

**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**

**December 17, 2018  
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)  
(Not applicable)

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))

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

(d) On December 17, 2018, the Board of Directors (the “Board”) of Capital One Financial Corporation (the “Company”) appointed Cornelis Petrus Adrianus Joseph Leenaars to serve as a director, effective January 1, 2019. The size of the Board was increased to twelve in connection with the appointment. Mr. Leenaars has been appointed to serve on the Audit Committee and the Risk Committee of the Board and will stand for election by the Company’s stockholders at the Annual Meeting of Stockholders in May 2019.

Mr. Leenaars was not selected as a director pursuant to any arrangement or understanding between him and any other person and there are no related party transactions between the Company and Mr. Leenaars. He 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 20, 2018 for non-employee directors, including an increase to the annual cash retainer of \$25,000 in recognition of the additional time and effort that will be required for Mr. Leenaars to travel internationally to attend Board and committee meetings, pro-rated for service until the Annual Meeting of Stockholders in May 2019.

A copy of the Company’s press release announcing the appointment of Mr. Leenaars 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

<b>Exhibit</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release, dated December 18, 2018</a>

**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 18, 2018

By:           /s/ Matthew W. Cooper            
**Matthew W. Cooper**  
**General Counsel**

EXHIBIT INDEX

**Exhibit**

**Description**

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[99.1](#) [Press Release, dated December 18, 2018](#)



Contact: Derek Conrad  
derek.conrad@capitalone.com

## Eli Leenaars to Join the Capital One Board of Directors

**McLean, Va. (December 18, 2018)** - Capital One Financial Corporation (NYSE: COF) today announced that Eli Leenaars has been appointed to the company's Board of Directors, effective January 1, 2019. Mr. Leenaars will serve on the Audit Committee and the Risk Committee of the Board. Mr. Leenaars will stand for election by Capital One shareholders in May 2019.

Mr. Leenaars has over 30 years of experience in the financial services sector, including institutional and investment banking, asset management, corporate and retail banking, and in cultivating sophisticated client relationships. He currently serves as Vice Chairman of the Global Wealth Management Division at UBS Group AG ("UBS"), engaging on senior relationship management with a focus on its largest non-U.S. clientele. Mr. Leenaars previously served as a member of Capital One's Board of Directors from May 2012 to September 2012 in connection with Capital One's acquisition of ING Direct.

"Eli was a leader at one of the first companies to embrace digital banking and brings tremendous wisdom to how financial services will be re-invented through the use of technology, information, and brand," said Richard D. Fairbank, Chairman and Chief Executive Officer of Capital One. "Capital One was fortunate to have the benefit of his counsel as a director following our acquisition of ING Direct in the U.S. in 2011, and I am pleased to welcome him once again as a member of our Board."

Prior to joining UBS in 2015, Mr. Leenaars enjoyed a 24-year career at ING Group N.V. and various of its subsidiaries ("ING"). From January 2010 until March 2015, he served as the CEO of ING Retail Banking Direct and International for ING, where he was responsible for Retail Banking and Private Banking worldwide. This included CEO of ING Direct N.V., the parent company of ING Direct in the U.S. which pioneered the national direct deposit platform. Between 2004 and 2010, Mr. Leenaars was also member of ING's Executive Board with responsibility for its Global Retail and Private Banking businesses and Group Technology and Operations. Mr. Leenaars is a respected expert on the future of digital banking, as well as global industry trends in finance, investment, banking, and leadership.

### 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 \$247.2 billion in deposits and \$362.9 billion in total assets as of September 30, 2018. 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, Louisiana, Texas, Maryland, Virginia, New Jersey 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.

Visit the Capital One newsroom for more [Capital One news](#).

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