

BB&T CORP  
Form 8-K  
October 31, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 8-K**

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**Current Report**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**October 29, 2012**

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

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**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**

27101

**Winston-Salem, North Carolina**

(Address of principal executive offices) (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 October 29, 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 F 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 October 31, 2012, the Company closed the sale of 18,000,000 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 October 24, 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., Goldman, Sachs & Co., Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters; (ii) Articles of Amendment of the Company filed October 29, 2012; (iii) Deposit Agreement dated October 31, 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 October 24, 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., Goldman, Sachs & Co., Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters named therein.
- 4.1 Articles of Amendment of the Company with respect to Series F Non-Cumulative Perpetual Preferred Stock filed October 29, 2012.
  - 4.2 Form of certificate representing the Series F Non-Cumulative Perpetual Preferred Stock.
  - 4.3 Deposit Agreement dated October 31, 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: October 31, 2012

**EXHIBIT INDEX**

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