

REGIONS FINANCIAL CORP

Form 8-K

July 25, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): July 25, 2018

REGIONS FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE                      001-34034      63-0589368  
(State or other jurisdiction   (Commission   (IRS Employer  
of incorporation)              File Number) Identification No.)

1900 FIFTH AVENUE NORTH  
BIRMINGHAM, ALABAMA 35203  
(Address, including zip code, of principal executive office)

Registrant's telephone number, including area code: (800) 734-4667

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 communication 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 as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 5.03 Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year.

On July 25, 2018, the Board of Directors (the "Board") of Regions Financial Corporation (the "Company") approved and adopted amendments to the Company's Amended and Restated By-Laws (as so amended, the "By-Laws") to make certain changes summarized below.

Section 3 of Article II has been amended to provide that once an election for directors is determined to be "contested" and a plurality voting standard has been implemented, the plurality voting standard will remain in place notwithstanding that one or more notices of nomination subsequently may be withdrawn or declared invalid or untimely.

Section 10 of Article IV has been revised to provide more operational flexibility with respect to management's policymaking committee.

Article VII has been added to institute emergency by-laws that would become operative during the existence of any catastrophe or other similar emergency condition as a result of which a quorum of the Board or a committee thereof cannot readily be convened for action.

Other minor wording changes for readability and clarification were also made throughout the By-Laws.

The foregoing summary is qualified in its entirety by reference to the By-Laws, a copy of which is attached hereto as Exhibit 3.2 and is incorporated in this Item 5.03 by reference.

ITEM 8.01 Other Events.

On July 25, 2018, the Company announced an increase in the quarterly cash dividend to be paid on its common stock of approximately 56 percent, or \$0.05, to \$0.14, payable on October 1, 2018.

A copy of the press release announcing the dividend increase is attached as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Index

Exhibit No. Exhibit

3.2 By-Laws of Regions Financial Corporation as amended and restated as of July 25, 2018.

99.1 Press Release dated July 25, 2018.

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SIGNATURES

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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.

REGIONS FINANCIAL CORPORATION

By: /s/ Fournier J. Gale, III  
Name: Fournier J. Gale, III  
Title: Senior Executive Vice President,  
General Counsel and Corporate  
Secretary

Date: July 25, 2018