

KEYCORP /NEW/  
Form 8-K  
June 10, 2014

**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): June 10, 2014**

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

**001-11302**

**(Commission**

**File Number)**

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

**34-6542451**  
**(I.R.S. Employer**  
**Identification No.)**

**127 Public Square**

**Cleveland, Ohio 44114-1306**

**(Address of principal executive offices and zip code)**

**(216) 689-3000**

**(Registrant's telephone number, including area code)**

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 8.01 Other Events.**

On June 10, 2014, KeyCorp (the Company) updated its Medium-Term Note Program, under which the Company may issue from time to time Senior Medium-Term Notes, Series M (the Series M Notes), and Subordinated Medium-Term Notes, Series N (the Series N Notes, and together with the Series M Notes, the Notes). The Series M Notes will be issued pursuant to the Indenture dated as of June 10, 1994, as amended by a First Supplemental Indenture dated as of November 14, 2001 and further amended by a Second Supplemental Indenture dated as of November 13, 2013 (as so amended, the Senior Indenture) between the Company and Deutsche Bank Trust Company Americas, as Senior Note Trustee, and the Officers Certificate and Company Order dated June 10, 2014, pursuant to Sections 201, 301 and 303 of the Senior Indenture. The Series N Notes will be issued pursuant to the Indenture dated as of June 10, 1994, as amended by a First Supplemental Indenture dated as of November 14, 2001 and further amended by a Second Supplemental Indenture dated as of November 13, 2013 (as so amended, the Subordinated Indenture) between the Company and Deutsche Bank Trust Company Americas, as Subordinated Note Trustee, and the Officers Certificate and Company Order dated June 10, 2014, pursuant to Sections 201, 301 and 303 of the Subordinated Note Indenture. The Notes have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3, File No. 333-196641.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Distribution Agreement dated June 10, 2014 between the Company and the Agents named therein.
- 4.1 Officers Certificate and Company Order dated June 10, 2014, pursuant to Sections 201, 301 and 303 of the Senior Note Indenture (excluding exhibits thereto).
- 4.2 Officers Certificate and Company Order dated June 10, 2014, pursuant to Sections 201, 301 and 303 of the Subordinated Note Indenture (excluding exhibits thereto).
- 4.3 Specimen of Notes:
  - (a) Series M Fixed Rate Note;
  - (b) Series M Floating Rate Note;
  - (c) Series M Master Global Note;
  - (d) Series N Fixed Rate Note;
  - (e) Series N Floating Rate Note; and
  - (f) Series N Master Global Note.

**SIGNATURE**

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.

**KEYCORP**  
(Registrant)

Date: June 10, 2014

/s/ William J. Blake  
By: William J. Blake  
Title: Vice President and Assistant Secretary

**INDEX TO EXHIBITS**

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