

KEYCORP /NEW/  
Form 425  
July 01, 2009

**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**

**Date of Report (Date of earliest event reported): July 1, 2009**

(Exact name of registrant as specified in charter)

001-11302

(Commission File Number)

**OHIO**  
(State or other jurisdiction of incorporation)

127 Public Square

**34-6542451**  
(I.R.S. Employer Identification No.)

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Cleveland, Ohio 44114-1306

(Address of principal executive offices and zip code)

(216) 689-6300

(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:

- 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 8.01. Other Events.**

On July 1, 2009, KeyCorp issued a press release announcing the final results of its offer to exchange KeyCorp common shares for any and all outstanding shares of KeyCorp's 7.750% Non-Cumulative Perpetual Convertible Preferred Stock, Series A, as well as the results of its separate offer to exchange KeyCorp common shares for any and all outstanding trust preferred securities of KeyCorp Capital I, KeyCorp Capital II, KeyCorp Capital III, and KeyCorp Capital VII. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

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

(d) Exhibits.

99.1 Press Release, dated July 1, 2009.

**SIGNATURES**

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.

KEYCORP

Date: July 1, 2009

By: /s/ Daniel R. Stolzer  
Daniel R. Stolzer  
Vice President and Deputy General Counsel