

KEYCORP /NEW/  
Form 8-K  
March 14, 2012

**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): March 13, 2012**

(Exact Name of Registrant as Specified in Charter)

001-11302  
(Commission File Number)

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

**34-6542451**  
(I.R.S. Employer Identification No.)

**127 Public Square**

**Cleveland, Ohio 44114-1306**

(Address of principal executive offices and zip code)

**(216) 689-3000**

(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))

Section 8 Other Events

**Item 8.01 Other Events**

On March 13, 2012, KeyCorp announced that the Federal Reserve did not object to its 2012 capital plan submitted as part of the Annual Comprehensive Capital Analysis and Review and that its Board of Directors has authorized a common stock repurchase program of up to \$344 million and will evaluate a quarterly dividend increase from \$0.03 per share to \$0.05 per share, effective in the second quarter of 2012, at its regular May Board meeting.

A copy of the press release announcing these actions is attached hereto as Exhibit 99.1.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

99.1 KeyCorp Press Release, dated March 13, 2012

**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.

KEYCORP

(Registrant)

Date: March 14, 2012

By: /s/ Jeffrey B. Weeden  
Jeffrey B. Weeden  
Chief Financial Officer

**Index to Exhibits**

Exhibit Number	Description
99.1	KeyCorp Press Release, dated March 13, 2012