

**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**

**August 11, 2015**  
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)

**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)

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))

**Item 7.01 Regulation FD Disclosure.**

On August 11, 2015, Capital One Financial Corporation (the "Company") issued a press release announcing the signing of a definitive agreement with General Electric Capital Corporation to acquire approximately \$8.5 billion of healthcare-related loans and its Healthcare Financial Services business. A copy of the Company's press release is attached and furnished herewith as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

*Note:* Information in this report (including the exhibit) furnished pursuant to Item 7.01 shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information in the report that is required to be disclosed solely by Regulation FD. Furthermore, the information provided in Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<u>99.1</u>	Press Release, dated August 11, 2015

**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: August 11, 2015

**CAPITAL ONE FINANCIAL CORPORATION**

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

John G. Finneran, Jr.

General Counsel and Corporate Secretary



## Media Release

## Contacts:

## Investor Relations

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## Media Relations

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## For Immediate Release

### Capital One to Acquire GE Capital's U.S. Healthcare Finance Unit

*The addition of GE Capital, Healthcare Financial Services' in-depth industry expertise will expand Capital One's capabilities in the healthcare sector, creating a market-leading platform capable of delivering a complete set of banking solutions*

McLean, Va (August 11, 2015) - Capital One Financial Corporation (NYSE: COF) announced today the signing of a definitive agreement with General Electric Capital Corporation to acquire approximately \$8.5 billion of healthcare-related loans and its Healthcare Financial Services business, one of the leading capital providers in the U.S. healthcare market, for a 6 percent premium to par value of all receivables as of June 30, 2015. Capital One expects this acquisition to provide a strong platform for future growth and returns. Capital One does not expect this acquisition to impact its approved capital distribution plan described in the company's report on Form 10-Q for the quarterly period ended June 30, 2015. The company expects to complete the acquisition in the fourth quarter of 2015.

GE Capital, Healthcare Financial Services provides customized financing solutions that help support and grow healthcare organizations, providing financing to companies in various healthcare sectors, including healthcare services, seniors housing, hospitals, medical offices, pharmaceuticals, and medical devices.

Darren Alcus, President of GE Capital, Healthcare Financial Services, will become the President of Capital One's healthcare finance business. The acquisition of GE Capital, Healthcare Financial Services and the addition of the experienced management team will add to Capital One's already strong healthcare lending business and create a leading healthcare banking platform. Capital One will benefit from GE Capital, Healthcare Financial Services' broad customer base and expert risk management platform as it brings to the new unit the resources of a top 10 U.S. bank, including a more complete suite of lending and depository products, as well as treasury management services.

"This is a strategic investment in a specialty industry segment that we have been building out for the past several years. This addition will catapult us to a leading market position in providing financial services to the healthcare sector," said Michael Slocum, President of Capital One's Commercial Bank. "The GE Capital, Healthcare Financial Services team shares our commitment to providing value-added advice and creative financing solutions to the healthcare industry. Together we will deliver a powerful combination of industry-leading expertise and expanded capabilities to our clients."

"We are excited to join forces with the healthcare finance professionals at Capital One – they share our vision for providing the financial solutions that this complex industry demands," said Alcus. "The healthcare sector offers tremendous potential for growth, and I am confident that together we will offer the best-in-class expertise and tailored financial products that meet the needs of healthcare businesses across the country."

Credit Suisse and Wells Fargo Securities acted as exclusive financial advisors to Capital One, and Wachtell, Lipton, Rosen & Katz acted as legal advisor to Capital One.

### **Forward Looking Statements**

Certain statements in this release are forward-looking statements, which involve a number of risks and uncertainties. Capital One cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information due to a number of factors, including those listed from time to time in reports that Capital One files with the Securities and Exchange Commission, including, but not limited to, the Annual Report on Form 10-K for the year ended December 31, 2014.

### **About Capital One**

Capital One Financial Corporation ([www.capitalone.com](http://www.capitalone.com)) is a financial holding company whose subsidiaries, which include Capital One, N.A., and Capital One Bank (USA), N.A., had \$208.8 billion in deposits and \$310.5 billion in total assets as of June 30, 2015. Headquartered in McLean, Virginia, Capital One offers a broad spectrum of financial products and services to consumers, small businesses and commercial clients through a variety of channels. Capital One, N.A. has branches located primarily in New York, New Jersey, Texas, Louisiana, Maryland, Virginia and the District of Columbia. A Fortune 500 company, Capital One trades on the New York Stock Exchange under the symbol "COF" and is included in the S&P 100 index.