

SUNTRUST BANKS INC  
Form 8-A12B  
December 20, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A**  
**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

SunTrust Banks, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Georgia  
(State of Incorporation or Organization)

58 1575035  
(I.R.S. Employer Identification No.)

303 Peachtree Street, N.E.,  
  
Atlanta, Georgia  
(Address of Principal Executive Offices)

30308  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box.

Securities Act registration statement file number to which this form relates:

333-183516  
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered  
Depository Shares, Each Representing a

Name of each exchange on which  
each class is to be registered  
New York Stock Exchange

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1/4,000<sup>th</sup> Interest in a Share of Perpetual

Preferred Stock, Series E

Securities to be registered pursuant to Section 12(g) of the Act: None

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Perpetual Preferred Stock, Series E, no par value and \$100,000 liquidation preference per share (the "Series E Preferred Stock"), of SunTrust Banks, Inc. (the "Company") and the description of the Company's Depository Shares, each representing a 1/4,000<sup>th</sup> ownership interest in a share of Series E Preferred Stock, to be registered hereunder, is contained in the sections captioned "Description of the Series E Preferred Stock" and "Description of the Depository Shares" in the Prospectus Supplement, dated December 13, 2012, as filed with the Securities and Exchange Commission (the "Commission") on December 14, 2012 pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, to the Prospectus included in the Registration Statement on Form S-3 (No. 333-183516) of the Company, as filed with the Commission on August 23, 2012. Such sections are incorporated herein by reference.

If any additional securities registered hereby are issued, a prospectus supplement relating to such securities will be filed with the Commission and will be incorporated herein by reference.

**Item 2. Exhibits.**

**Exhibit No. Description**

- 3.1 Amended and Restated Articles of Incorporation of SunTrust Banks, Inc. (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed January 22, 2009).
- 3.2 Amended and Restated Bylaws of SunTrust Banks, Inc. (incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q filed August 9, 2011)
- 3.3 & 4.1 Articles of Amendment of SunTrust Banks, Inc. with respect to the Perpetual Preferred Stock, Series E, dated December 19, 2012 (incorporated by reference to Exhibits 3.1 and 4.1 to the Company's Current Report on Form 8-K filed December 20, 2012).
- 4.2 Form of Certificate representing the Series E Preferred Stock (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed December 20, 2012).
- 4.3 Form of Deposit Agreement among the Company, U.S. Bank National Association and the holders from time to time of the Depository Receipts described therein (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed December 20, 2012).
- 4.4 Form of Depository Receipt (included as part of Exhibit 4.3).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

SUNTRUST BANKS, INC.

Date: December 20, 2012

By:           /s/ Raymond D. Fortin            
Raymond D. Fortin  
Corporate Executive Vice President,  
General Counsel and Corporate Secretary

**EXHIBIT INDEX**

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