

SUNTRUST BANKS INC  
Form S-8 POS  
April 30, 2018

**As filed with the Securities and Exchange Commission on April 30, 2018**

**Registration No. 333-158867**

**333-132035**

**333-86306**

**333-91519**

**33-50762**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-158867)**

**Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-132035)**

**Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-86306)**

**Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-91519)**

**Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 33-50762)**

**SunTrust Banks, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Georgia**  
**(State or other jurisdiction of**  
**incorporation or organization)**  
**303 Peachtree Street, N.E.**  
**Atlanta, Georgia 30308**  
**(Address of Principal Executive Offices) (Zip Code)**

**58-1575035**  
**(I.R.S. Employer**  
**Identification No.)**

**SunTrust Banks, Inc. 401(k) Plan**  
**(Full title of the plan)**

**Ellen M. Fitzsimmons**  
**Corporate Executive Vice President, General Counsel and Corporate Secretary**  
**SunTrust Banks, Inc.**  
**303 Peachtree Street, N.E.**  
**Atlanta, Georgia 30308**  
**(800) 786-8787**  
**(Name, address and telephone number, including area code, of agent for service)**

*Copy to:*

**Keith M. Townsend**  
**Zachary L. Cochran**  
**King & Spalding LLP**

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**1180 Peachtree Street, N.E.**

**Atlanta, Georgia 30309**

**(404) 572-4600**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

SunTrust Banks, Inc., a Georgia corporation (the Company), is filing this Post-Effective Amendment to the following Registration Statements on Form S-8 to deregister certain securities originally registered by the Company on its Registration Statements on Form S-8 filed with the Securities and Exchange Commission on April 28, 2009 (File No. 333-158867), February 24, 2006 (File No. 333-132035), April 16, 2002 (File No. 333-86306), November 23, 1999 (File No. 333-91519) and August 12, 1992 (File No. 33-50762) (collectively, the Prior Registration Statements), each of which registered shares of the Company's common stock, par value \$1.00 per share (common stock), for offer and sale pursuant to the SunTrust Banks, Inc. 401(k) Plan (the Plan) as well as an indeterminate amount of interests in the Plan.

Effective as of February 1, 2016, the Plan ceased offering shares of common stock as an investment option. As a result, and in accordance with undertakings made by the Company in each of the Prior Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, the Company hereby removes from registration 1,358,593 shares of common stock and all interests in the Plan that had been registered under the Prior Registration Statements but that remain unissued as of the date hereof.

**SIGNATURE**

**The Company.** Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on April 30, 2018.

SUNTRUST BANKS, INC.

By: /s/ William H. Rogers, Jr.  
 William H. Rogers, Jr.  
 Chairman of the Board and Chief  
 Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statements on Form S-8 has been signed by the following persons in the capacities indicated on the dates indicated as of April 30, 2018.

<b>Signature</b>	<b>Title</b>
/s/ William H. Rogers, Jr. William H. Rogers, Jr.	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ L. Allison Dukes L. Allison Dukes	Corporate Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Ryan Richards Ryan Richards	Senior Vice President, Controller (Principal Accounting Officer)
/s/ Agnes Bundy Scanlan Agnes Bundy Scanlan	Director
/s/ Dallas S. Clement Dallas S. Clement	Director
/s/ Paul R. Garcia Paul R. Garcia	Director
/s/ M. Douglas Ivester M. Douglas Ivester	Director

/s/ Donna S. Morea

Donna S. Morea                      Director

/s/ David M. Ratcliffe

David M. Ratcliffe                      Director

/s/ Frank P. Scruggs, Jr.

Frank P. Scruggs, Jr.                      Director

/s/ Bruce L. Tanner

Bruce L. Tanner                      Director

/s/ Steven C. Voorhees

Steven C. Voorhees                      Director

/s/ Thomas R. Watjen

Thomas R. Watjen                      Director

/s/ Dr. Phail Wynn, Jr.

Dr. Phail Wynn, Jr.                      Director

**SIGNATURE**

***The Plan.*** Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on April 30, 2018.

SUNTRUST BANKS, INC. 401(k) PLAN

By: /s/ Margaret Callihan  
Margaret Callihan  
Margaret Callihan on behalf of SunTrust  
Banks, Inc. as Plan Administrator