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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

August 10, 2011
Date of Report (Date of earliest event reported)

CAPITAL ONE FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13300
(Commission
File Number)

54-1719854
(IRS Employer
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 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))
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Explanatory Note. This Amendment No. 1 is being filed in order to furnish a revised Exhibit 99.1 to the Current Report on Form 8-K filed by Capital One Financial Corporation (the “Company”), on August 10, 2011 (the “Original Form 8-K”). The investor deck filed as Exhibit 99.1 to this Amendment No. 1 includes an updated Slide 8. All other information in the Original Form 8-K remains unchanged. This Amendment No. 1 continues to speak as of the date of the Original Form 8-K.

Item 7.01 Regulation FD Disclosure.

The Company hereby furnishes the information in Exhibit 99.1 hereto.

Note: Information in this report (including the exhibit) furnished pursuant to Item 7.01 shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information in the report that is required to be disclosed solely by Regulation FD. Furthermore, the information provided in Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Investor Presentation, dated August 10, 2011

Forward-looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act giving the Company’s expectations or predictions of future financial or business performance or conditions. Such forward-looking statements include, but are not limited to, statements about the projected impact and benefits of the acquisition by the Company of the HSBC domestic credit card business, including future financial and operating results, the Company’s plans, objectives, expectations and intentions and other statements that are not historical facts. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made, and the Company assumes no duty to update forward-looking statements.

In addition to factors previously disclosed in the Company’s filings with the U.S. Securities and Exchange Commission and those identified elsewhere in this presentation, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: the possibility that regulatory and other approvals and conditions to the transaction are not received or satisfied on a timely basis or at all; the possibility that modifications to the terms of the transaction may be required in order to obtain or satisfy such approvals or conditions; the possibility that the Company will not receive third-party consents necessary to fully realize the anticipated benefits of the transaction; the possibility that the Company may not fully realize the projected cost savings and other projected benefits of the acquisition of the HSBC domestic credit card businesses in the event that the Company’s pending acquisition of the ING Direct business does not close timely or at all; changes in the anticipated timing for closing the transaction; difficulties and delays in integrating the HSBC domestic credit card businesses or fully realizing projected cost savings and other projected benefits of the transaction; business disruption during the pendency of or following the transaction; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; diversion of management time on transaction-related issues; reputational risks and the reaction of customers and counterparties to the transaction; and changes in asset quality and credit risk as a result of the transaction.

Annualized, pro forma, projected and estimated numbers are used for illustrative purposes only, are not forecasts and may not reflect actual results.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

CAPITAL ONE FINANCIAL CORPORATION

Dated: August 10, 2011

By: /s/ JOHN G. FINNERAN, JR.

John G. Finneran, Jr.
General Counsel and Corporate Secretary



Acquisition of HSBC Domestic Card Business

Investor Presentation

August 10, 2011

Forward Looking Statements

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Transaction Summary

Receivables Purchased	\$29.6 billion
Premium Offered	8.75% cash premium or \$2.59 billion as of June 30, 2011
Expected Closing	Second Quarter 2012
Capital	Tier 1 common equity ratio expected to be in the mid-9 percent range at the end of the second quarter of 2012, including planned capital raise of approximately \$1.25 billion; Capital One has the option of issuing \$750 million of the \$1.25 billion to HSBC at \$39.23 per share (the average of the closing prices of Capital One shares on August 8 & 9, 2011)
Platform Acquired	Partnership infrastructure Real estate and data centers
Approvals	Customary OCC approval
Fair Value Mark	2.8% fair value mark
Intangibles & Goodwill	Goodwill of ~\$1.2 billion Purchased Credit Card Relationship intangible of \$2.9 billion
Operating Expense Synergies	\$350 million, or 23% of HSBC Domestic Card business expense base
Restructuring Charges	\$420 million

The HSBC domestic credit card business is attractive

**Profitable
national-scale
card business**

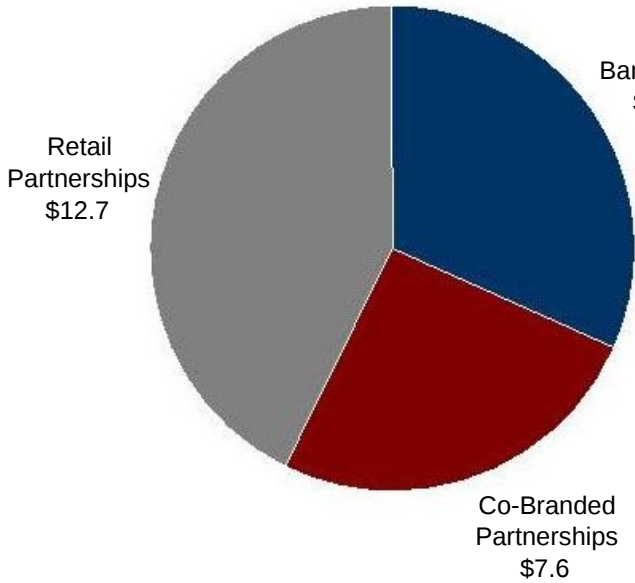
**Premier retail
partnership
franchise**

**Profitable
through Great
Recession**

**Strong
management
team**

The HSBC domestic credit card portfolio is comprised of three business segments

Card Portfolio Business Segments (~\$30B)
 (\$B as of 5/31/11)



Bank Card

- Primarily MasterCard branded
- 10.3MM active accounts
- Includes some run-off portfolios

Co-Branded Partnerships*

- General Motors and AFL-CIO co-branded cards
- 3.3MM active accounts

Retail Partnerships*

- 21 partnerships, including Neiman Marcus, Saks Fifth Avenue and Best Buy
- 13.6MM active accounts

*The transfer of certain partnerships in the HSBC domestic credit card portfolio will require the consent of the applicable partners. To the extent that the Company does not obtain the consent of any such partner, that partner's relationship and related card balances will be excluded from the sale to the Company.

HSBC has built a premier partnership franchise



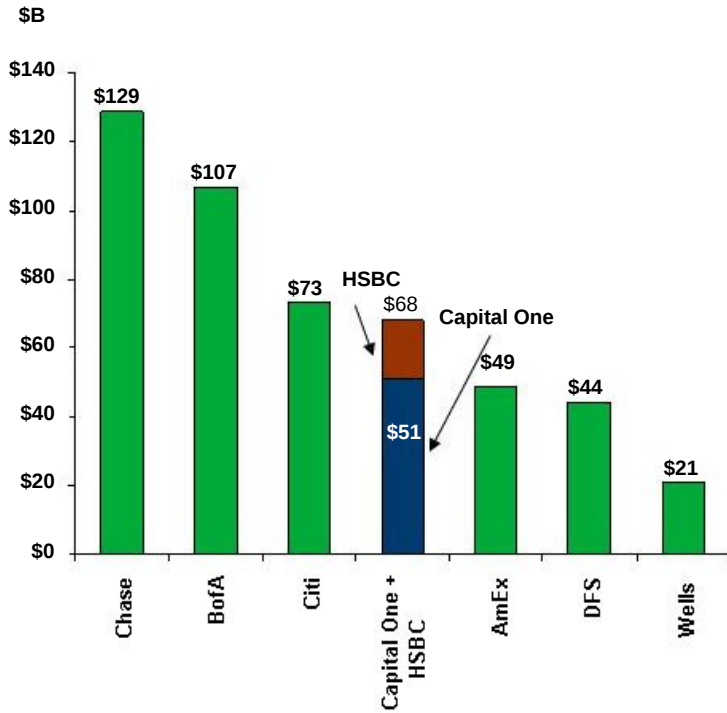
SAKS
FIFTH
AVENUE

Neiman Marcus

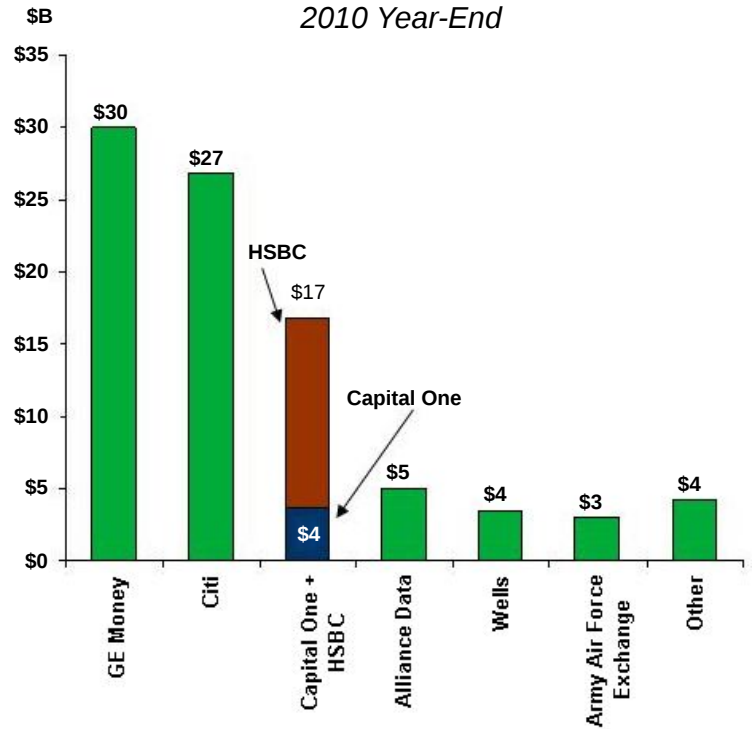


Acquiring the HSBC domestic credit card business significantly expands and enhances our Card franchise

U.S. Credit Card Outstandings
Q1 2011



U.S. Private Label Retail Card Outstandings
2010 Year-End

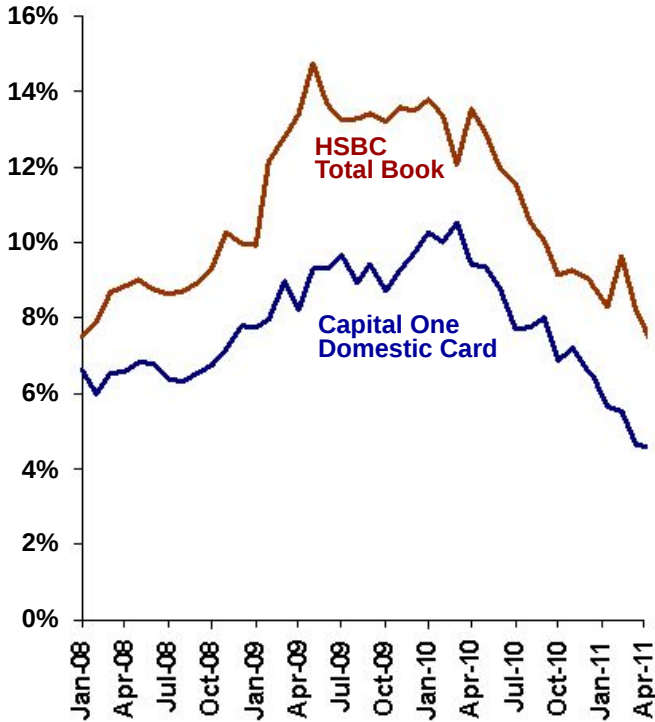


*Chase includes WaMu; B of A is US consumer card; Citi excludes Citi Holdings, Capital One is domestic card; HSBC excludes ~\$13B of retail HSBC partnership outstandings; AmEx excludes charge-card, Discover includes business card.

Source: Company reports, Nilson 2011, HSBC financials

HSBC's domestic credit card business remained profitable throughout the Great Recession

Monthly Charge-Off Rate



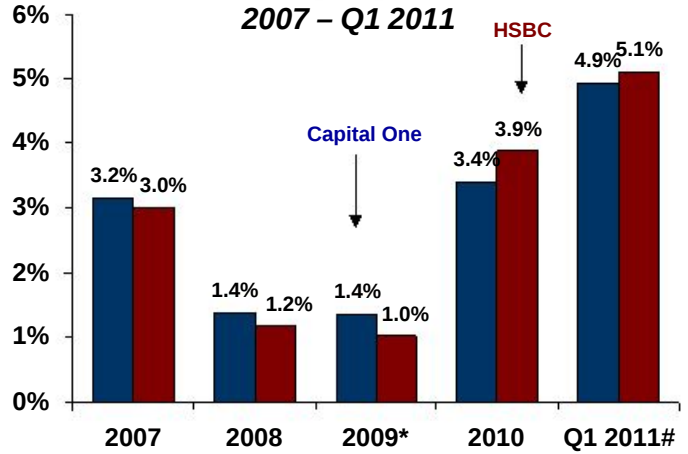
Note: Data shown is post-tax. HSBC post-tax figures calculated by assuming a 35% tax rate. COF data is Domestic Card. Accounting is IFRS for HSBC. HSBC P&L includes GPCC & PLCC.

Source: Company Data

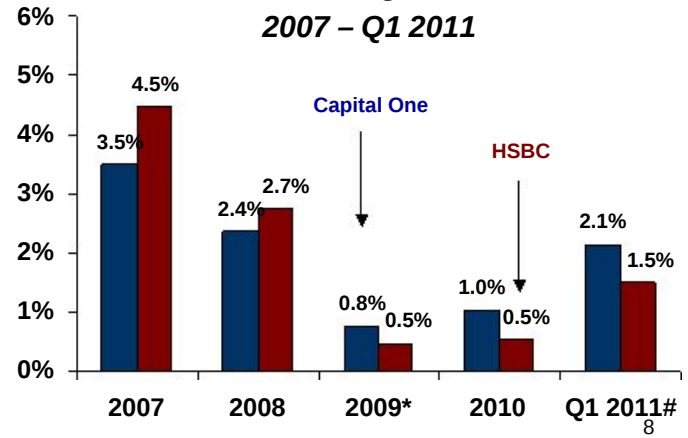
*HSBC Q2 09 excludes \$350MM (post-tax) goodwill charge.

Annualized

ROA 2007 - Q1 2011



ROA excluding Allowance 2007 - Q1 2011



We expect the acquisition of HSBC's domestic credit card business to deliver compelling financial and strategic results

Attractive Deal Economics

- High-teens GAAP and operating EPS accretion in 2013
- Return on invested capital greater than 25% in 2013
- IRR greater than 20%
- ROTE improvement of ~400 basis points in 2013
- Strong EPS accretion drives 4 year earn back of expected tangible book value per share dilution
- Strong capital generation

Compelling Strategic Value

- Expands and enhances card franchise
- Establishes market leading partnership platform
- 27MM new active accounts
- Technology and capabilities significantly advance partnership franchise
- Excellent fit with Capital One's proven capabilities in credit card business
 - Significant financial and strategic upside
 - Low business execution risk

Anticipated deal economics assume closing of ING Direct acquisition and are based on IBES EPS estimates pro-forma for the ING Direct acquisition