

CAPITAL ONE FINANCIAL CORP  
Form 8-K  
May 17, 2013

**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**

**May 17, 2013**

**Date of Report (Date of earliest event reported)**

**Commission File No. 1-13300**

**CAPITAL ONE FINANCIAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
(State or Other Jurisdiction of

**54-1719854**  
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

**1680 Capital One Drive, McLean, Virginia**  
(Address of Principal Executive Offices)

**22102**  
(Zip Code)

**Registrant's telephone number, including area code:**

**(703) 720-1000**

**(Former name, former address and former fiscal year, if changed since last report)**

**(Not applicable)**

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):

- .. 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 May 17, 2013, Capital One Financial Corporation (the Company ) issued a press release announcing the commencement of an offer to exchange any and all of its outstanding 6.750% Senior Notes due 2017 for a combination of new Senior Notes due 2023 and cash. The press release is attached as Exhibit 99.1 hereto and incorporated by reference in this Item 8.01

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

(d) Exhibits.

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release dated May 17, 2013

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended the Company has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**CAPITAL ONE FINANCIAL CORPORATION**

Dated: May 17, 2013

By: /s/ John G. Finneran, Jr.  
**John G. Finneran, Jr.**  
**General Counsel and Corporate Secretary**