

BB&T CORP  
Form 8-K  
May 01, 2012

**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**

**April 27, 2012**

**Date of Report (Date of earliest event reported)**

**BB&T Corporation**

**(Exact name of registrant as specified in its charter)**

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Commission file number : 1-10853

**North Carolina**  
(State of incorporation)

**56-0939887**  
(I.R.S. Employer Identification No.)

**200 West Second Street**

**Winston-Salem, North Carolina**  
(Address of principal executive offices)

**27101**  
(Zip Code)

**(336) 733-2000**

(Registrant's telephone number, including area code)

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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On April 27, 2012, BB&T Corporation, a North Carolina corporation (the Company), filed Articles of Amendment for the purpose of amending its Articles of Incorporation to fix the designations, preferences, limitations and relative rights of its Series D Non-Cumulative Perpetual Preferred Stock, par value \$5.00 per share and a liquidation preference of \$25,000 per share (the Preferred Stock). A copy of the Articles of Amendment is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

On May 1, 2012, the Company closed the sale of 23,000,000 Depositary Shares, with each Depositary Share representing ownership of 1/1,000<sup>th</sup> of a share of the Company's Preferred Stock, which were registered pursuant to a registration statement on Form S-3 (SEC File No. 333-175538) which was automatically effective on July 13, 2011 (the Registration Statement). The following documents are being filed with this report on Form 8-K and shall be incorporated by reference into the Registration Statement: (i) Underwriting Agreement dated April 26, 2012, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, BB&T Capital Markets, a division of Scott & Stringfellow, LLC, Deutsche Bank Securities Inc. and Wells Fargo Securities, LLC, as representatives of the underwriters; (ii) Articles of Amendment of the Company filed April 27, 2012; (iii) Deposit Agreement dated May 1, 2012 between the Company and Computershare Inc. and Computershare Trust Company, N.A., jointly as depositary; (iv) form of Depositary Receipt; and (v) validity opinion with respect to the Depositary Shares and the Preferred Stock.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description of Exhibit
1.1	Underwriting Agreement dated April 26, 2012, among the Company and Merrill Lynch, Pierce, Fenner & Smith, Incorporated, BB&T Capital Markets, a division of Scott & Stringfellow, LLC, Deutsche Bank Securities Inc. and Wells Fargo Securities, LLC, as representatives of the underwriters named therein.
4.1	Articles of Amendment of the Company with respect to Series D Non-Cumulative Perpetual Preferred Stock filed April 27, 2012.
4.2	Form of certificate representing the Series D Non-Cumulative Perpetual Preferred Stock.
4.3	Deposit Agreement dated May 1, 2012 between the Company and Computershare Inc. and Computershare Trust Company, N.A., jointly as depositary.
4.4	Form of Depositary Receipt (included as part of Exhibit 4.3).
5.1	Validity opinion of Robert J. Johnson Jr., Executive Vice President, General Counsel, Secretary and Chief Corporate Governance Officer of the Company.
23.1	Consent of Robert J. Johnson Jr., Executive Vice President, General Counsel, Secretary and Chief Corporate Governance Officer of the Company (included as part of Exhibit 5.1).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BB&T CORPORATION

(Registrant)

By: /s/ Cynthia B. Powell

Name: Cynthia B. Powell

Title: Executive Vice President and Corporate

Controller (Principal Accounting Officer)

Date: May 1, 2012

**EXHIBIT INDEX**

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