
**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**

**January 28, 2019
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On February 1, 2019, the Board of Directors (the “Board”) of Capital One Financial Corporation (the “Company”) appointed Francois Locoh-Donou to serve as a director, effective March 1, 2019. The size of the Board was increased to thirteen in connection with the appointment. Mr. Locoh-Donou has not been appointed to serve on any Board committee at this time and will stand for election by the Company’s stockholders at the Annual Meeting of Stockholders in May 2019.

Mr. Locoh-Donou was not 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. Locoh-Donou. He will receive compensation for his services on the Board in accordance with the standard compensatory arrangement described in the Company’s proxy statement filed on March 20, 2018 for non-employee directors, pro-rated for service until the Annual Meeting of Stockholders in May 2019.

(b) On January 28, 2019, Lewis Hay, III informed the Company that he will not stand for re-election to the Company’s Board when his current term expires at the Company’s Annual Meeting of Stockholders in May 2019. Mr. Hay will continue to serve as an independent member of the Board and on his current Board committees until the Annual Meeting of Stockholders in May 2019. Mr. Hay’s decision was not a result of any disagreement with the Company.

A copy of the Company’s press release announcing the appointment of Mr. Locoh-Donou to the Board and Mr. Hay’s decision to not stand for re-election 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

Exhibit	Description
99.1	Press Release, dated February 1, 2019

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: February 1, 2019

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

EXHIBIT INDEX

Exhibit

Description

[99.1](#) [Press Release, dated February 1, 2019](#)



Contact: Derek Conrad
derek.conrad@capitalone.com

For Release: February 1, 2019

François Locoh-Donou to Join the Capital One Board of Directors

McLean, Va., (February 1, 2019) - Capital One Financial Corporation (NYSE: COF) today announced that François Locoh-Donou has been appointed to the company's Board of Directors, effective March 1, 2019. Mr. Locoh-Donou will stand for election by Capital One stockholders in May 2019.

Mr. Locoh-Donou is President, Chief Executive Officer and a member of the Board of F5 Networks, with nearly two decades of enterprise technology experience building a wide range of products, teams and operations around the world. F5 delivers cloud and security application services that enable organizations to embrace the infrastructure they choose without sacrificing speed and control.

"François is a values-led leader who has great insight about where technology is headed," said Richard D. Fairbank, Founder, Chairman, and Chief Executive Officer of Capital One. "He has been a change agent at Ciena and F5, and has deep visibility across industries into the opportunities and challenges facing enterprises as the world rapidly changes--especially in the areas of cloud, software, analytics, and security. François' breadth of experiences will be very helpful to Capital One's Board of Directors and management team as we continue our transformative technology and digital journey."

Prior to joining F5 in 2017, Mr. Locoh-Donou served as Senior Vice President and Chief Operating Officer of Ciena, a network strategy and technology company. In his 15-year career at Ciena, he held a series of successive global leadership positions, including Senior Vice President, Global Products Group; Vice President and General Manager, EMEA; Vice President, International Sales; and Vice President, Marketing. Prior to Ciena, Mr. Locoh-Donou held research and development roles with Photonetics, a French opto-electronics company.

In addition to his responsibilities at F5 Networks, Mr. Locoh-Donou is the Co-Founder and Chairman of Cajou Espoir, a cashew-processing business in rural Togo. Founded in 2004, the business employs several hundred people, 80 percent of whom are women. Raised in Togo and France, Mr. Locoh-Donou remains actively engaged in the business and invested in its mission to help drive meaningful and sustainable development in West Africa.

Capital One also announced today that, after 16 years of service on the company's board, Lewis Hay, III has decided not to stand for reelection to the Board of Directors at the 2019 annual stockholders meeting due to other demands on his time. In addition, Benjamin Jenkins will be retiring from the Board effective as of the date of the 2019 annual meeting, in accordance with the company's retirement policy. Capital One is deeply grateful for the leadership Mr. Hay and Mr. Jenkins have provided to the Board and the company's executive management team.

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 \$249.8 billion in deposits and \$372.5 billion in total assets as of December 31, 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.

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