

CITIZENS FINANCIAL GROUP INC/RI  
Form 8-K  
October 19, 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): October 19, 2018

**CITIZENS FINANCIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation )

001-36636  
(Commission File No.)

05-0412693  
(IRS Employer  
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 2.02 Results of Operations and Financial Condition.**

On October 19, 2018, Citizens Financial Group, Inc. issued a press release reporting third quarter 2018 earnings and posted on its website the press release, an earnings release presentation, and a financial supplement. Copies of the press release, earnings release presentation, and financial supplement are being furnished as Exhibits 99.1, 99.2 and 99.3, respectively.

**Item 9.01 Financial Statements and Exhibits.**

	<b>Exhibit Number</b>	<b>Description</b>
(d)	Exhibit 99.1	<u>Citizens Financial Group, Inc. press release dated October 19, 2018</u>
	Exhibit 99.2	<u>Citizens Financial Group, Inc. earnings release presentation issued October 19, 2018</u>
	Exhibit 99.3	<u>Citizens Financial Group, Inc. financial supplement for third quarter 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: October 19, 2018