

BB&T CORP  
Form 8-K  
July 31, 2012

**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

July 25, 2012

Date of Report (Date of earliest event reported)

**BB&T Corporation**

(Exact name of registrant as specified in its charter)

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Commission file number : 1-10853

**North Carolina**  
(State of incorporation)

**56-0939887**  
(I.R.S. Employer

Identification No.)

**200 West Second Street**

**Winston-Salem, North Carolina**  
(Address of principal executive offices)

**27101**  
(Zip Code)

**(336) 733-2000**

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- ..  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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On July 25, 2012, BB&T Corporation, a North Carolina corporation (the Company), filed Articles of Amendment for the purpose of amending its Articles of Incorporation to fix the designations, preferences, limitations and relative rights of its Series E Non-Cumulative Perpetual Preferred Stock, par value \$5.00 per share and a liquidation preference of \$25,000 per share (the Preferred Stock). A copy of the Articles of Amendment is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

On July 31, 2012, the Company closed the sale of 46,000,000 Depositary Shares, with each Depositary Share representing ownership of 1/1,000<sup>th</sup> of a share of the Company's Preferred Stock, which were registered pursuant to a registration statement on Form S-3 (SEC File No. 333-175538) which was automatically effective on July 13, 2011 (the Registration Statement). The following documents are being filed with this report on Form 8-K and shall be incorporated by reference into the Registration Statement: (i) Underwriting Agreement dated July 24, 2012, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, BB&T Capital Markets, a division of Scott & Stringfellow, LLC, Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters; (ii) Articles of Amendment of the Company filed July 25, 2012; (iii) Deposit Agreement dated July 31, 2012 between the Company and Computershare Inc. and Computershare Trust Company, N.A., jointly as depositary; (iv) form of Depositary Receipt; and (v) validity opinion with respect to the Depositary Shares and the Preferred Stock.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description of Exhibit
1.1	Underwriting Agreement dated July 24, 2012, among the Company and Merrill Lynch, Pierce, Fenner & Smith, Incorporated, BB&T Capital Markets, a division of Scott & Stringfellow, LLC, Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters named therein.
4.1	Articles of Amendment of the Company with respect to Series E Non-Cumulative Perpetual Preferred Stock filed July 25, 2012.
4.2	Form of certificate representing the Series E Non-Cumulative Perpetual Preferred Stock.
4.3	Deposit Agreement dated July 31, 2012 between the Company and Computershare Inc. and Computershare Trust Company, N.A., jointly as depositary.
4.4	Form of Depositary Receipt (included as part of Exhibit 4.3).
5.1	Validity opinion of Robert J. Johnson Jr., Executive Vice President, General Counsel, Secretary and Chief Corporate Governance Officer of the Company.
23.1	Consent of Robert J. Johnson Jr., Executive Vice President, General Counsel, Secretary and Chief Corporate Governance Officer of the Company (included as part of Exhibit 5.1).

**SIGNATURE**

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

BB&T CORPORATION  
(Registrant)

By: /s/ Cynthia B. Powell  
Name: Cynthia B. Powell  
Title: Executive Vice President and Corporate  
Controller (Principal Accounting Officer)

Date: July 31, 2012

**EXHIBIT INDEX**

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