

KEYCORP /NEW/
Form 8-A12B
July 29, 2016

As filed with the Securities and Exchange Commission on July 29, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

KeyCorp

(Exact Name of Registrant as Specified in its Charter)

Ohio
(State of Incorporation or Organization)

127 Public Square Cleveland, Ohio

34-6542451
(I.R.S. Employer Identification No.)

44114-1306

Edgar Filing: KEYCORP /NEW/ - Form 8-A12B

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ☐ "

Securities Act registration statement file number to which this form relates:

333-208272

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on Which

to be so Registered

Each Class is to be Registered

Fixed-to-Floating Rate Perpetual Noncumulative

New York Stock Exchange

Preferred Stock, Series C

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1: Description of Registrant's Securities to be Registered.

On October 30, 2015, KeyCorp, an Ohio corporation (the Registrant), entered into an Agreement and Plan of Merger (the Merger Agreement) with First Niagara Financial Group, Inc., a Delaware corporation (the First Niagara), pursuant to which, upon the terms and subject to the conditions set forth therein, First Niagara will merge with and into the Registrant (the Merger), with the Registrant as the surviving corporation in the Merger. Subject to the terms and conditions of the Merger Agreement, at the effective time of the Merger, each share of First Niagara preferred stock, Series B, par value \$0.01 per share, will be automatically converted into the right to receive a share of a newly-created series of preferred stock of the Registrant designated Fixed-to-Floating Rate Perpetual Noncumulative Preferred Stock, Series C (the Series C Preferred Stock).

The description of the Series C Preferred Stock contained in the section captioned "Description of KeyCorp Capital Stock" in Amendment No. 3 to the Registrant's registration statement on Form S-4 (File No. 333-208272) dated as of February 3, 2016 (the Registration Statement) is incorporated herein by reference.

Item 2: Exhibits.

- 3.1 Second Amended and Restated Articles of Incorporation of KeyCorp (effective August 1, 2016) containing the terms of the KeyCorp Series C Preferred Stock.
- 3.2 Second Amended and Restated Regulations of KeyCorp (effective March 23, 2016) (incorporated by reference to Exhibit 3 to KeyCorp's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

KEYCORP

Date: July 29, 2016

By: /s/ Donald R. Kimble
Name: Donald R. Kimble
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
3.1	Second Amended and Restated Articles of Incorporation of KeyCorp (effective August 1, 2016) containing the terms of the KeyCorp Series C Preferred Stock.
3.2	Second Amended and Restated Regulations of KeyCorp (effective March 23, 2016) (incorporated by reference to Exhibit 3 to KeyCorp's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016).