

CAPITAL ONE FINANCIAL CORP
Form 8-K/A
January 09, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K/A

AMENDMENT No. 1 TO
CURRENT REPORT

Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934

Date of Report: January 6, 2006

Date of Earliest Event Reported: November 16, 2005

CAPITAL ONE FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

1-13300
(Commission File Number)

54-1719854
(IRS Employer)

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of incorporation)

Identification No.)

1680 Capital One Drive,

McLean, Virginia
(Address of principal executive offices)

22102
(Zip Code)

Registrant's telephone number, including area code: (703) 720-1000

(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 (see General Instruction A.2. below):

- .. 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))
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On November 18, 2005 Capital One Financial Corporation (Capital One or the Company) filed a Form 8-K reporting the closing of its merger with Hibernia Corporation (Hibernia) on November 16, 2005. In that filing the Company indicated that it would amend the Form 8-K at a later date to include the financial information required by Item 9.01. This amendment to the November 18, 2005 Form 8-K is being filed to provide such financial information, which is attached as Exhibits 99.1, 99.2 and 99.3 to this report.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The required consolidated financial statements of Hibernia as of and for the fiscal year ended December 31, 2004 and for the nine-month period ended September 30, 2005 are attached hereto as Exhibit 99.1 and 99.2, respectively, and are incorporated in their entirety herein by reference.

(b) Pro Forma Financial Information

The required pro forma financial information as of September 30, 2005 and for the nine and twelve months ended September 30, 2005 and December 31, 2004, respectively, are attached hereto as Exhibit 99.3 and are incorporated in their entirety herein by reference.

(c) Exhibits

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 23.1 | Consent of Ernst & Young LLP. |
| 99.1 | Audited consolidated financial statements of Hibernia Corporation as of and for the year ended December 31, 2004. |
| 99.2 | Unaudited consolidated financial statements of Hibernia Corporation as of and for the nine months September 30, 2005. |
| 99.3 | Preliminary Unaudited Pro Forma Condensed Combined Financial Information as of September 30, 2005 and for the nine and twelve months ended September 30, 2005 and December 31, 2004, respectively. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

CAPITAL ONE FINANCIAL CORPORATION

Dated: January 6, 2006

By: /S/ GARY L. PERLIN

**Executive Vice President,
Chief Financial Officer**

EXHIBIT INDEX

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