

SYNOVUS FINANCIAL CORP  
Form 8-A12B  
July 25, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Synovus Financial Corp.**

(Exact name of registrant as specified in its charter)

**Georgia**  
(State of incorporation  
or organization)

**58-1134883**  
(IRS Employer  
Identification No.)

Edgar Filing: SYNOVUS FINANCIAL CORP - Form 8-A12B

1111 Bay Avenue, Suite 500

Columbus, Georgia

31901

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| <b>Title of each class<br/>to be so registered</b>  | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|---|--|
| <b>Fixed-to-Floating Rate Non-Cumulative<br/>Perpetual Preferred Stock, Series C<br/>Liquation Preference \$25.00 per Share</b> | <b>The New York Stock Exchange</b>                                       |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:

File No. 333-190011

Securities to be registered pursuant to Section 12(g) of the Act:

None.

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

For a description of the of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C, no par value and \$25 liquidation preference per share (the Series C Preferred Stock ) of Synovus Financial Corp. (the Registrant ), to be registered hereunder, reference is made to the information set forth under the heading Description of the Preferred Stock in the Registrant's Prospectus Supplement dated July 22, 2013, as filed with the Securities and Exchange Commission (the Commission ) on July 24, 2013, pursuant to Rule 424(b)(5) under the Securities Act of 1933 and under the headings Description of Capital Stock in the accompanying prospectus that constitutes a part of the Registrant's Shelf Registration Statement on Form S-3ASR (File No. 333-190011), filed with the Commission on July 18, 2013, which information is incorporated herein by reference.

**Item 2. Exhibits.**

- 3.1 Amended and Restated Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on August 9, 2010).
- 3.2 Articles of Amendment to the Amended and Restated Articles of Incorporation of the Registrant with respect to the Series C Preferred Stock, dated July 24, 2013 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on July 25, 2013).
- 3.3 Amended Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on November 9, 2010).
- 4.1 Form of Certificate representing the Series C Preferred Stock (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on July 25, 2013).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: July 25, 2013

**SYNOVUS FINANCIAL CORP.**

By: /s/ Samuel F. Hatcher  
Samuel F. Hatcher  
Executive Vice President, General Counsel and Secretary