

BB&T CORP  
Form 8-A12B  
March 09, 2016

**As filed with the Securities and Exchange Commission on March 9, 2016**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-A**

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

**BB&T Corporation**  
**(Exact name of registrant as specified in its charter)**

**North Carolina**  
**(State of Incorporation**  
**or Organization)**

**56-0939887**  
**(I.R.S. Employer**  
**Identification No.)**

200 West Second Street

Winston-Salem, North Carolina 27101

(Address of Principal Executive Offices)

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 Depository Shares each representing 1/1,000th interest in a share of Series H Non-Cumulative Perpetual Preferred Stock	Each Class is to be Registered New York Stock Exchange, Inc.

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. ☒ x

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: 333-197375

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

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Securities to Be Registered.

The description of the Depositary Shares being registered hereby, including the Series H Non-Cumulative Perpetual Preferred Stock which is represented by the Depositary Shares, is set forth in the Prospectus included in the Registration Statement on Form S-3 (No. 333-197375) of BB&T Corporation, as filed with the Commission on July 11, 2014, and the final Prospectus Supplement, dated March 2, 2016, as filed with the Commission on March 3, 2016, pursuant to Rule 424(b)(5) of the Securities Act of 1933, as amended. The foregoing Prospectus and Prospectus Supplement are incorporated herein by reference.

### Item 2. Exhibits.

- 4.1 Articles of Amendment of BB&T Corporation with respect to Series H Non-Cumulative Perpetual Preferred Stock filed March 7, 2016 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K of BB&T Corporation filed March 9, 2016).
- 4.2 Deposit Agreement, dated as of March 9, 2016, between BB&T Corporation and Computershare Inc. and Computershare Trust Company, N.A., jointly as Depositary (incorporated by reference to Exhibit 4.2 of the Current Report on Form 8-K of BB&T Corporation filed March 9, 2016).
- 4.3 Form of Depositary Receipt (included as part of Exhibit 4.2).

**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.

BB&T CORPORATION

By: /s/ Hal S. Johnson

Name: Hal S. Johnson

Executive Vice President and

Title: Treasurer

Date: March 9, 2016

## INDEX TO EXHIBITS

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