

**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**

**February 9, 2017**  
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 8.01 Other Events.**

On February 2, 2017, the Board of Directors of Capital One Financial Corporation (the “Company”) declared a quarterly dividend of \$0.40 per share on the outstanding shares of the Company’s common stock. The dividend is payable on February 24, 2017 to stockholders of record at the close of business on February 13, 2017.

The Company has outstanding warrants to purchase common stock of the Company, expiring November 14, 2018. In accordance with the terms of those outstanding warrants, the declaration of a dividend in excess of \$0.375 per share will result in an adjustment to the warrant exercise price, which will be reduced from \$42.029 to \$42.017 per share effective as of the close of business on February 13, 2017.

Further information regarding the warrants and adjustments to the warrant exercise price is available on the Company’s website (<http://www.capitalone.com>). Choose “About Us,” then choose “Investors,” then choose “Warrant Information” under the heading “Stock Information.”

**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: February 9, 2017

**CAPITAL ONE FINANCIAL CORPORATION**

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

**John G. Finneran, Jr.**

**General Counsel and Corporate Secretary**