

SYNOVUS FINANCIAL CORP
Form 8-K
November 01, 2017

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

November 1, 2017 (November 1, 2017)

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (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 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On November 1, 2017, Synovus Financial Corp. (the “Company”) completed its previously-announced public offering of \$300 million aggregate principal amount of its 3.125% Senior Notes due 2022 (the “Notes”). The Notes were registered pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-212916).

The Notes were issued under the Senior Notes Indenture, dated as of dated February 13, 2012 (the “Indenture”), between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee. The Notes have a fixed interest rate of 3.125%, payable semi-annually.

The foregoing descriptions of the Indenture and the Notes do not purport to be complete and are qualified in their entirety by reference to the full text of the documents, which are attached as Exhibits 4.1 and 4.2, respectively, to this Current Report on Form 8-K, and are incorporated by reference herein.

A copy of the opinion of Alston & Bird LLP, counsel to the Company, relating to the legality of the Notes is filed as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description of Exhibit |
|-------------|--|
| 4.1 | <u>Senior Notes Indenture dated February 13, 2012, between the Company and The Bank of New York Mellon Trust Company, N.A., incorporated by reference to Exhibit 4.1 of the Company’s Current Report on Form 8-K dated February 8, 2012, as filed with the SEC on February 13, 2012.</u> |
| 4.2 | <u>Form of Note.</u> |
| 5.1 | <u>Opinion of Alston & Bird LLP, counsel to the Company, as to the validity of the Notes.</u> |
| 23.1 | <u>Consent of Alston & Bird LLP (included in Exhibit 5.1 hereof).</u> |

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.

By: /s/ Allan
Kamensky
Allan E.
Kamensky
Executive
Vice
President,
General
Counsel and
Secretary

Dated: November 1, 2017