

SYNOVUS FINANCIAL CORP  
Form 8-A12B/A  
September 06, 2011

**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 | New York Stock Exchange        |
| Purchase Rights                                   |                                |

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.

x

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.

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.

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

On September 6, 2011, Synovus Financial Corp. ( Synovus ) entered into Amendment No. 1 to Shareholder Rights Plan (the Amendment ) with American Stock Transfer & Trust Company, LLC ( AST ). Pursuant to the Amendment, AST was appointed as successor rights agent under Synovus' Shareholder Rights Plan dated as of April 26, 2010 (the Rights Plan ).

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 September 6, 2011 and filed with the Securities and Exchange Commission ( SEC ) on September 6, 2011, and is incorporated herein by this reference.

A copy of the Rights Plan was 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, and is 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 to Shareholder Rights Plan, dated as of September 6, 2011, 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.

**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: September 6, 2011