

SUNTRUST BANKS INC
Form 8-A12B
December 05, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

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

SunTrust Banks, Inc.
(Exact name of registrant as specified in its charter)

Georgia
(State of Incorporation or Organization)

58 1575035
(IRS Employer Identification No.)

303 Peachtree Street N.E.

Atlanta, Georgia

(Address of principal executive offices)

30308
(Zip Code)

SunTrust Capital VIII
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation or Organization)

20-7166160
(IRS Employer Identification No.)

SunTrust Banks, Inc.

303 Peachtree Street N.E. Atlanta, Georgia
(Address of principal executive offices)

30308
(Zip Code)

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), 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), check the following box.

Securities Act registration statement file number to which this form relates: 333-137101 and 333-137101-06

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

Title of each class

Name of each exchange on which

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to be so registered
6.100% Trust Preferred Securities

each class is to be registered
New York Stock Exchange

of SunTrust Capital VIII

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

The descriptions set forth under the sections Description of the Trust Preferred Securities, Description of the Junior Subordinated Notes, Description of the Guarantee, Relationship Among Trust Preferred Securities, Junior Subordinated Notes and Guarantee and Replacement Capital Covenant in the final prospectus supplement dated November 29, 2006, filed with the Securities and Exchange Commission on November 30, 2006, in connection with the automatic shelf registration statement on Form S-3 (Nos. 333-137101 and 333-137101-06) of SunTrust Banks, Inc. and SunTrust Capital VIII, filed on September 5, 2006, as amended, are incorporated herein by reference.

Item 2. Exhibits.

Exhibit

| Number | Description |
|--------|---|
| 4.1 | Form of Second Amended and Restated Declaration of Trust, among SunTrust Banks, Inc., as Sponsor, U.S. Bank National Association, as Property Trustee, U.S. Bank Trust National Association, as Delaware Trustee and the Administrative Trustees. |
| 4.2 | Form of Guarantee Agreement, between SunTrust Banks, Inc. and U.S. Bank National Association. |
| 4.3 | Indenture, dated as of October 25, 2006, between SunTrust Banks, Inc. and U.S. Bank National Association, as Trustee. |
| 4.4 | Form of Second Supplemental Indenture to the Junior Subordinated Notes Indenture between SunTrust Banks, Inc. and U.S. Bank National Association. |
| 4.5 | Form of certificate representing the 6.100% Trust Preferred Securities (included in Exhibit 4.1). |
| 4.6 | Form of 6.100% Extendible Junior Subordinated Note (included in Exhibit 4.4). |
| 4.7 | Amended and Restated Certificate of Trust of SunTrust Capital VIII dated as of August 29, 2006. |

SIGNATURE

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

SUNTRUST CAPITAL VIII

Date: December 5, 2006

By: /s/ Raymond D. Fortin
Raymond D. Fortin
Administrative Trustee

SUNTRUST BANKS, INC.

Date: December 5, 2006

By: /s/ Raymond D. Fortin
Raymond D. Fortin
Corporate Executive Vice President
General Counsel and Corporate Secretary