
**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**

**March 13, 2018
Date of Report (Date of earliest event reported)**

CAPITAL ONE FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Commission File No. 1-13300

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

54-1719854
(I.R.S. 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, former address and former fiscal year, 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 9.01. Financial Statements and Exhibits.

The following documents are filed with reference to the Registration Statement on Form S-3, No. 333-223608 (the "Registration Statement,") filed by Capital One Financial Corporation ("Capital One" or the "Company") with the Securities and Exchange Commission on March 13, 2018, and the documents filed as Exhibits 99.1, 99.2, and 99.3 herewith replace the corresponding documents filed as Exhibits 99.1, 99.2, and 99.3 to the Company's Current Report on Form 8-K filed on November 25, 2008.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|--|
| 5.1 | Opinion of Gibson, Dunn & Crutcher LLP |
| 23.1 | Consent of Gibson, Dunn & Crutcher (included in Exhibit 5.1) |
| 99.1 | Enrollment Authorization Form |
| 99.2 | Request for Waiver Form |
| 99.3 | Direct Debit Authorization Form |

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

Dated: March 13, 2018

By: /s/ Matthew W. Cooper

Matthew W. Cooper
General Counsel

EXHIBIT INDEX

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March 13, 2018

Capital One Financial Corporation
1680 Capital One Drive
McLean, Virginia 22102

Re: *Capital One Financial Corporation—Dividend Reinvestment and Stock Purchase Plan*
Registration Statement on S-3 (Registration No. 333-223608)

Ladies and Gentlemen:

We have acted as counsel to Capital One Financial Corporation, a Delaware corporation (the “Company”) in connection with: (i) the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-3, dated March 12, 2018, file no. 333-223608 (the “Registration Statement”), under the Securities Act of 1933, as amended (the “Securities Act”) on March 13, 2018 for the registration of the Company’s debt securities, preferred stock, depository shares, common stock, purchase contracts and units; (ii) the prospectus included therein; and (iii) the prospectus supplement, dated March 13, 2018, filed with the Commission on March 13, 2018 pursuant to Rule 424(b) of the Securities Act (“the Prospectus Supplement”) in connection with the offering by the Company of 7,500,000 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share, pursuant to its Dividend Reinvestment and Stock Purchase Plan.

In arriving at the opinions expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of such documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render these opinions. In our examination, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. As to any facts material to these opinions, we have relied to the extent we deemed appropriate and without independent investigation upon statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued against payment therefore, will be legally issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than to the extent relevant for our opinions herein, the Delaware General Corporation Law. This opinion is limited to the effect of the current state of the Delaware General Corporation Law and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts.

Capital One Financial Corporation

March 13, 2018

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We consent to the filing of this opinion as an exhibit to the Company's Form 8-K, and we further consent to the use of our name under the caption "Certain Legal Matters" in the Registration Statement, and under the caption "Legal Matters" in the Prospectus Supplement. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP



Computershare Trust Company, N.A.
PO Box 505005
Louisville, KY 40233-5005
Within USA, US territories & Canada 888 985 2057
Outside USA, US territories & Canada 781 575 2725
www.computershare.com/investor

Name _____
Address _____
City, State, Zip _____

Holder Account Number

Use a black pen. Print in CAPITAL letters inside the grey areas as shown in this example.

A B C 1 2 3 X

Dividend Reinvestment Plan - Enrollment Form

Please refer to the plan prospectus or brochure before enrolling. (If you do not want to enroll in the plan and you want to receive all your dividends in cash you do not need to complete this form.)

Check one box only. If you do not check any box, then FULL DIVIDEND REINVESTMENT will be assumed. If the plan permits, you may make optional cash investments at any time under each of the participation options below.

Full Dividend Reinvestment
Please mark this box if you wish to reinvest all dividends that become payable on this account, on all stock now held or any future holdings, including shares purchased with optional cash investments.

All Dividends Paid in Cash (No Dividend Reinvestment)
Please mark this box if you wish to receive dividend payments in cash on all stock now held or any future holdings, including shares purchased with optional cash investments.

Partial Dividends Paid in Cash
Please mark this box and specify the number of whole shares on which you wish to receive dividend payments in cash. The dividends on all remaining shares or any future holdings, including shares purchased with optional cash investments, will be reinvested.

Partial Share Amount
[] [] [] [] [] [] [] [] [] []

By participating in the plan, I agree to be bound by the terms and conditions of the prospectus or brochure that governs the plan. I have read and fully understand the terms and conditions of the prospectus or brochure. I further agree that my participation in the plan will continue until I notify Computershare in writing that I desire to terminate my participation in the plan. Upon providing such notification, I acknowledge that my withdrawal from the plan will be subject to the terms and conditions of the prospectus or brochure that governs the plan.

Enrollment forms will be processed within 5 business days of receipt. Confirmation of enrollment will not be mailed; however, a transaction statement will be mailed once there is activity in your account. If you would like to confirm your enrollment in the plan, please call us at the above referenced telephone number.

To be valid, this form must be signed by all registered shareholders. If you do not sign and return this form, you will continue to receive dividend payments in cash.

Signature 1 - Please keep signature within the box.

Signature 2 - Please keep signature within the box.

Date (mm/dd/yyyy)

[Signature Box 1]

[Signature Box 2]

[Date Box]

Daytime Telephone Number

[Telephone Number Box]

Please return completed form to:

Computershare
PO Box 505005
Louisville, KY 40233-5005



E 4 7 U E F N C O F



Privacy Notice

At Computershare, we take privacy seriously. In the course of providing services to you in connection with employee stock purchase plans, dividend reinvestment plans, direct stock purchase plans, direct registration services and/or custody services, we receive nonpublic, personal information about you. We receive this information through transactions we perform for you, from enrollment forms, automatic debit forms, and through other communications with you in writing, electronically, and by telephone. We may also receive information about you by virtue of your transaction with affiliates of Computershare or other parties. This information may include your name, address (residential and mailing), social security number, bank account information, stock ownership information, date of birth, government-issued identification number, and other financial information.

With respect both to current and former customers, Computershare does not share nonpublic personal information with any non-affiliated third-party except as necessary to process a transaction, service your account or as required or permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless required or permitted by law or other governmental process. We strive to restrict access to your personal information to those employees who need to know the information to provide our services to you. Computershare maintains physical, electronic and procedural safeguards to protect your personal information.

Computershare realizes that you entrust us with confidential personal and financial information and we take that trust very seriously.

REQUEST FOR WAIVER

Capital One Financial Corporation. Dividend Reinvestment and Stock Purchase Plan

This form is to be used only by participants in the Capital One Financial Corporation Dividend Reinvestment and Stock Purchase Plan (the "Plan") who are requesting authorization from Capital One Financial Corporation ("Capital One") to make an optional cash investment under the Plan in excess of the \$10,000 monthly investment limit specified in the Plan.

This form must be completed by any participant wishing to make an optional cash investment in the Plan in excess of the \$10,000 monthly maximum. In addition, a new form must be completed for each month for which the participant wishes to make an optional cash investment in excess of the \$10,000 monthly maximum. This form will not be accepted by Capital One unless it is completed in its entirety. Capital One may accept or reject this request for waiver in whole or in part in its sole discretion.

The participant submitting this form hereby certifies that (a) the information contained herein is true and correct as of the date of this form and (b) the participant has received a current copy of the Prospectus relating to the Plan (the "Prospectus").

This form should be completed and returned via fax at 1-703-720-2165, by 3:00 p.m. Eastern Time on the third business day before the first day of the pricing period for the applicable waiver period. For information regarding the discount (if any) that may be applicable to optional cash investments made pursuant to an approved request for waiver, please call 1-703-720-2218.

Capital One will notify you by telephone by 5:00 p.m. Eastern Time on the second business day before the first day of the pricing period regarding whether this request for waiver is approved and the dollar amount approved, and will provide instructions for funds transfer to Computershare Trust Company, N.A. ("Computershare"), the Plan Administrator. Once approved, Capital One will submit a copy of the signed request for waiver to Computershare via email at USCSNJSalesandSpecialProcessing@computershare.com.

Good funds on all accepted requests for waiver must be received by Computershare by 2:00 p.m. Eastern Time on the business day before the first day of the applicable pricing period in order for such funds to be invested pursuant to any request for waiver.

| | | | |
|---|---|---------------|-------------|
| Pricing Period Requested: | Today's Date: | | |
| Participant Company or Individual Name: | Cash Investment Amount Requested: | | |
| Individual Authorized to Transact on Account: | Social Security Number or Tax I.D.: | | |
| Authorized Individual Signature: | Street Address: | | |
| Existing Account Number or Name as it Appears on Share Certificate (if applicable): | City: | State: | ZIP: |
| Print Name as it Should Appear on Account and/or Certificate (if applicable): | Contact Name / Contact Phone Number: | | |
| Contact E-mail Address: | Contact Fax Number: | | |
| <p>Payment Method: <input type="checkbox"/> Wire Transfer <input type="checkbox"/> Other (Specify) Other payment methods must be approved by Capital One.</p> <p>When paying by wire, funds should be wired to: Financial Institution: Harris Trust and Savings Bank Bank ABA#: 071-000-288 Bank Account Name: Computershare Bank Account Number: 226-527-0 Reference: Waiver funds for Capital One Financial Corporation, Attn: Investment Services</p> | | | |
| <p>Disposition of Shares (check one box): <input type="checkbox"/> Hold all shares in my plan account <input type="checkbox"/> DWAC full shares to DTC# _____</p> | | | |

\$100 fee per DWAC

REQUEST FOR WAIVER

Capital One Financial Corporation Dividend Reinvestment and Stock Purchase Plan

If the threshold price (if any) is not satisfied or there are no trades reported for a day in the pricing period, as it may be extended, the following information will be used to return the applicable portion of your optional cash investment as soon as practicable after the pricing period.

| | |
|---------------------------------------|-----------------------------------|
| Name of Financial Institution: | Bank ABA / Routing Number: |
| Bank Account Name: | Bank Account Number: |

Accepted by Capital One Financial Corporation

| | |
|--|---------------|
| Investment Date/Pricing Period: | |
| Optional Cash Investment Amount Approved: | By: |
| Method of Payment: | Name: |
| Applicable Discount: | Title: |
| Approval Date: | |



Computershare Trust Company, N.A.
PO Box 505005
Louisville, KY 40233-5005
Within USA, US territories & Canada 888 985 2057
Outside USA, US territories & Canada 781 575 2725
www.computershare.com/investor

Certain account updates now available via TEXT MESSAGE. Enroll at www.cshare.us/smsop

Name _____
Address _____
City, State, Zip _____

Holder Account Number

Use a black pen. Print in CAPITAL letters inside the grey areas as shown in this example.

This form is to be used for recurring debits only. Do not use for one time purchases.

Dividend Reinvestment Plan - Direct Debit Authorization - Monthly

Funds will be withdrawn on the 17th day of the month or on the next business day.

\$, .

Dollar Amount:

This plan allows for a minimum amount of \$50 with a maximum of \$10,000 per month. If applicable, an enrollment fee will be deducted from the initial investment.

Financial Institution Information

A. Please select one. Individual Joint Other

B. Please select one. Checking Account Savings Account

Financial institution account number

Financial institution routing number

Note: DO NOT USE A CREDIT CARD. If you do not know your account number or the routing number, please see the reverse side of this form or check with your financial institution. Account numbers must be in numeric format.

Name(s) in which the above account is held

Note: If you are not currently enrolled in this company's Plan, by signing this form, you agree to the following: (1) to enroll in the Plan for full dividend reinvestment so that all of your dividends will be used to purchase additional shares (if available); (2) to be bound by the terms and conditions of the prospectus or brochure that governs the Plan; (3) that you have read and fully understand the terms and conditions of the prospectus or brochure; and (4) that you further agree that your participation in the Plan will continue until you notify Computershare in writing or by other available means that you desire to terminate participation in the Plan. Upon providing such notification, you acknowledge that withdrawal from the Plan will be subject to the terms and conditions of the prospectus or brochure that governs the Plan.

We hereby authorize Computershare to make monthly automatic transfers of funds from the above account in the amount shown. This deduction will be used to purchase shares to be deposited into my/our account. All owners of the financial institution account must sign below.

Signature 1 - Please keep signature within the box.

Signature 2 - Please keep signature within the box.

Date (mm/dd/yyyy)

/ /

Daytime Telephone Number

Please return completed form to:

Computershare
PO Box 505005
Louisville, KY 40233-5005



E 5 U E M D

C O F



How to complete this form

1. Amount of automatic deduction: Indicate the amount authorized to transfer from your account to purchase additional shares.
2. Indicate the type of account held with the financial institution.
3. Indicate checking or savings.
4. Print the complete financial institution account number.
5. Print the financial institution routing number from your check or savings deposit slip. **If you are using a savings account, contact your financial institution for the routing number.**
6. Print the name(s) in which the financial institution account is held.
7. All authorized owners of the financial institution account must sign this form.

SAMPLE CHECK

John A. Doe
Mary B. Doe
123 Your Street
Anywhere, U.S.A. 12345

63-858
670

_____ 20 _____

PAY TO THE ORDER OF _____ \$ _____

Bank of Anywhere
123 Main Street
Anywhere, USA 12345

FOR _____ SAMPLE (NON-NEGOTIABLE)

⑆ 2 3 4 5 6 7 8 9 ⑆ 2 3 4 5 6 7 8 9 0 ⑆ 2 3 4 5 6 7 ⑆ 2 3 4

Bank Routing Number Bank Account Number Check Number

This number typically begins with a 0, 1, 2 or 3.

Name(s) in which account is held

Financial institution and branch information