

REGIONS FINANCIAL CORP  
Form 8-K  
February 12, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 11, 2016

REGIONS FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

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| DELAWARE<br>(State or other jurisdiction<br>of incorporation) | 001-34034<br>(Commission<br>File Number) | 63-0589368<br>(IRS Employer<br>Identification No.) |
|---|--|--|

1900 FIFTH AVENUE NORTH  
BIRMINGHAM, ALABAMA 35203  
(Address, including zip code, of principal executive office)

Registrant's telephone number, including area code: (205) 581-7890

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

In accordance with the Regions Financial Corporation Corporate Governance Principles, Director George W. Bryan, having reached the mandatory retirement age of 72, will retire from the Board of Directors of Regions Financial Corporation ("Regions") at the expiration of his current term immediately prior to the call to order of the Regions' 2016 Annual Meeting of Stockholders and will not stand for re-election as a Director. Mr. Bryan's retirement was approved by the Board of Directors on February 11, 2016. The annual meeting of stockholders is scheduled to occur on April 21, 2016. The press release announcing the retirement is attached as Exhibit 99.1 hereto and incorporated by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description of Exhibit

99.1 Press Release of February 12, 2016

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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.

REGIONS FINANCIAL CORPORATION

By: /s/ Fournier J. Gale, III  
Name: Fournier J. Gale, III  
Title: Senior Executive Vice President, General Counsel and Corporate Secretary

Date: February 12, 2016