

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

February 26, 2021  
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)  
1680 Capital One Drive,  
McLean, Virginia  
(Address of principal executive offices)

001-13300  
(Commission File Number)

54-1719854  
(IRS Employer Identification No.)

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 G	COF PRG	New York Stock Exchange
Depository Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series H	COF PRH	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
0.800% Senior Notes Due 2024	COF24	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On February 26, 2021, the Board of Directors (the “Board”) of Capital One Financial Corporation (the “Company”) appointed Ime Archibong and Craig Anthony Williams to serve as directors, effective immediately. The size of the Board was increased to fourteen in connection with the appointments. Neither Mr. Archibong nor Mr. Williams has been appointed to serve on any Board committee at this time and each will stand for election by the Company’s stockholders at the Annual Meeting of Stockholders in May 2021.

Neither Mr. Archibong nor Mr. Williams has been selected as a director pursuant to any arrangement or understanding between him and any other person and there are no related party transactions between the Company and Mr. Archibong or Mr. Williams. They will each receive compensation for their service on the Board in accordance with the standard compensatory arrangement described in the Company’s proxy statement filed on March 19, 2020 for non-employee directors, pro-rated for service until the Annual Meeting of Stockholders in May 2021.

A copy of the Company’s press release announcing the appointment of Messrs. Archibong and Williams to the Board is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated March 2, 2021</a>
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: March 2, 2021

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



For Immediate Release: March 2, 2020

## Ime Archibong and Craig Williams to Join the Capital One Board of Directors

*Experienced Retail and Technology Leaders Appointed as Independent Directors on the  
Capital One Board*

McLean, VA – March 2, 2021 - Capital One Financial Corporation (NYSE: COF), today announced the addition of two new members to its Board of Directors. Ime Archibong, Head of New Product Experimentation (NPE) at Facebook, and Craig Williams, President of Jordan Brand at Nike, have been appointed to fill two new seats on the Board, and will stand for election by Capital One shareholders in May 2021.

Ime Archibong is Head of New Product Experimentation at Facebook where he leads an internal group of entrepreneurs building and testing new mobile applications and product experiences to meaningfully improve people's lives. Previously, Archibong was Vice President of Product Partnerships at Facebook where, for nearly a decade, he built and scaled the global team that manages strategic partnerships with consumer technology companies, platform developers, community leaders, and nonprofits.

Prior to Facebook, Archibong served in various roles at IBM, including as a software engineer working on storage systems, within the Corporate Strategy team that laid the foundation for the Smarter Cities initiative, and the Advanced Technology Business Development team supporting memory and storage research. He earned a Bachelor of Science in Computer Science and Electrical Engineering from Yale University and an MBA from the Stanford Graduate School of Business.

"When I first met Ime, his optimism and sense of possibility jumped off the screen," said Richard D. Fairbank, Chairman and CEO of Capital One. "Ime's product and partnership experience at a company that has billions of users and global reach has given him a broad understanding of the issues at the intersection of product, technology, data, and the customer experience. He brings unique perspectives to Capital One's Board that span the technology landscape as well as his deep commitment to building community and helping people understand each other. I'm sure he will make a powerful impact on our company, especially as we continue Capital One's technology and data transformation."

Craig Williams has more than 30 years of experience leading international consumer brands, business operations and strategy. He is a member of the senior executive team at Nike, where Williams serves as President of Jordan Brand. In this role, he leads the global vision, strategy and growth of its multi-billion dollar portfolio. Prior to joining Jordan Brand, Williams was Senior Vice President, The Coca-Cola Co. and President of The McDonald's Division (TMD) Worldwide, where he was responsible for leading and growing the company's strategic partnership with McDonald's in more than 100 countries.

Williams' earlier experience extends across industries, including three years with CIBA Vision Corporation focused on global marketing, seven years with Kraft Foods Inc. in brand management, and five years in the U.S. Navy as a Naval Nuclear Power Officer. Williams earned his MBA from Northwestern University and a Bachelor of Science in Physics from Benedict College.

"Craig's great judgment has been honed by more than three decades of global experience in setting visions, building brands, and driving stellar results at some of the world's most admired companies," added Fairbank. "He's a seasoned business executive who was hand-picked to lead Jordan Brand, one of the world's most iconic brands. Craig also leads with his heart as he focuses on creating inspirational opportunities to help young people worldwide reach their highest potential. Craig brings tremendous wisdom, creativity, and humanity to our Board, and we are thrilled to have him join us."

Capital One also announced today that, after 16 years of service on the company's board, Pierre Leroy is retiring from the Board effective as of the date of the 2021 Annual Meeting, in accordance with the company's retirement policy. Capital One is deeply grateful for the leadership and perspective that Mr. Leroy has provided to the Board and the company's executive management team.

#### **About Capital One**

Capital One Financial Corporation ([www.capitalone.com](http://www.capitalone.com)) is a financial holding company whose subsidiaries, which include Capital One, N.A., and Capital One Bank (USA), N.A., had \$305.4 billion in deposits and \$421.6 billion in total assets as of December 31, 2020. 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 [Capital One About](#) for more information.

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