

SYNOVUS FINANCIAL CORP  
Form 8-A12B/A  
April 24, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A/A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Synovus Financial Corp.**

(Exact Name of Registrant as Specified in Its Charter)

Georgia

(State of incorporation or organization)

58-1134883

(I.R.S. Employer Identification No.)

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1111 Bay Avenue, Suite 500

P.O. Box 120

Columbus, Georgia  
(Address of Principal Executive Offices of Registrant)

31901  
(Zip Code)

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

Title of Each Class	Name of Each Exchange on Which
to be so Registered	Each Class is to be Registered
Series B Participating Cumulative Preferred Stock Purchase Rights	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: None.

Securities to be registered pursuant to Section 12(g) of the Act: None.

**Item 1. Description of Registrant's Securities to be Registered.**

On April 24, 2013, Synovus Financial Corp. ( Synovus ) entered into Amendment No. 2 (the Amendment ) to the Shareholder Rights Plan dated as of April 26, 2010 by and between Synovus and American Stock Transfer & Trust Company, LLC, as Rights Agent (as amended, the Rights Plan ). The Amendment (i) extends the final expiration date from April 27, 2013 to the close of business on April 28, 2016 and (ii) updates certain contact information under the Notices section of the Rights Plan. Except for the foregoing changes, the Rights Plan otherwise remains unmodified.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which was filed as [Exhibit 4.1](#) to Synovus' Current Report on Form 8-K dated April 24, 2013 and filed with the Securities and Exchange Commission ( SEC ) on April 24, 2013, and is incorporated herein by this reference.

The Rights Plan filed as [Exhibit 4.1](#) to Synovus' Current Report on Form 8-K dated April 26, 2010 and filed with the SEC on April 26, 2010, as well as Amendment No. 1 to the Rights Plan filed as [Exhibit 4.1](#) to Synovus' Current Report on Form 8-K dated September 6, 2011 and filed with the SEC on September 6, 2011, are incorporated herein by this reference.

**Item 2. Exhibits.**

1. Amended and Restated Articles of Incorporation of Synovus, incorporated by reference to Exhibit 3.1 of Synovus' Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, filed with the SEC on August 10, 2010.
2. Bylaws of Synovus, as amended, incorporated by reference to Exhibit 3.1 of Synovus' Current Report on Form 8-K dated November 8, 2010, as filed with the SEC on November 9, 2010.
3. Shareholder Rights Plan, dated as of April 26, 2010, between Synovus Financial Corp. and Mellon Investor Services LLC, as Rights Agent, which includes the Form of Articles of Amendment to the Articles of Incorporation of Synovus Financial Corp. (Series B Participating Cumulative Preferred Stock) as Exhibit A, the Summary of Terms of the Rights Agreement as Exhibit B and the Form of Right Certificate as Exhibit C, incorporated by reference to Exhibit 4.1 of Synovus' Current Report on Form 8-K dated April 26, 2010, as filed with the SEC on April 26, 2010.
4. Amendment No. 1, dated as of September 6, 2011, to Shareholder Rights Plan, dated as of April 26, 2010, between Synovus Financial Corp. and American Stock Transfer & Trust Company, LLC as Rights Agent, incorporated by reference to Exhibit 4.1 of Synovus' Current Report on Form 8-K dated September 6, 2011, as filed with the SEC on September 6, 2011.
5. Amendment No. 2, dated as of April 24, 2013, to Shareholder Rights Plan, dated as of April 26, 2010, between Synovus Financial Corp. and American Stock Transfer & Trust Company, LLC as Rights Agent, incorporated by reference to Exhibit 4.1 of Synovus' Current Report on Form 8-K dated April 24, 2013, as filed with the SEC on April 24, 2013.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

SYNOVUS FINANCIAL CORP.

By: /s/ Samuel F. Hatcher  
Samuel F. Hatcher

Executive Vice President, General Counsel

and Secretary

Dated: April 24, 2013