

**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**

**July 26, 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 7.01 Regulation FD Disclosure.

On July 26, 2018, Capital One Financial Corporation (the “Company”) announced that the Company and Walmart have entered into a new, long-term credit card program agreement. A copy of the Company’s press release is attached to this report as Exhibit 99.1 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

Exhibit	Description
99.1	Press Release, dated July 26, 2018

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: July 26, 2018

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

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release, dated July 26, 2018

**Contact:**

Erin Hulliberger, Walmart
1-800-331-0085
news.walmart.com/reporter

Sie Soheili, Capital One
Sie.Sopheili@capitalone.com

Walmart and Capital One Sign Credit Card Program Agreement
Capital One to become exclusive issuer of Walmart credit cards

BENTONVILLE, Ark. and MCLEAN, Va. - July 26, 2018 - Walmart and Capital One today announced that the companies have entered into a new, long-term credit card program agreement.

Under the terms of the agreement, Capital One will become the exclusive issuer of Walmart's private label and co-branded credit card program in the U.S. beginning August 1, 2019.

Walmart and Capital One share a common goal of transforming the way they serve customers through digitally-led innovations. This new relationship combines Walmart's size, scale and leadership in omni-channel retailing with Capital One's long-standing position as a technology leader within the retail financial services market. Leveraging their respective technology platforms and individual capabilities, Walmart and Capital One intend to offer highly innovative, digitally-enabled credit card products that deliver great value to customers and an exceptional cardholder experience.

Walmart will provide additional information in the coming months regarding the anticipated transition to the new card program in 2019.

Moelis & Company and Greenhill & Co. acted as financial advisers to Walmart and Morrison & Foerster served as Walmart's legal counsel. Wachtell, Lipton, Rosen & Katz acted as legal counsel to Capital One.

About Walmart

Walmart Inc. (NYSE: WMT) helps people around the world save money and live better - anytime and anywhere - in retail stores, online, and through their mobile devices. Each week, nearly 270 million customers and members visit our more than 11,700 stores under 65 banners in 28 countries and eCommerce websites. With fiscal year 2018 revenue of \$500.3 billion, Walmart employs approximately 2.3 million associates worldwide. Walmart continues to be a leader in sustainability, corporate philanthropy and employment opportunity. Additional information about Walmart can be found by visiting <http://corporate.walmart.com>, on Facebook at <http://facebook.com/walmart> and on Twitter at <http://twitter.com/walmart>.

About Capital One

Capital One Financial Corporation (www.capitalone.com) is a financial holding company whose subsidiaries, which include Capital One, N.A., and Capital One Bank (USA), N.A., had \$248.2 billion in deposits and \$364.0 billion in total assets as of June 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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