

CITIZENS FINANCIAL GROUP INC/RI  
Form 8-K  
January 20, 2017

**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): January 20, 2017**

**CITIZENS FINANCIAL GROUP, INC.**  
**(Exact name of registrant as specified in its charter)**

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

**One Citizens Plaza**

**001-36636**  
**(Commission**  
  
**File No.)**

**05-0412693**  
**(IRS Employer**  
  
**Identification No.)**

**02903**

**Providence, RI**  
**(Address of principal executive offices)** **(Zip code)**  
**Registrant's telephone number, including area code: (401) 456-7000**

**Not Applicable**

**(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 2.02 Results of Operations and Financial Condition.**

On January 20, 2017, Citizens Financial Group, Inc. issued a press release reporting fourth quarter and full year 2016 earnings and posted on its website the press release, an earnings release presentation, and a financial supplement. Copies of the press release, earnings release presentation, and financial supplement are being furnished as Exhibits 99.1, 99.2 and 99.3, respectively.

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibit 99.1 Citizens Financial Group, Inc. press release dated January 20, 2017
- Exhibit 99.2 Citizens Financial Group, Inc. earnings release presentation issued January 20, 2017
- Exhibit 99.3 Citizens Financial Group, Inc. financial supplement for fourth quarter and full year 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.

CITIZENS FINANCIAL GROUP, INC.

By: /s/ Stephen T. Gannon  
Stephen T. Gannon  
Executive Vice President, General  
Counsel and Chief Legal Officer

Date: January 20, 2017

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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