

REGIONS FINANCIAL CORP  
Form 8-K  
February 12, 2015

**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 12, 2015**

**REGIONS FINANCIAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
**of incorporation)**

**001-34034**  
**(Commission**  
**File Number)**

**1900 FIFTH AVENUE NORTH**

**63-0589368**  
**(IRS. Employer**  
**Identification No.)**

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**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))

**Item 8.01 Other Events.**

On February 12, 2015, Regions Financial Corporation ( Regions ) announced that Regions Bank, its wholly-owned subsidiary, has commenced a cash tender offer for up to an aggregate of \$250 million of Regions Bank s outstanding 7.50% Subordinated Notes due 2018, subject to certain limitations. A copy of the press release announcing the tender offer is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

(d) Exhibits.

**Exhibit**

**Number**

**Description**

|      |  |
|------|--|
| 99.1 | Press Release announcing commencement of the tender offer, dated February 12, 2015 |
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**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.

**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: February 12, 2015