
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

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 Number)

1680 Capital One Drive
McLean, Virginia 22102
(Address of Principal Executive Offices) (Zip Code)

Capital One Financial Corporation Associate Savings Plan as Amended and Restated
(Full Title of the Plan)

Matthew W. Cooper
General Counsel
1680 Capital One Drive
McLean, Virginia 22102
(Name and Address of Agent for Service)

(703) 720-1000
(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.01 per share (1)	\$550,000,000	\$550,000,000	\$60,005

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transactions. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Capital One Financial Corporation Associate Savings Plan as Amended and Restated.
- (2) Calculated in accordance with Rule 457(o) of the Securities Act.

NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 by Capital One Financial Corporation (the “Company” or “Registrant”) for the purpose of registering \$550,000,000 of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), which may be issued under the Capital One Financial Corporation Associate Savings Plan as Amended and Restated (the “Plan”). In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the original Registration Statement on Form S-8 filed by the Company with respect to the Plan on February 2, 1998 (SEC File No. 333-45453) and the additional Registration Statements on Form S-8 filed by the Company with respect to the Plan on July 26, 2002 (SEC File No. 333-97127), January 31, 2014 (SEC File No. 333-193683), and July 31, 2019 (SEC File No. 333-232907), together with all exhibits filed therewith or incorporated therein by reference.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”) and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have previously been filed by the Company with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference herein and shall be deemed to be a part hereof:

(1) The Plan’s Annual Report on Form 11-K for the fiscal year ended December 31, 2019, filed with the Commission on [June 22, 2020](#);

(2) The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed with the Commission on [February 25, 2021](#) (the “2020 Form 10-K”);

(3) The Company’s Quarterly Report on Form 10-Q, filed with the Commission on [May 7, 2021](#);

(4) The Company’s Current Reports on Form 8-K filed with the Commission on [February 8, 2021](#), [February 9, 2021](#), [February 17, 2021](#), [March 2, 2021](#), [March 12, 2021](#), [March 18, 2021](#), [May 4, 2021](#), [May 7, 2021](#) and [May 10, 2021](#);

(5) The Description of the Company’s Common Stock included in [Exhibit 4.3](#) to the 2020 Form 10-K.

Notwithstanding the foregoing, the Company is not incorporating any document or information deemed to have been furnished and not filed in accordance with the Commission’s rules.

In addition, all documents filed by the Company or the Plan pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and made part hereof from their respective dates of filing (such documents, and the documents listed above, being hereinafter referred to as “Incorporated Documents”); provided, however, that the documents listed above or subsequently filed by the Company or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Company’s Annual Report on Form 10-K or the Plan’s Annual Report on Form 11-K, as applicable, covering such year shall cease to be Incorporated Documents or be incorporated by reference in this Registration Statement from and after the filing of such Annual Report. The Company’s Exchange Act file number with the Commission is 001-13300.

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of

this Registration Statement to the extent that a statement contained in any subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The Registrant will submit or has submitted the Capital One Financial Corporation Associate Savings Plan as Amended and Restated (the "Plan") and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

Exhibit No.	Exhibit Description
4.1	<u>Restated Certificate of Incorporation of Capital One Financial Corporation (as restated May 1, 2020) (incorporated by reference to Exhibit 3.2 of the Current Report on Form 8-K, filed on May 4, 2020).</u>
4.2	<u>Amended and Restated Bylaws of Capital One Financial Corporation, dated May 1, 2020 (incorporated by reference to Exhibit 3.3 of the Current Report on Form 8-K, filed on May 4, 2020).</u>
23.1*	<u>Consent of Ernst & Young LLP.</u>
24.1*	Power of Attorney (included on signature page hereto).

* Filed herewith.

<u>/s/ Andrew M. Young</u> Andrew M. Young	Chief Financial Officer (<i>Principal Financial Officer</i>)	May 13, 2021
<u>/s/ Timothy P. Golden</u> Timothy P. Golden	Controller (<i>Principal Accounting Officer</i>)	May 13, 2021
<u>/s/ Ime Archibong</u> Ime Archibong	Director	May 13, 2021
<u>/s/ Ann Fritz Hackett</u> Ann Fritz Hackett	Director	May 13, 2021
<u>/s/ Peter Thomas Killalea</u> Peter Thomas Killalea	Director	May 13, 2021
<u>/s/ C.P.A.J. (Eli) Leenaars</u> C.P.A.J. (Eli) Leenaars	Director	May 13, 2021
<u>/s/ François Locoh-Donou</u> François Locoh-Donou	Director	May 13, 2021
<u>/s/ Peter E. Raskind</u> Peter E. Raskind	Director	May 13, 2021
<u>/s/ Eileen Serra</u> Eileen Serra	Director	May 13, 2021
<u>/s/ Mayo A. Shattuck III</u> Mayo A. Shattuck III	Director	May 13, 2021
<u>/s/ Bradford H. Warner</u> Bradford H. Warner	Director	May 13, 2021
<u>/s/ Catherine G. West</u> Catherine G. West	Director	May 13, 2021
<u>/s/ Craig Anthony Williams</u> Craig Anthony Williams	Director	May 13, 2021

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the Associate Savings Plan as Amended and Restated of Capital One Financial Corporation of our reports (a) dated February 25, 2021, with respect to the consolidated financial statements of Capital One Financial Corporation, and the effectiveness of internal control over financial reporting of Capital One Financial Corporation, included in its Annual Report (Form 10-K) for the year ended December 31, 2020, and (b) dated June 22, 2020 with respect to the financial statements and supplemental schedule of the Capital One Financial Corporation Associate Savings Plan included in the Plan's Annual Report (Form 11-K) for the year ended December 31, 2019, both filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tysons, Virginia
May 13, 2021