

FIRST NIAGARA FINANCIAL GROUP INC

Form 425

October 30, 2015

Explanatory Note: The following is a communication issued by KeyCorp to certain of its employees.

Filed by KeyCorp

pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Company: First Niagara Financial Group, Inc.

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