

Item 2.02 Results of Operations and Financial Condition.

On January 19, 2017, KeyCorp issued a press release announcing its financial results for the three and twelve-month periods ended December 31, 2016 (the “Press Release”), and posted on its website its fourth quarter 2016 Supplemental Information Package (the “Supplemental Information Package”). The Press Release and Supplemental Information Package are being furnished as Exhibit 99.1 and Exhibit 99.2, respectively.

The information in the preceding paragraph, as well as Exhibit 99.1 and Exhibit 99.2 referenced therein, shall not be deemed “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”).

KeyCorp’s Consolidated Balance Sheets and Consolidated Statements of Income (collectively, the “Financial Statements”), included as part of the Press Release, are filed as Exhibit 99.3 to this report. Exhibit 99.3 is deemed “filed” for purposes of Section 18 of the Exchange Act and, therefore, may be incorporated by reference in filings under the Securities Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are furnished, or filed in the case of Exhibit 99.3, herewith:

99.1 Press Release, dated January 19, 2017, announcing financial results for the three and twelve-month periods ended December 31, 2016.

99.2 Supplemental Information Package reviewed during the conference call and webcast.

99.3 Financial Statements.

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.

KEYCORP
(Registrant)

Date: January 19, 2017 /s/ Douglas M. Schosser
By: Douglas M. Schosser
Chief Accounting Officer