

SYNOVUS FINANCIAL CORP  
Form 8-K  
February 01, 2019

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

February 1, 2019 (January 31, 2019)  
Date of Report (Date of earliest event reported)  
Synovus Financial Corp.  
(Exact Name of Registrant as Specified in its Charter)

Georgia 1-10312 58-1134883  
(State of (Commission (IRS Employer  
Incorporation) File Number) Identification No.)  
1111 Bay Avenue, Suite 500, Columbus, Georgia 31901  
(Address of principal executive offices) (Zip Code)  
(706) 649-2311  
(Registrant's telephone number, including area code)

(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 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 1.01 Entry into a Material Definitive Agreement.

On January 31, 2019, Synovus Financial Corp. (the “Company”) entered into an Underwriting Agreement (the “Underwriting Agreement”), by and between the Company and J.P. Morgan Securities LLC, as representative of the several underwriters named therein (the “Underwriters”), pursuant to which the Company agreed to sell to the Underwriters \$300 million aggregate principal amount of its 5.90% Fixed-to-Fixed Rate Subordinated Notes due 2029 (the “Notes”). The closing of the sale of the Notes is expected to occur on February 7, 2019, subject to customary closing conditions. The offering of the Notes is being made pursuant to the Company’s Registration Statement on Form S-3 (File No. 333-212916) filed with the Securities and Exchange Commission (the “SEC”) on August 4, 2016.

The Underwriting Agreement contains customary representations, warranties and covenants of the Company, conditions to closing, indemnification obligations of the Company and the Underwriters, and termination and other customary provisions.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description of Exhibit
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1.1	<u>Underwriting Agreement dated January 31, 2019 between the Company and J.P. Morgan Securities LLC pertaining to the offer and sale of the Notes.</u>
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SIGNATURE

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

SYNOVUS FINANCIAL CORP.

Date: February 1, 2019 By: /s/ Allan E. Kamensky  
Name: Allan E. Kamensky  
Title: Executive Vice President, General Counsel  
and Secretary