

KEYCORP /NEW/  
Form 8-K  
June 18, 2008

**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): June 12, 2008**

(Exact name of registrant as specified in charter)

001-11302

(Commission File Number)

**OHIO**  
(State or other jurisdiction)

**34-6542451**  
(I.R.S. Employer)

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of incorporation)

Identification No.)

**127 Public Square**

**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 3.03. Material Modification to Rights of Security Holders.**

On June 18, 2008, KeyCorp ( KeyCorp ) issued Preferred Stock (as defined in Item 5.03 below). Under the terms of the Preferred Stock, KeyCorp's ability to declare or pay dividends or make distributions on, or purchase, redeem or otherwise acquire for consideration, shares of its Junior Stock (as defined below) and Parity Stock (as defined below) is subject to certain restrictions in the event that KeyCorp does not pay in full or declare and set aside for payment in full dividends on the Preferred Stock. Junior Stock means KeyCorp's common shares and any other class or series of KeyCorp's stock now existing or hereafter authorized over which the Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets in any liquidation, dissolution or winding-up of KeyCorp. Parity Stock means any other class or series of KeyCorp's stock that ranks on a parity with the Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding-up of KeyCorp. As of June 18, 2008, there were no outstanding shares of Parity Stock. The terms of the Preferred Stock are more fully set forth in the Certificate of Amendment described in Item 5.03 below and filed as Exhibit 3(a) to this Current Report on Form 8-K and incorporated herein by reference. A copy of the form of certificate for the Preferred Stock is filed as Exhibit 4(a) to this Current Report on Form 8-K and incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

On June 17, 2008, KeyCorp filed a Certificate of Amendment to the Articles of Incorporation of KeyCorp (the Certificate of Amendment ) with the Secretary of State of the State of Ohio, to amend its Articles of Incorporation and establish the preferences, limitations and relative rights of a new series of preferred stock designated as 7.750% Non-Cumulative Perpetual Convertible Preferred Stock, Series A, \$1.00 par value, and with a liquidation preference of \$100 per share (the Preferred Stock ). The Certificate of Amendment became effective upon filing, and a copy is filed as Exhibit 3(a) to this Current Report on Form 8-K and incorporated herein by reference.

**Item 8.01. Other Events.**

On June 18, 2008, KeyCorp issued 6,500,000 shares of Preferred Stock registered pursuant to a shelf registration statement on Form S-3 (SEC File No. 333-151608) (the Shelf Registration Statement ). The following documents are being filed as exhibits to this Current Report on Form 8-K and are incorporated by reference into this Item 8.01: (i) the Underwriting Agreement, dated June 12, 2008, by and between KeyCorp and Citigroup Global Markets Inc., as representative of the underwriters named therein, filed as Exhibit 1(a) to this Current Report on Form 8-K and incorporated herein by reference; (ii) the Certificate of Amendment of KeyCorp dated June 17, 2008, filed as Exhibit 3(a) to this Current Report on Form 8-K and incorporated herein by reference; and (iii) the form of certificate for the Preferred Stock, filed as Exhibit 4(a) to this Current Report on Form 8-K and incorporated herein by reference.

In addition, on June 18, 2008, KeyCorp issued 85,106,383 of its common shares, par value \$1.00 per share (the Common Shares ), registered pursuant to the Shelf Registration Statement. The Underwriting Agreement, dated June 12, 2008, by and between KeyCorp and Citigroup Global Markets Inc., as representative of the underwriters named therein is filed as Exhibit 1(b) to this Current Report Form 8-K and incorporated herein by reference.

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

(c) Exhibits.

**Exhibit No. Description**

- |      |   |
|------|---|
| 1(a) | Underwriting Agreement, dated June 12, 2008, by and between KeyCorp and Citigroup Global Markets Inc., as representative of the underwriters named therein relating to the purchase of KeyCorp's Preferred Stock. |
| 1(b) | Underwriting Agreement, dated June 12, 2008, by and between KeyCorp and Citigroup Global Markets Inc., as representative of the underwriters named therein relating to the purchase of KeyCorp's Common Shares.   |
| 3(a) | Certificate of Amendment to Articles of Incorporation, dated June 17, 2008, relating to KeyCorp's Preferred Stock.  |
| 4(a) | Form of Certificate for the Preferred Stock.  |

**SIGNATURE**

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: June 18, 2008

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

**INDEX TO EXHIBITS**

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4(a)	Form of Certificate for the Preferred Stock.