

CAPITAL ONE FINANCIAL CORP
Form 425
September 18, 2006

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): September 12, 2006

CAPITAL ONE FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13300
(Commission File Number)

54-1719854
(IRS Employer
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 or former address, if changed since last report)

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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))
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Item 8.01 Other Events.

On September 12, 2006, Capital One Financial Corporation (Capital One or the Company) closed the public offering of \$1,100,000,000 aggregate principal amount of the Company s Floating Rate Senior Notes Due 2009 (the Floating Rate Notes) and \$1,100,000,000 aggregate principal amount of the Company s 5.700% Senior Notes Due 2011 (the 5.700% Notes, and together with the Floating Rate Notes, the Notes), pursuant to an Underwriting Agreement dated September 5, 2006, among the Company and J.P. Morgan Securities Inc., Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc., as representatives of the underwriters named in Schedule I thereto (collectively, the Underwriters). The Notes were issued pursuant to a Senior Indenture dated as of November 1, 1996 (the Indenture) between the Company and BNY Midwest Trust Company (as successor to Harris Trust and Savings Bank), as Indenture Trustee. The Notes have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (File No. 333-133943).

The foregoing description of the Notes and other documents relating to this transaction does not purport to be complete and is qualified in its entirety by reference to the full text of these securities and documents, forms or copies of which are attached as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

Additional Information About the Capital One North Fork Transaction

In connection with the proposed merger of Capital One and North Fork Bancorporation, Inc. (North Fork), Capital One filed with the Securities and Exchange Commission (the SEC) a Registration Statement on Form S-4 that included a joint proxy statement of Capital One and North Fork that also constitutes a prospectus of Capital One. Capital One and North Fork mailed the definitive joint proxy statement/prospectus to their respective stockholders on or about July 14, 2006. Investors and security holders are urged to read the joint proxy statement/prospectus (including all filings subsequent to the date of mailing that are incorporated by reference therein as provided in the joint proxy statement/prospectus) regarding the proposed merger because it contains important information. You may obtain a free copy of the joint proxy statement/prospectus and other related documents filed by Capital One and North Fork with the SEC at the SEC s website at www.sec.gov. The joint proxy statement/prospectus and the other documents may also be obtained for free by accessing Capital One s website at www.capitalone.com under the heading Investors and then under the heading SEC & Regulatory Filings or by accessing North Fork s website at www.northforkbank.com under the tab Investor Relations and then under the heading SEC Filings .

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit | Description |
|---------|---|
| 1.1 | Underwriting Agreement dated September 5, 2006, among Capital One Financial Corporation and J.P. Morgan Securities Inc., Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc., as representatives of the Underwriters |
| 4.1 | Specimen Floating Rate Senior Note Due 2009 |
| 4.2 | Specimen 5.700% Senior Note Due 2011 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, 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: September 18, 2006

By: /s/ JOHN G. FINNERAN, JR.
Name: John G. Finneran, Jr.
Title: General Counsel and Corporate Secretary

EXHIBIT INDEX

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