

SUNTRUST BANKS INC  
Form 8-K  
September 14, 2010

**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) September 13, 2010

**SunTrust Banks, Inc.**

(Exact name of registrant as specified in its charter)

Georgia  
(State or other jurisdiction  
of incorporation)

001-08918  
(Commission  
File Number)

58-1575035  
(IRS Employer  
Identification No.)

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**303 Peachtree St., N.E., Atlanta, Georgia**

(Address of principal executive offices)

**Registrant's telephone number, including area code (404) 588-7711**

**30308**

(Zip Code)

**Not Applicable**

(Former name or former address, if changed since last report)

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))

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

(d) Exhibits.

The following Exhibits are incorporated by reference into the Registration Statement on Form S-3ASR (333-161712) of SunTrust Banks, Inc. as exhibits thereto and are filed as part of this Current Report.

- 1.1 Master Agency Agreement between SunTrust Banks, Inc. and SunTrust Robinson Humphrey, Inc., dated September 13, 2010.
- 5.1 Opinion of King & Spalding LLP regarding validity.
- 8.1 Tax Opinion of King & Spalding LLP.

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.

SUNTRUST BANKS, INC.

Date: September 14, 2010

By: /s/ David A. Wisniewski  
David A. Wisniewski  
Group Vice President and Associate General Counsel