular Trustee, The First National Bank of Chicago, as Institutional Trustee, the Company, and by the holders, from time to time, of undivided beneficial ownership interests in SunTrust Capital I (filed as Exhibit 4.3 to the Company's Registration Statement on Form S-3 filed on May 6, 1997 (SEC File No. 333-25381) and incorporated herein by reference).
- (d)(16) Indenture, dated May 6, 1997, between the Company and The First National Bank of Chicago, a national banking association, as Trustee (filed as Exhibit 4.4 to the Company's Registration Statement on Form S-3 filed on May 6, 1997 (SEC File No. 333-25381) and incorporated herein by reference).
- (d)(17) First Supplemental Indenture, dated May 12, 1997 between the Company and The First National Bank of Chicago, as Trustee (filed as Exhibit 4.9 to the Company's Current Report on Form 8-K filed on May 12, 1997 and incorporated herein by reference).
- (d)(18) Preferred Securities Guarantee Agreement, by the Company and The First National Bank of Chicago, as Trustee, for the benefit of the Holders from time to time of the Preferred Securities of SunTrust Capital I (filed as Exhibit 4.8 to the Company's Registration Statement on Form S-3 filed on May 6, 1997 (SEC File No. 333-25381) and incorporated herein by reference).
- (d)(19) Amended and Restated Declaration of Trust, by Robert D. Fortin, as Regular Trustee, Donald T. Heroman, as Regular Trustee, Kenneth R. Houghton, as Regular Trustee, First Chicago Delaware Inc., as Delaware Trustee, The First National Bank of Chicago, as Institutional Trustee, the Company and by the holders, from time to time, of undivided beneficial ownership interests in SunTrust Capital III (filed as Exhibit 4.3.1 to the Company's Current Report on Form 8-K filed on March 13, 1998 and incorporated herein by reference).
- (d)(20) Indenture, between the Company and First Chicago, as Trustee (filed as Exhibit 4.4 to the Company's Registration Statement on Form S-3 filed on February 11, 1998 (SEC File No. 333-46123) and incorporated herein by reference).

- (d)(21) First Supplemental Indenture, dated March 10, 1998, among the Company and The First National Bank of Chicago, as Trustee (filed as Exhibit 4.9.1 to the Company's Current Report on Form 8-K filed on March 13, 1998 and incorporated herein by reference)
- (d)(22) Preferred Securities Guarantee Agreement by the Company and The First National Bank of Chicago, as Trustee, for the benefit of the Holders (as defined therein) from time to time of the Preferred Securities (as defined therein) of SunTrust Capital III (filed as Exhibit 4.8 to the Company's Registration Statement on Form S-3 filed on February 11, 1998 (SEC File No. 333-46123) and incorporated herein by reference).
- (g) Not applicable.
- (h) Not applicable.