

WACHOVIA CORP NEW  
Form 8-K  
February 08, 2008

**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) February 7, 2008**

**Wachovia Corporation**

**(Exact Name of Registrant as Specified in Its Charter)**

**North Carolina**

**(State or Other Jurisdiction of Incorporation)**

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**1-10000**  
(Commission File Number)

**56-0898180**  
(IRS Employer Identification No.)

**One Wachovia Center**

**Charlotte, North Carolina**  
(Address of Principal Executive Offices)

**28288-0013**  
(Zip Code)

**(704) 374-6565**

(Registrant's Telephone Number, Including Area Code)

(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))

**Item 3.03. Material Modification to Rights of Securityholders.**

On February 8, 2008, Wachovia Corporation ( Wachovia ) issued the Preferred Stock (as defined in Item 5.03 below). Following such issuance, Wachovia's ability to declare or pay dividends or distributions on, or repurchase, redeem or otherwise acquire for consideration, shares of its Junior Stock (as defined below) and Parity Stock (as defined below) will be subject to certain restrictions in the event that Wachovia does not pay in full or declare and set aside for payment in full dividends on the Preferred Stock. Junior Stock means Wachovia's common stock and any other class or series of stock of Wachovia now existing or hereafter authorized over which the Preferred Stock has preference or priority in the payment of dividends. Parity Stock means any class or series of Wachovia stock that ranks on a par with the Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding-up of Wachovia. As of February 8, 2008, there were 2,300,000 shares of Class A Preferred Stock, Series J, which is Parity Stock, outstanding. The restrictions are set forth in the Articles of Amendment described in Item 5.03 below.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

On February 7, 2008, Wachovia filed Articles of Amendment for the purpose of amending its Articles of Incorporation to fix the preferences, limitations and relative rights of a new series of its class of Class A Preferred Stock designated as Fixed-to-Floating Rate Non-Cumulative Perpetual Class A Preferred Stock, Series K, with no par value and a liquidation preference of \$1,000 per share (the Preferred Stock ). A copy of the Articles of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

On February 8, 2008, Wachovia issued 3,500,000 shares of the Preferred Stock, which were registered pursuant to a shelf registration statement on Form S-3 (SEC File No. 333-125271). The following documents are being filed as exhibits to this report on Form 8-K and are incorporated by reference into this Item 8.01: (i) the Underwriting Agreement, dated February 5, 2008, by and among Wachovia, and Wachovia Capital Markets, LLC as representatives of the underwriters named therein; (ii) Articles of Amendment of Wachovia dated February 7, 2008; and (iii) the form of certificate for the Preferred Stock.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

1.1 Underwriting Agreement, dated February 5, 2008, by and among Wachovia and Wachovia Capital Markets, LLC as representatives of the underwriters named therein

3.1 Articles of Amendment of Wachovia with respect to the Preferred Stock, dated February 7, 2008.

4.1 Form of certificate for the Preferred Stock.

**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.

WACHOVIA CORPORATION

Date: February 8, 2008

By: /s/ Thomas J. Wurtz  
Name: Thomas J. Wurtz  
Title: Senior Executive Vice President

and Chief Financial Officer

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Underwriting Agreement, dated February 5, 2008, by and among Wachovia and Wachovia Capital Markets, LLC as representatives of the underwriters named therein |
| 3.1                | Articles of Amendment of Wachovia with respect to the Preferred Stock, dated February 7, 2008.   |
| 4.1                | Form of certificate for the Preferred Stock.   |