

CAPITAL ONE FINANCIAL CORP

Form 8-K

February 26, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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FORM 8-K

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CURRENT REPORT

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

February 24, 2016

Date of Report (Date of earliest event reported)

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CAPITAL ONE FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

1-13300  
(Commission File Number)

54-1719854  
(IRS Employer  
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)

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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)

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“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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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On February 24, 2016, the Board of Directors (the “Board”) of Capital One Financial Corporation (the “Company”) appointed Peter Thomas Killalea to serve as a director, effective immediately. The size of the Board was increased to eleven in connection with the appointment. Mr. Killalea has not been appointed to serve on any Board committee at this time. Mr. Killalea will stand for election by the Company’s stockholders at the Annual Meeting of Stockholders in May 2016.

Mr. Killalea was not selected as a director pursuant to any arrangement or understanding between him and any other person. There are no related party transactions between the Company and Mr. Killalea. Mr. Killalea will receive compensation for his services on the Board in accordance with the standard compensatory arrangement described in the Company’s proxy statement filed on March 17, 2015 for non-employee directors, pro-rated for service until the Annual Meeting of Stockholders in May 2016.

A copy of the Company’s press release announcing the appointment of Mr. Killalea to the Board is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Press Release, dated February 26, 2016

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.

Dated: February 26, 2016

CAPITAL ONE FINANCIAL CORPORATION

By: /s/ John G. Finneran, Jr.

John G. Finneran, Jr.

General Counsel and Corporate Secretary

EXHIBIT INDEX

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