

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

December 2, 2019

Date of Report (Date of earliest event reported)

CAPITAL ONE FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-13300
(Commission File Number)

54-1719854
(IRS Employer Identification No.)

1680 Capital One Drive,
McLean, Virginia
(Address of principal executive offices)

Registrant's telephone number, including area code: (703) 720-1000
(Not applicable)
(Former name or former address, if changed since last report)

22102
(Zip Code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock (par value \$.01 per share)	COF	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series B	COF PRP	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series F	COF PRF	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series G	COF PRG	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series H	COF PRH	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series I	COF PRI	New York Stock Exchange
0.800% Senior Notes Due 2024	COF24	New York Stock Exchange
1.650% Senior Notes Due 2029	COF29	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 2, 2019, Capital One Financial Corporation (the “Company”) filed a Certificate of Elimination to its Restated Certificate of Incorporation with the Secretary of State of the State of Delaware eliminating from the Restated Certificate of Incorporation all matters set forth in the Certificate of Designations with respect to its Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series C (the “Series C Preferred Stock”) and a Certificate of Elimination to its Restated Certificate of Incorporation with the Secretary of State of the State of Delaware eliminating from the Restated Certificate of Incorporation all matters set forth in the Certificate of Designations with respect to its Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series D (the “Series D Preferred Stock”).

All outstanding shares of the Series C Preferred Stock and the Series D Preferred Stock were redeemed on December 2, 2019. Copies of the Certificate of Elimination relating to the Series C Preferred Stock and the Certificate of Elimination relating to the Series D Preferred Stock are attached as Exhibit 3.1 and Exhibit 3.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Elimination relating to the Series C Preferred Stock, dated December 2, 2019
3.2	Certificate of Elimination relating to the Series D Preferred Stock, dated December 2, 2019
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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

Date: December 2, 2019

By: /s/ Matthew W. Cooper

Matthew W. Cooper

General Counsel

**CERTIFICATE OF ELIMINATION
OF
FIXED RATE NON-CUMULATIVE PERPETUAL
PREFERRED STOCK, SERIES C
OF
CAPITAL ONE FINANCIAL CORPORATION**

**Pursuant to Section 151 of the
General Corporation Law of the State of Delaware**

Capital One Financial Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify as follows:

1. At a meeting of the Board of Directors (the "Board") of the Corporation duly convened and held on October 3, 2019, the Board duly adopted resolutions authorizing (a) the redemption of the outstanding 500,000 shares of the Corporation's Series C Fixed Rate Non-Cumulative Perpetual Preferred Stock (the "Series C Preferred Stock"), (b) the cancellation of all outstanding shares of the Series C Preferred Stock following such redemption, (c) the filing of a Certificate of Elimination with respect to the Series C Preferred Stock, and (d) the Proper Officers of the Corporation, in the name of and on behalf of the Corporation, to make, execute and deliver, or cause to be made, executed and delivered, all such officers' certificates and such other agreements, undertakings, documents or instruments and to take any and all further actions any of them shall approve as necessary or appropriate to carry out the purpose and intent of the foregoing resolutions, with the taking of any such action conclusively establishing the validity thereof.
2. The "Proper Officers" include Thomas A. Feil, the Senior Vice President and Treasurer of the Corporation.
3. Pursuant to the foregoing resolutions of the Board, Thomas A. Feil, in his capacity as a Proper Officer, has certified the resolutions set forth below, authorizing a decrease in the number of shares designated as Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series C, \$0.01 par value per share (the "Series C Preferred Stock"), from 500,000 shares to zero shares.
4. Pursuant to Section 151 of the General Corporation Law of the State of Delaware, such resolutions shall have the effect of eliminating from the certificate of incorporation of the Corporation all matters set forth in the Certificate of Designations of the Series C Preferred Stock.
5. No shares of Series C Preferred Stock remain issued and outstanding.

NOW, THEREFORE, BE IT RESOLVED, that no further shares of Series C Preferred Stock shall be issued subject to the Certificate of Designations of the Series C Preferred Stock previously filed with the Secretary of State of the State of Delaware (the "Certificate of Designations").

RESOLVED, that the number of shares designated as Series C Preferred Stock be reduced to zero, which is the number issued and outstanding following the redemption of all the shares of Series C Preferred Stock by the Corporation, in order to allow the 500,000 redeemed shares to resume their status as authorized but undesignated shares of preferred stock of the Corporation, \$0.01 par value per share, pursuant to Section 151 of the General Corporation Law of the State of Delaware, such shares thereafter to be available for designation in the future as part of a different series.

RESOLVED, that the Proper Officers of the Corporation be, and each of them hereby is, authorized and directed, in the name of and on behalf of the Corporation, to execute a Certificate of Elimination of the Series C Preferred Stock, as well as such other certificates or instruments as may be required, to be filed with the Secretary of State of the State of Delaware to evidence the reduction in the number of shares designated as Series C Preferred Stock and the elimination from the certificate of incorporation of the Corporation all matters set forth in the Certificate of Designations, such elimination to be effective upon the filing with the Secretary of State of the State of Delaware of such Certificate of Elimination of the Series C Preferred Stock.

RESOLVED, that any specific resolutions that may be required to have been adopted by the Board in connection with the actions contemplated by the foregoing resolutions be, and they hereby are, adopted, and the Proper Officers of the Corporation be, and each of them hereby is, authorized to certify as to the adoption of any and all such resolutions and attach such resolutions hereto.

RESOLVED, that all actions heretofore taken by any Proper Officer of the Corporation in connection with, or otherwise in contemplation of, the transactions contemplated by any of the foregoing resolutions be, and they hereby are, ratified, confirmed and approved.

RESOLVED, that the Proper Officers of the Corporation be, and each of them hereby is, authorized and empowered, in the name of and on behalf of the Corporation, to take or cause to be taken all actions and to execute and deliver all such instruments that the Proper Officers of the Corporation, or any one or more of them, approve as necessary or desirable in connection with the foregoing resolutions, such approval to be conclusively evidenced by the taking of such action or the execution and delivery of any such instrument by a Proper Officer of the Corporation.

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IN WITNESS WHEREOF, Capital One Financial Corporation has caused this Certificate of Elimination to be signed by the undersigned as of this 2nd day of December, 2019.

/s/ Thomas A. Feil
Thomas A. Feil
Senior Vice President and Treasurer

[Signature Page to Series C Preferred Stock Certificate of Elimination]

**CERTIFICATE OF ELIMINATION
OF
FIXED RATE NON-CUMULATIVE PERPETUAL
PREFERRED STOCK, SERIES D
OF
CAPITAL ONE FINANCIAL CORPORATION**

**Pursuant to Section 151 of the
General Corporation Law of the State of Delaware**

Capital One Financial Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify as follows:

1. At a meeting of the Board of Directors (the "Board") of the Corporation duly convened and held on October 3, 2019, the Board duly adopted resolutions authorizing (a) the redemption of the outstanding 500,000 shares of the Corporation's Series D Fixed Rate Non-Cumulative Perpetual Preferred Stock (the "Series D Preferred Stock"), (b) the cancellation of all outstanding shares of the Series D Preferred Stock following such redemption, (c) the filing of a Certificate of Elimination with respect to the Series D Preferred Stock, and (d) the Proper Officers of the Corporation, in the name of and on behalf of the Corporation, to make, execute and deliver, or cause to be made, executed and delivered, all such officers' certificates and such other agreements, undertakings, documents or instruments and to take any and all further actions any of them shall approve as necessary or appropriate to carry out the purpose and intent of the foregoing resolutions, with the taking of any such action conclusively establishing the validity thereof.
2. The "Proper Officers" include Thomas A. Feil, the Senior Vice President and Treasurer of the Corporation.
3. Pursuant to the foregoing resolutions of the Board, Thomas A. Feil, in his capacity as a Proper Officer, has certified the resolutions set forth below, authorizing a decrease in the number of shares designated as Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series D, \$0.01 par value per share (the "Series D Preferred Stock"), from 500,000 shares to zero shares.
4. Pursuant to Section 151 of the General Corporation Law of the State of Delaware, such resolutions shall have the effect of eliminating from the certificate of incorporation of the Corporation all matters set forth in the Certificate of Designations of the Series D Preferred Stock.
5. No shares of Series D Preferred Stock remain issued and outstanding.

NOW, THEREFORE, BE IT RESOLVED, that no further shares of Series D Preferred Stock shall be issued subject to the Certificate of Designations of the Series D Preferred Stock previously filed with the Secretary of State of the State of Delaware (the "Certificate of Designations").

RESOLVED, that the number of shares designated as Series D Preferred Stock be reduced to zero, which is the number issued and outstanding following the redemption of all the shares of Series D Preferred Stock by the Corporation, in order to allow the 500,000 redeemed shares to resume their status as authorized but undesignated shares of preferred stock of the Corporation, \$0.01 par value per share, pursuant to Section 151 of the General Corporation Law of the State of Delaware, such shares thereafter to be available for designation in the future as part of a different series.

RESOLVED, that the Proper Officers of the Corporation be, and each of them hereby is, authorized and directed, in the name of and on behalf of the Corporation, to execute a Certificate of Elimination of the Series D Preferred Stock, as well as such other certificates or instruments as may be required, to be filed with the Secretary of State of the State of Delaware to evidence the reduction in the number of shares designated as Series D Preferred Stock and the elimination from the certificate of incorporation of the Corporation all matters set forth in the Certificate of Designations, such elimination to be effective upon the filing with the Secretary of State of the State of Delaware of such Certificate of Elimination of the Series D Preferred Stock.

RESOLVED, that any specific resolutions that may be required to have been adopted by the Board in connection with the actions contemplated by the foregoing resolutions be, and they hereby are, adopted, and the Proper Officers of the Corporation

be, and each of them hereby is, authorized to certify as to the adoption of any and all such resolutions and attach such resolutions hereto.

RESOLVED, that all actions heretofore taken by any Proper Officer of the Corporation in connection with, or otherwise in contemplation of, the transactions contemplated by any of the foregoing resolutions be, and they hereby are, ratified, confirmed and approved.

RESOLVED, that the Proper Officers of the Corporation be, and each of them hereby is, authorized and empowered, in the name of and on behalf of the Corporation, to take or cause to be taken all actions and to execute and deliver all such instruments that the Proper Officers of the Corporation, or any one or more of them, approve as necessary or desirable in connection with the foregoing resolutions, such approval to be conclusively evidenced by the taking of such action or the execution and delivery of any such instrument by a Proper Officer of the Corporation.

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IN WITNESS WHEREOF, Capital One Financial Corporation has caused this Certificate of Elimination to be signed by the undersigned as of this 2nd day of December, 2019.

/s/ Thomas A. Feil
Thomas A. Feil
Senior Vice President and Treasurer

[Signature Page to Series D Preferred Stock Certificate of Elimination]