

CAPITAL ONE FINANCIAL CORP  
Form 8-K/A  
April 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

February 16, 2012

Commission File No. 1-13300

**CAPITAL ONE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction of

**54-1719854**  
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

**1680 Capital One Drive, McLean, Virginia**  
(Address of Principal Executive Offices)

**22102**  
(Zip Code)

Registrant's telephone number, including area code:

**(703) 720-1000**

(Former name, former address and former fiscal year, if changed since last report)

(Not applicable)

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 (see General Instruction A.2. below):

- .. 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))

**EXPLANTORY NOTE**

This Amendment No. 1 amends the Current Report on Form 8-K, filed on February 17, 2012 ( Initial Form 8-K ), to provide the financial statement information referred to in parts (a) and (b) of Item 9.01 below relating to the recently completed acquisition by Capital One Financial Corporation (the Company ) of substantially all of the ING Direct business in the United States (the ING Direct Acquisition ). Except as otherwise noted, all other information in the Initial Form 8-K remains unchanged.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired

The required audited consolidated financial statements of ING Bank, fsb as of and for the years ended December 31, 2011 and December 31, 2010, are included hereto as Exhibit 99.1 and incorporated herein by reference.

(b) Pro Forma Financial Information

The required unaudited pro forma condensed combined financial statements relating to the ING Direct Acquisition as of and for the year ended December 31, 2011, are attached hereto as Exhibit 99.2 and incorporated herein by reference.

(c) N/A

(d) Exhibits

**Exhibit**

| <b>No.</b> | <b>Description of Exhibit</b>   |
|------------|---|
| 99.1       | Audited Consolidated Financial Statements of ING Bank, fsb as of and for the years ended December 31, 2011 and December 31, 2010 (incorporated by reference to Exhibit 99.2 of the Company s Report on Form 8-K, filed on March 14, 2012) |
| 99.2       | Unaudited Pro Forma Condensed Combined Financial Statements relating to the ING Direct Acquisition as of and for the year ended December 31, 2011   |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Amendment No. 1 to the Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**CAPITAL ONE FINANCIAL CORPORATION**

Date: April 27, 2012

By: /s/ GARY L. PERLIN  
Gary L. Perlin

Chief Financial Officer

**EXHIBIT INDEX**

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