

**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**

**June 9, 2026
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)

22102
(Zip Code)

Registrant's telephone number, including area code: (703) 720-1000

(Not applicable)
(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))

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 I	COF PRI	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series J	COF PRJ	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series K	COF PRK	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series L	COF PRL	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series N	COF PRN	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 8.01 Other Events.

This current report on Form 8-K is filed for the purpose of filing the attached exhibit in connection with the prospectus supplement no. 2, dated June 9, 2026 (the “Resale Prospectus Supplement No. 2”), filed by Capital One Financial Corporation (the “Company”) with the Securities and Exchange Commission, which amends and supplements the prospectus supplement, dated April 23, 2026 (the “Initial Resale Prospectus Supplement”) and forms a part of the Company’s automatic shelf registration statement on Form S-3 (File No. 333-277813).

The Resale Prospectus Supplement No. 2 registers the offer and sale of an additional 39,843 shares of common stock, \$0.01 par value per share, of the Company (“Company Common Stock”). The Company previously registered the offer and sale of up to 10,345,906 shares of Company Common Stock under the Initial Resale Prospectus Supplement. Accordingly, the selling security holders referred to in the Initial Resale Prospectus Supplement, as amended and supplemented by the Resale Prospectus Supplement No. 2, may offer and sell up to 10,385,749 shares of Company Common Stock. The Company issued these shares of Company Common Stock to the selling security holders as consideration in connection with the Company’s acquisition of Brex Inc., which closed on April 7, 2026.

Item 9.01 Financial Statements and Exhibits.*(d) Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Wachtell, Lipton, Rosen & Katz
23.1	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.1)
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: June 9, 2026

By: /s/ MATTHEW W. COOPER

Matthew W. Cooper

General Counsel and Corporate Secretary

[Letterhead of Wachtell, Lipton, Rosen & Katz]

June 9, 2026

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

Re: Prospectus Supplement No. 2 to Registration Statement on Form S-3ASR

Ladies and Gentlemen:

We have acted as special counsel to Capital One Financial Corporation, a Delaware corporation (the "Company"), in connection with its filing on the date hereof with the U.S. Securities and Exchange Commission of a prospectus supplement no. 2 ("Prospectus Supplement No. 2") to the prospectus dated March 11, 2024 (the "Base Prospectus") and the prospectus supplement dated April 23, 2026 (the "Initial Prospectus Supplement") and, together with Prospectus Supplement No. 2 and the Base Prospectus, the "Prospectus") contained in the Registration Statement on Form S-3ASR (File No. 333-277813) (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Act"), relating to the registration for offer and sale from time to time by the selling security holders named in the Initial Prospectus Supplement, as supplemented and amended by Prospectus Supplement No. 2, of up to an additional 39,843 shares (the "Additional Selling Securityholder Shares") of the Company's common stock, par value \$0.01 per share obtained in connection with the Company's acquisition of Brex Inc., a Delaware corporation ("Brex"), pursuant to that certain Agreement and Plan of Merger and Reorganization, dated as of January 22, 2026, by and among the Company, Brex, Trilogy Merger Sub I, Inc., Trilogy Merger Sub II, LLC and only for the express purposes provided therein and for no other purpose, Fortis Advisors LLC (the "Merger Agreement").

In rendering this opinion, we have examined and relied on (a) the Registration Statement; (b) the Prospectus; (c) the Restated Certificate of Incorporation of the Company (as restated July 26, 2023), filed as Exhibit 3.1 to the Registration Statement; (d) the Amended and Restated Bylaws of the Company, dated September 23, 2021, filed as Exhibit 3.2 to the Registration Statement; (e) the Merger Agreement; and (f) certain resolutions of the Board of Directors of the Company adopted on January 19, 2026.

We have examined and relied on originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records, certificates of the Company or public officials and such other documents as we have deemed necessary or appropriate for the purposes of this opinion letter. We have also conducted such investigations of fact and law as we have deemed necessary or advisable for purposes of this letter. In making such examination and rendering the opinion set forth below, we have assumed without verification (a) the authenticity of original documents and the genuineness of all signatures; (b) each natural person signing any document reviewed by us had the legal capacity to do so; (c) each person signing in a representative capacity any document reviewed by us had authority to sign in such capacity; (d) the conformity to the originals of all documents submitted to us as copies; and (e) the truth, accuracy and completeness of the information, representations and warranties contained in the agreements, records, documents, instruments and certificates we have reviewed.

This opinion is provided pursuant to the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming part of the Registration Statement, other than as expressly stated herein with respect to the Additional Selling Securityholder Shares.

Based upon and subject to the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations set forth in this opinion letter, we are of the opinion that the Additional Selling Securityholder Shares are validly issued, fully paid and non-assessable.

This opinion is subject to the effects of (a) bankruptcy, insolvency, fraudulent conveyance, fraudulent transfer, voidable transfer, reorganization, liquidation, moratorium or other similar laws relating to or affecting the rights or remedies of creditors generally, (b) the application of general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law) and (c) an implied covenant of good faith and fair dealing. Furthermore, the manner in which any particular issue relating to this opinion would be treated in any actual court case would depend in part on facts and circumstances particular to the case and would also depend on how the court involved choose to exercise the wide discretionary authority generally available to it.

We express no opinion as to whether, or the extent to which, the laws of any particular jurisdiction apply to the subject matter hereof.

We have not considered, and we express no opinion as to, any law other than the General Corporation Law of the State of Delaware (including the statutory provisions and reported judicial decisions interpreting the foregoing) as in effect on the date hereof.

We hereby consent to be named in the Initial Prospectus Supplement under the caption "Validity of the Shares of Common Stock" as the attorneys who passed upon the legality of the Additional Selling Securityholder Shares being registered pursuant to the Initial Prospectus Supplement, as supplemented and amended by Prospectus Supplement No. 2, and to the filing of a copy of this opinion as Exhibit 5.1 to the Current Report on Form 8-K to be filed by the Company on the date hereof. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act. This opinion speaks as of its date, and we undertake no (and hereby disclaim any) obligation to update this opinion.

Very truly yours,

/s/ Wachtell, Lipton, Rosen & Katz