

Union Bankshares Corp  
Form 8-K  
December 05, 2016

**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): December 5, 2016**

**UNION BANKSHARES CORPORATION**

(Exact name of registrant as specified in its charter)

**Virginia**                      **0-20293**      **54-1598552**  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)              File Number) Identification No.)

**1051 East Cary Street**

**Suite 1200**

**Richmond, Virginia 23219**

(Address of principal executive offices, including Zip Code)

**Registrant's telephone number, including area code: (804) 633-5031**

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 13c-4(c) under the Exchange Act (17 CFR 240.13c-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On December 5, 2016, Union Bankshares Corporation (the “Company”) completed an underwritten public offering (the “Offering”) of \$150 million in aggregate principal amount of its 5.00% Fixed-to-Floating Rate Subordinated Notes due December 15, 2026 (the “Notes”). The Notes were issued pursuant to the Subordinated Indenture, dated as of December 5, 2016 (the “Base Indenture”), between the Company and U.S. Bank National Association, as trustee (the “Trustee”), as supplemented by the First Supplemental Indenture, dated as of December 5, 2016 (the “Supplemental Indenture”), between the Company and the Trustee. The Base Indenture, as amended and supplemented by the Supplemental Indenture, governs the terms of the Notes and provides that the Notes are unsecured, subordinated debt obligations of the Company and will mature on December 15, 2026. From and including the date of issuance to, but excluding December 15, 2021, the Notes will bear interest at an initial rate of 5.00% per annum. From and including December 15, 2021 to, but excluding the maturity date or earlier redemption, the Notes will bear interest at a floating rate equal to three-month LIBOR as calculated on each applicable date of determination plus a spread of 317.5 basis points; provided, however, that in the event three-month LIBOR is less than zero, then three-month LIBOR shall be deemed to be zero.

The Company may, beginning with the interest payment date of December 15, 2021, and on any interest payment date thereafter, redeem the Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed plus accrued and unpaid interest to but excluding the date of redemption. The Company may also redeem the Notes at any time, including prior to December 15, 2021, at the Company’s option, in whole but not in part, if: (i) a change or prospective change in law occurs that could prevent the Company from deducting interest payable on the Notes for U.S. federal income tax purposes; (ii) a subsequent event occurs that could preclude the Notes from being recognized as Tier 2 capital for regulatory capital purposes; or (iii) the Company is required to register as an investment company under the Investment Company Act of 1940, as amended; in each case, at a redemption price equal to 100% of the principal amount of the Notes plus any accrued and unpaid interest to but excluding the redemption date.

The foregoing summaries of the Base Indenture, the Supplemental Indenture and the Notes are not complete, and are each qualified in their entirety by reference to the complete text of the Base Indenture, the Supplemental Indenture and the form of Note, which are filed as Exhibits 4.1, 4.2 and 4.3, respectively, to this Current Report on Form 8-K and incorporated herein by reference in their entirety. Troutman Sanders LLP provided the Company with the legal opinion attached hereto as Exhibit 5.1 regarding the legality of the Notes.

The Company is filing this Current Report on Form 8-K to file with the Securities and Exchange Commission certain items related to the offering of the Notes that are to be incorporated by reference into its Registration Statement on Form S-3 (File No. 333-198710).

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 above and the full text of the Base Indenture, the Supplemental Indenture and the Notes, which are attached hereto as Exhibits 4.1, 4.2 and 4.3, respectively, are incorporated by reference into this Item 2.03.

**Item 8.01 Other Events**

On December 5, 2016, the Company issued a press release announcing the closing of the Offering, a copy of which is attached as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed as a part of this Current Report on Form 8-K:

4.1 Subordinated Indenture, dated as of December 5, 2016, between Union Bankshares Corporation and U.S. Bank National Association, as Trustee.

4.2 First Supplemental Indenture, dated as of December 5, 2016, between Union Bankshares Corporation and U.S. Bank National Association, as Trustee (including the form of Note attached as an exhibit thereto).

4.3 Form of 5.00% Fixed-to-Floating Rate Subordinated Note due 2026 (included in Exhibit 4.2).

5.1 Opinion of Troutman Sanders LLP, counsel to Union Bankshares Corporation, as to the legality of the Notes.

23.1 Consent of Troutman Sanders LLP (included in Exhibit 5.1).

99.1 Press release, dated December 5, 2016.

**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.

**UNION BANKSHARES CORPORATION**

Date: December 5, 2016 By: /s/ Robert M. Gorman  
Name: Robert M. Gorman  
Title: Executive Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

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