

CITIZENS FINANCIAL GROUP INC/RI  
Form 8-K  
February 25, 2016

**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): February 24, 2016

**CITIZENS FINANCIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

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

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

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

**One Citizens Plaza**

**Providence, RI**  
(Address of principal executive offices)

**02903**  
(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 5.02 Departure of Directors or Certain Officers; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 24, 2016, Citizens Financial Group, Inc. (the Company) announced the appointment of Malcolm Griggs as Executive Vice President and Chief Risk Officer effective April 1, 2016. Mr. Griggs, who has been with the Company since 2014, will succeed the Company's current Chief Risk Officer, Nancy Shanik, who is retiring from the Company as of May 31, 2016.

A copy of the Company's press release announcing Mr. Grigg's appointment and Ms. Shanik's retirement is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibit 99.1 Press Release issued by the Company, dated February 24, 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 and Chief Legal Officer

Date: February 24, 2016

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release issued by the Company, dated February 24, 2016