
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Capital One Financial Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

54-1719854
(I.R.S. Employer
Identification No.)

**1680 Capital One Drive
McLean, Virginia 22102**
(Address of principal executive offices)

22102
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered
4.326% Fixed-to-Floating Rate Senior Notes Due 2032
4.832% Fixed-to-Floating Rate Senior Notes Due 2037

Name of each exchange on which each class is to be registered
New York Stock Exchange
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box. ☐

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act registration statement or Regulation A offering statement file number to which this form relates:

333-277813
(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are €750,000,000 aggregate principal amount of 4.326% Fixed-to-Floating Rate Senior Notes due 2032 (the "2032 Fixed-to-Floating Rate Notes") and €750,000,000 aggregate principal amount of 4.832% Fixed-to-Floating Rate Senior Notes due 2037 (the "2037 Fixed-to-Floating Rate Notes") and, together with the 2032 Fixed-to-Floating Rate Notes, the "Notes") of Capital One Financial Corporation (the "Company"). The descriptions set forth under the section "Description of the Notes" in the prospectus supplement dated September 9, 2026, as filed with the Securities and Exchange Commission (the "Commission") on September 10, 2026 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, to the prospectus (the "Base Prospectus") included in the Company's automatic shelf registration statement on Form S-3 (No. 333-277813), as filed with the Commission on March 11, 2024, and the descriptions set forth under the section "Description of Debt Securities" of the Base Prospectus are incorporated herein by reference.

Item 2. Exhibits.

The following exhibits are filed as a part of this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Senior Indenture dated as of November 1, 1996 between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (as successor to Harris Trust and Savings Bank), as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on November 13, 1996).</u>
4.2	<u>First Supplemental Indenture dated as of November 2, 2021 to the Senior Indenture dated as of November 1, 1996 between Capital One Financial Corporation and The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (as successor to Harris Trust and Savings Bank), as trustee (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed on November 2, 2021).</u>
4.3	<u>Form of 4.326% Fixed-to-Floating Rate Senior Note due 2032 (incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K, filed on September 15, 2026).</u>
4.4	<u>Form of 4.832% Fixed-to-Floating Rate Senior Note due 2037 (incorporated by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K, filed on September 15, 2026).</u>
4.5	<u>Paying Agency Agreement dated as of September 15, 2026 between Capital One Financial Corporation and The Bank of New York Mellon, London Branch, as paying agent (incorporated by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K, filed on September 15, 2026).</u>

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CAPITAL ONE FINANCIAL CORPORATION

Date: September 16, 2026

By: /s/ Matthew W. Cooper
Name: Matthew W. Cooper
Title: General Counsel and Corporate Secretary