

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value	RF	New York Stock Exchange
Depository Shares, each representing a 1/40th Interest in a Share of 6.375% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series B	RF PRB	New York Stock Exchange

Depository Shares, each representing a
1/40th Interest in a Share of 5.700%
Fixed-to-Floating Rate Non-Cumulative
Perpetual Preferred Stock, Series C
Depository Shares, each representing a
1/40th Interest in a Share of 4.45%
Non-Cumulative Perpetual Preferred
Stock, Series E

RF PRC

New York Stock L

RF PRE

New York Stock L

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Exchange 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 101(b) of the Securities Exchange Act. ☐

Item 8.01. Other Events

On June 6, 2024, the Company issued and sold \$750,000,000 aggregate principal amount of 5.722% Fixed Floating Rate Senior Notes due 2030 (the “2030 Notes”) of the Company. The 2030 Notes were sold pursuant to an underwriting agreement (the “Underwriting Agreement”) with RBC Capital Markets, LLC, BofA Securities Inc., Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC, and Regions Securities LLC, as representatives of the underwriters listed therein, dated June 3, 2024. The Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference. The Company received \$747,750,000 in proceeds, before offering expenses, from the sale of the 2030 Notes.

The 2030 Notes were issued pursuant to the terms of the Indenture, dated as of August 8, 2005, as supplemented by the Thirteenth Supplemental Indenture, dated June 6, 2024, between the Company and Deutsche Bank Trust Company Americas, as trustee, a copy of which is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference. The form of certificate representing the 2030 Notes is filed as Exhibit 4.2 to this Current Report on Form 8-K and is incorporated herein by reference. This Current Report on Form 8-K is being filed for the purpose of filing Exhibits 1.1, 4.1, and 4.2 as exhibits to the Company’s registration statement on Form S-3 (File No. 333-400000) (the “Registration Statement”), and such exhibits are incorporated into the Registration Statement by reference herein.

A copy of the opinions of Sullivan & Cromwell LLP, counsel to the Company, are attached as Exhibit 5.1 and 8.1 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 are incorporated into the Registration Statement by reference herein.

Item 9.01. Financial Statements and Exhibits**(d) Exhibits****Exhibit
Number**

1.1	<u>Underwriting Agreement, dated June 3, 2024, by and among RBC Capital Markets, LLC, BofA Securities Inc., Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC, and Regions Securities LLC, as representatives of the several underwriters listed therein.</u>
4.1	<u>Thirteenth Supplemental Indenture, dated June 6, 2024, between Regions Financial Corporation and Deutsche Bank Trust Company Americas, as trustee.</u>
4.2	<u>Form of 5.722% Fixed Rate / Floating Rate Senior Notes due 2030 (included in Exhibit 4.1).</u>
5.1	<u>Opinion of Sullivan & Cromwell LLP.</u>
8.1	<u>Opinion of Sullivan & Cromwell LLP.</u>
23.1	<u>Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).</u>
23.2	<u>Consent of Sullivan & Cromwell LLP (included in Exhibit 8.1).</u>
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 duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Regions Financial Corporation

Date: June 6, 2024

By: /s/ Karin Allen
Name: Karin Allen
Title: Executive Vice President, Assistant Chief Accounting Officer