
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

Capital One Financial Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

54-1719854
(I.R.S. Employer
Identification Number)

1680 Capital One Drive
McLean, Virginia 22102
(Address of Principal Executive Offices) (Zip Code)

Capital One Financial Corporation Amended and Restated 2002 Associate Stock Purchase Plan
(Full Title of the Plan)

Matthew W. Cooper
General Counsel & Corporate Secretary
1680 Capital One Drive
McLean, Virginia 22102
(Name and Address of Agent for Service)

(703) 720-1000
(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 by Capital One Financial Corporation (the “Company” or “Registrant”) relating to an additional 20,000,000 shares of the Company’s Common Stock, par value \$0.01 (the “Common Stock”), to be issued under the Capital One Financial Corporation Amended and Restated 2002 Associate Stock Purchase Plan (the “2002 Plan”). The Company previously filed a Form S-8 (File No. 333-100488) registering 3,000,000 shares of Common Stock under the 2002 Plan on October 10, 2002, a Form S-8 (File No. 333-151325) registering an additional 5,000,000 shares of Common Stock under the 2002 Plan on May 30, 2008, a Form S-8 (File No. 333-181736) registering an additional 10,000,000 shares of Common Stock under the 2002 Plan on May 29, 2012, and a Form S-8 (File No. 333-219570) registering an additional 15,000,000 shares of Common Stock under the 2002 Plan on July 31, 2017 (together, the “Prior Registration Statement”), together with all exhibits filed therewith or incorporated therein by reference.

As discussed more fully in the Company’s definitive proxy materials for the Company’s 2024 Annual Stockholder Meeting, the 20,000,000 shares of Common Stock registered on this Form S-8 will be added to the reserve of shares available under the 2002 Plan pursuant to the amendment and restatement thereof.

This Registration Statement relates to securities of the same class as to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

- Item 1. Plan Information.***
- Item 2. Registrant Information and Employee Plan Annual Information.***

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”) and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

- Item 3. Incorporation of Documents by Reference.**

The following documents, which have previously been filed by the Company with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference herein and shall be deemed to be a part hereof:

(1) The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on [February 22, 2024](#) (the “2023 Form 10-K”) including the portions of our Definitive Proxy Statement on Schedule 14A, filed on [March 20, 2024](#), incorporated by reference therein);

(2) The Company’s Quarterly Report on Form 10-Q, filed with the Commission on [May 2, 2024](#);

(3) The Company’s Current Reports on Form 8-K filed with the Commission on [February 1, 2024](#), [February 5, 2024](#), [February 20, 2024](#), [February 22, 2024](#), [February 29, 2024](#), [March 11, 2024](#), [March 11, 2024](#); and [May 3, 2024](#).

(4) The Description of the Company’s Common Stock included in [Exhibit 4.3](#) to the 2023 Form 10-K.

Notwithstanding the foregoing, the Company is not incorporating any document or information deemed to have been furnished and not filed in accordance with the Commission’s rules.

In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and made part hereof from their respective dates of filing (such documents, and the documents listed above, being

hereinafter referred to as “Incorporated Documents”); provided, however, that the documents listed above or subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Company’s Annual Report on Form 10-K covering such year shall cease to be Incorporated Documents or be incorporated by reference in this Registration Statement from and after the filing of such Annual Report. The Company’s Exchange Act file number with the Commission is 001-13300.

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	<u>Restated Certificate of Incorporation of Capital One Financial Corporation (as restated July 26, 2023) (incorporated by reference to Exhibit 3.1 of the Quarterly Report on Form 10-Q, filed on July 27, 2023).</u>
4.2	<u>Amended and Restated Bylaws of Capital One Financial Corporation, dated September 23, 2021 (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed on September 29, 2021).</u>
5.1*	<u>Opinion of Davis Polk & Wardwell LLP.</u>
23.1*	<u>Consent of Ernst & Young LLP.</u>
23.2*	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page hereto).
99.1	<u>Capital One Financial Corporation 2002 Associate Stock Purchase Plan (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the Commission on May 3, 2024).</u>
107.1*	<u>Filing Fee table</u>

* Filed herewith.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Fairfax, Commonwealth of Virginia, on this 8th day of May, 2024.

CAPITAL ONE FINANCIAL CORPORATION

By: /s/ Matthew W. Cooper
Matthew W. Cooper
General Counsel & Corporate Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Matthew W. Cooper and Cleo V. Belmonte, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u> /s/ Richard D. Fairbank </u> Richard D. Fairbank	Chairman, Chief Executive Officer and President <i>(Principal Executive Officer)</i>	May 8, 2024

<u>/s/ Andrew M. Young</u> Andrew M. Young	Chief Financial Officer (<i>Principal Financial Officer</i>)	May 8, 2024
<u>/s/ Timothy P. Golden</u> Timothy P. Golden	Controller (<i>Principal Accounting Officer</i>)	May 8, 2024
<u>/s/ Ime Archibong</u> Ime Archibong	Director	May 8, 2024
<u>/s/ Christine Detrick</u> Christine Detrick	Director	May 8, 2024
<u>/s/ Ann Fritz Hackett</u> Ann Fritz Hackett	Director	May 8, 2024
<u>/s/ Suni P. Harford</u> Suni P. Harford	Director	May 8, 2024
<u>/s/ Peter Thomas Killalea</u> Peter Thomas Killalea	Director	May 8, 2024
<u>/s/ C.P.A.J. (Eli) Leenaars</u> C.P.A.J. (Eli) Leenaars	Director	May 8, 2024
<u>/s/ François Locoh-Donou</u> François Locoh-Donou	Director	May 8, 2024
<u>/s/ Peter E. Raskind</u> Peter E. Raskind	Director	May 8, 2024
<u>/s/ Eileen Serra</u> Eileen Serra	Director	May 8, 2024
<u>/s/ Mayo A. Shattuck III</u> Mayo A. Shattuck III	Director	May 8, 2024
<u>/s/ Craig Anthony Williams</u> Craig Anthony Williams	Director	May 8, 2024

Calculation of Filing Fee Tables

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Capital One Financial Corporation

(Exact Name of Registrant as Specified in Its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee ⁽³⁾
Equity	Common Stock, par value \$0.01 per share ⁽¹⁾	Rule 457(c) and Rule 457(h)	20,000,000 shares	\$142.45	\$2,849,000.00	\$147.60 per \$1,000,000	\$420,512.40
Total Offering Amounts					\$2,849,000.00		\$420,512.40
Total Fee Offsets ⁽⁴⁾							-
Net Fee Due							\$420,512.40

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall include any additional shares that may become issuable as a result of any stock split, stock dividend, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of Capital One's outstanding Common Stock.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) and Rule 457(c) under the Securities Act. The price and fee are computed based upon the average of the high and low sale prices of Capital One's Common Stock on May 2, 2024, as reported on the New York Stock Exchange.

(3) Calculated in accordance with Section 6 of the Securities Act and Rule 457 under the Securities Act by multiplying 0.00014760 and the proposed maximum aggregate offering price.

(4) The Registrant does not have any fee offsets.

Davis Polk

MAY 8, 2024

Re:

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

EXHIBIT 5.1

OPINION OF DAVIS POLK & WARDWELL LLP

Ladies and Gentlemen:

We have acted as special counsel to Capital One Financial Corporation, a Delaware corporation (the "**Company**"), and are delivering this opinion in connection with the Company's Registration Statement on Form S-8 (the "**Registration Statement**") filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, for the registration of 20,000,000 shares (the "**Shares**") of the Company's Common Stock, par value \$0.01 per share, issuable pursuant to the Capital One Financial Corporation 2002 Associate Stock Purchase Plan (as amended and restated, the "**Plan**").

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

On the basis of the foregoing, we are of the opinion that the Shares have been duly authorized and, when and to the extent issued pursuant to the Plan upon receipt by the Company of the consideration for the Shares specified therein, will be validly issued, fully paid and non-assessable.

We are members of the Bar of the State of New York and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-XXXXX) pertaining to the Capital One Financial Corporation Amended and Restated 2002 Associate Stock Purchase Plan of our report dated February 22, 2024, with respect to the consolidated financial statements of Capital One Financial Corporation, and the effectiveness of internal control over financial reporting of Capital One Financial Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2023 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tysons, Virginia
May 8, 2024