

KEYCORP /NEW/  
Form 8-K  
October 29, 2018

**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): October 29, 2018**

**(Exact name of registrant as specified in charter)**

**001-11302**  
**(Commission File Number)**

**OHIO**

**34-6542451**

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

**(I.R.S. Employer 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On October 29, 2018, KeyCorp issued \$500,000,000 aggregate principal amount of its 4.150% Senior Medium-Term Notes, Series O, due October 29, 2025 (the Notes ). The Notes were registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-3 (File No. 333-218629) filed by KeyCorp with the Securities and Exchange Commission (the Registration Statement ). In connection with the issuance and sale of the Notes, the legal opinion of Squire Patton Boggs (US) LLP, as counsel, is being filed as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 5.1 Opinion of Squire Patton Boggs (US) LLP as to the validity of the Notes.
- 23.1 Consent of Squire Patton Boggs (US) LLP (included as part of Exhibit 5.1).

**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 thereunto duly authorized.

Date: October 29, 2018

**KEYCORP**

/s/ Donald R. Kimble  
By: Donald R. Kimble  
Chief Financial Officer