UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 6, 2024

REGIONS FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 001-34034 (Commission File Number)

63-05893 (IRS. Emplo Identification

1900 Fifth Avenue North
Birmingham, Alabama 35203
(Address, including zip code, of principal executive office)

Registrant's telephone number, including area code: (800) 734-4667

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

ck the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing oblestrant 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 24
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 24

Title of each class	Trading Symbol(s)	Name of each ex on which regis
Common Stock, \$.01 par value	RF	New York Stock l
Depositary Shares, each representing a 1/40th Interest in a Share of 6.375%	RF PRB	New York Stock l

Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series B

Depositary Shares, each representing a 1/40th Interest in a Share of 5.700% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C	RF PRC	New York Stock
Depositary Shares, each representing a 1/40th Interest in a Share of 4.45% Non-Cumulative Perpetual Preferred Stock, Series E	RF PRE	New York Stock
Indicate by check mark whether the registrant is an endact of 1933 (17 CFR 230.405) or Rule 12b-2 of the Sec		
Emerging growth company \square		
If an emerging growth company, indicate by check mapperiod for complying with any new or revised financial Exchange Act. $\hfill\Box$	•	

Item 8.01. Other Events

On June 6, 2024, the Company issued and sold \$750,000,000 aggregate principal amount of 5.722% Fixe Floating Rate Senior Notes due 2030 (the "2030 Notes") of the Company. The 2030 Notes were sold pursunderwriting agreement (the "Underwriting Agreement") with RBC Capital Markets, LLC, BofA Securities Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC, and Regions Securities LLC, as representatives of underwriters listed therein, dated June 3, 2024. The Underwriting Agreement is attached hereto as Exhibit incorporated herein by reference. The Company received \$747,750,000 in proceeds, before offering expensive of the 2030 Notes.

The 2030 Notes were issued pursuant to the terms of the Indenture, dated as of August 8, 2005, as support the Thirteenth Supplemental Indenture, dated June 6, 2024, between the Company and Deutsche Bank To Americas, as trustee, a copy of which is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incherein by reference. The form of certificate representing the 2030 Notes is filed as Exhibit 4.2 to this Current 8-K and is incorporated herein by reference. This Current Report on Form 8-K is being filed for the filing Exhibits 1.1, 4.1, and 4.2 as exhibits to the Company's registration statement on Form S-3 (File No (the "Registration Statement"), and such exhibits are incorporated into the Registration Statement by re

A copy of the opinions of Sullivan & Cromwell LLP, counsel to the Company, are attached as Exhibit 5.1 at to this Current Report on Form 8-K. Exhibits 5.1, 8.1, 23.1 and 23.2 of this Current Report on Form 8-K a incorporated into the Registration Statement by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit <u>Number</u>	
1.1	Underwriting Agreement, dated June 3, 2024, by and among RBC Capital Markets, LLC, Bot Inc., Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC, and Regions Securities LLC, as representatives of the several underwriters listed therein.
4.1	Thirteenth Supplemental Indenture, dated June 6, 2024, between Regions Financial Corpora Deutsche Bank Trust Company Americas, as trustee.
4.2	Form of 5.722% Fixed Rate / Floating Rate Senior Notes due 2030 (included in Exhibit 4.1).
5.1	Opinion of Sullivan & Cromwell LLP.
8.1	Opinion of Sullivan & Cromwell LLP.
23.1	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).
23.2	Consent of Sullivan & Cromwell LLP (included in Exhibit 8.1).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has dureport to be signed on its behalf by the undersigned hereunto duly authorized.

Regions Financial Corporation

Date: June 6, 2024 By: <u>/s/ Karin Allen</u>

Name: Karin Allen

Title: Executive Vice President, Assistant C

Chief

Accounting Officer