

CITIZENS FINANCIAL GROUP INC/RI  
Form 8-K  
November 03, 2017

**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**

**Date of Report (Date of earliest event reported): November 3, 2017**

**CITIZENS FINANCIAL GROUP, INC.**

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

|  |  |   |
|--|--|---|
| <b>Delaware</b><br><b>(State or other jurisdiction</b> | <b>001-36636</b><br><b>(Commission</b> | <b>05-0412693</b><br><b>(IRS Employer</b> |
| <b>of incorporation )</b>                              | <b>File No.)</b>                       | <b>Identification No.)</b>                |

**One Citizens Plaza**

|   |                                   |
|---|-----------------------------------|
| <b>Providence, RI</b><br><b>(Address of principal executive offices)</b>  | <b>02903</b><br><b>(Zip code)</b> |
| <b>Registrant's telephone number, including area code: (401) 456-7000</b> |                                   |

**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:**

**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 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).**

**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.**

Citizens Financial Group, Inc.'s Chief Financial Officer, John Woods, Vice Chairman and Head of Consumer Banking, Brad Conner, and Vice Chairman and Head of Commercial Banking, Don McCree will present at the BancAnalysts Association of Boston, Inc. Conference on Friday, November 3, 2017 at 10:45 a.m. ET. A listen-only live webcast will be available at <http://investor.citizensbank.com> under Events & Presentations. A replay of the webcast will be available for 30 days.

A copy of the presentation is attached as Exhibit 99.1. The information furnished pursuant to Item 7.01, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933 or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

|     | <b>Exhibit Number</b> | <b>Description</b>  |
|-----|-----------------------|---|
| (d) | Exhibit 99.1          | <u>Citizens Financial Group, Inc. presentation dated November 3, 2017</u> |

SIGNATURES

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.

CITIZENS FINANCIAL GROUP, INC.

By: /s/ John F. Woods  
John F. Woods  
Chief Financial Officer

Date: November 3, 2017