

CITIZENS FINANCIAL GROUP INC/RI  
Form 8-K  
September 15, 2015

**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): September 10, 2015**

**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; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d)

On September 10, 2015, the Board of Directors of Citizens Financial Group, Inc. (the Company ) appointed Christine M. Cumming to the Company s Board of Directors effective October 1, 2015.

Ms. Cumming most recently served as First Vice President and Chief Operating Officer for the Federal Reserve Bank of New York prior to her retirement in June 2015. She held a number of senior leadership positions over the course of 35 years at the Federal Reserve Bank of New York.

Ms. Cumming s appointment expands the Company s Board of Directors from 12 to 13 directors. She will serve on the Risk Committee of the Company s Board of Directors. Ms. Cumming will receive compensation for her services pursuant to the Citizens Financial Group, Inc. Non-Employee Directors Compensation Policy.

A copy of the Company s press release announcing Ms. Cumming s appointment 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 September 15, 2015

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 General  
Counsel

Date: September 15, 2015

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release issued by the Company, dated September 15, 2015