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

September 1, 2026
Date of Report (Date of earliest event reported)

CAPITAL ONE FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	001-13300	54-1719854
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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

Registrant's telephone number, including area code: (703) 720-1000

(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))

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock (par value $.01 per share)	COF	New York Stock Exchange
Depositary Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series I	COF PRI	New York Stock Exchange
Depositary Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series J	COF PRJ	New York Stock Exchange
Depositary Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series K	COF PRK	New York Stock Exchange
Depositary Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series L	COF PRL	New York Stock Exchange
Depositary Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series N	COF PRN	New York Stock Exchange
1.650% Senior Notes Due 2029	COF29	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 1, 2026, Capital One Financial Corporation (the "Company") filed a Certificate of Elimination to its Restated Certificate of Incorporation (the "Certificate of Elimination") with the Secretary of State of the State of Delaware eliminating from the Restated Certificate of Incorporation all matters set forth in the Certificate of Designations, dated June 9, 2021 (the "Certificate of Designations"), with respect to its Fixed Rate Reset Non-Cumulative Perpetual Preferred Stock, Series M (the "Series M Preferred Stock").

All outstanding shares of the Series M Preferred Stock were redeemed on September 1, 2026, in accordance with the terms of the Certificate of Designations. A copy of the Certificate of Elimination relating to the Series M Preferred Stock is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Elimination relating to the Series M Preferred Stock, dated September 1, 2026
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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

Date: September 1, 2026

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

Exhibit 3.1

**CERTIFICATE OF ELIMINATION
OF
FIXED RATE RESET NON-CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES M
OF
CAPITAL ONE FINANCIAL CORPORATION
Pursuant to Section 151 of the
General Corporation Law of the State of Delaware**

Capital One Financial Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify as follows:

1. At a meeting of the Board of Directors (the “Board”) of the Corporation convened and held on July 29, 2026, the Board duly adopted resolutions authorizing (a) the redemption of the outstanding 1,000,000 shares of the Corporation’s Series M Fixed Rate Reset Non-Cumulative Perpetual Preferred Stock (the “Series M Preferred Stock”), (b) the cancellation of all outstanding shares of the Series M Preferred Stock following such redemption, (c) the filing of a Certificate of Elimination with respect to the Series M Preferred Stock, and (d) the Proper Officers of the Corporation, in the name of and on behalf of the Corporation, to make, execute and deliver, or cause to be made, executed and delivered, all such officers’ certificates and such other agreements, undertakings, documents or instruments and to take or cause to be taken any and all further actions any of them shall approve as necessary, desirable or appropriate to carry out the purpose and intent of the transactions contemplated by any of the foregoing resolutions, with the taking of any such action conclusively establishing the validity thereof.

2. All shares of the Series M Preferred Stock have been redeemed.

3. The “Proper Officers” include the Chief Executive Officer; the Chief Financial Officer; the General Counsel; the Treasurer; the Managing Vice President, Corporate Treasury, Assistant Treasurer; the Vice President, Treasury Strategy & Execution; the Corporate Secretary, and such other officers as may be designated in writing by any of them.

4. Franco E. Harris, in his capacity as a Proper Officer, has certified the resolutions set forth below, authorizing a decrease in the number of shares designated as Fixed Rate Reset Non-Cumulative Perpetual Preferred Stock, Series M, $0.01 par value per share, from 1,000,000 shares to zero shares.

5. Pursuant to Section 151 of the General Corporation Law of the State of Delaware, such resolutions shall have the effect of eliminating from the certificate of incorporation of the Corporation all matters set forth in the Certificate of Designations of the Series M Preferred Stock.

6. No shares of Series M Preferred Stock remain issued and outstanding.

NOW, THEREFORE, BE IT RESOLVED, that following redemption of the Series M Preferred Stock, no further shares of Series M Preferred Stock shall be issued subject to the Certificate of Designations of the Series M Preferred Stock previously filed by the Corporation with the Secretary of State of the State of Delaware on June 9, 2021 (the "Series M Certificate of Designations");

FURTHER RESOLVED, that following redemption of the Series M Preferred Stock, the number of shares designated as Series M Preferred Stock be reduced to zero, which is the number issued and outstanding following the redemption of all the shares of Series M Preferred Stock by the Corporation, in order to allow the 1,000,000 redeemed shares to resume their status as authorized but undesignated shares of preferred stock of the Corporation, $0.01 par value per share, pursuant to Section 151 of the General Corporation Law of the State of Delaware, such shares thereafter to be available for designation in the future as part of a different series;

FURTHER RESOLVED, that the Proper Officers of the Corporation be, and each of them hereby is, authorized and directed, in the name of and on behalf of the Corporation, to execute a Certificate of Elimination of the Series M Preferred Stock, as well as such other certificates or instruments as may be required, to be filed with the Secretary of State of the State of Delaware to evidence the reduction in the number of shares designated as Series M Preferred Stock and the elimination from the certificate of incorporation of the Corporation all matters set forth in the Series M Certificate of Designations, such elimination to be effective upon the filing with the Secretary of State of the State of Delaware of such Certificate of Elimination of the Series M Preferred Stock;

FURTHER RESOLVED, that any specific resolutions that may be required to have been adopted by the Board of Directors of the Corporation in connection with the actions contemplated by the foregoing resolutions be, and they hereby are, adopted, and the Proper Officers of the Corporation be, and each of them hereby is, authorized to certify as to the adoption of any and all such resolutions and attach such resolutions hereto;

FURTHER RESOLVED, that the Proper Officers of the Corporation be, and each of them hereby is, authorized and empowered, in the name of and on behalf of the Corporation, to negotiate, execute and deliver from time to time one or more exchange agent agreements, redemption agent agreements, or other administrative agreements as may be necessary or desirable in connection with the redemption of the Series M Preferred Stock, together with all documents ancillary thereto and to take all such actions, to pay all fees and expenses and to prepare, execute, deliver, file or perform all agreements, applications, notices, certificates, instruments or other documents that may be necessary or desirable to notify the registrar, transfer agent and redemption agent for the Series M Preferred Stock of the redemption of the Series M Preferred Stock and the transactions contemplated thereby; and

FURTHER RESOLVED, that any and all prior actions heretofore taken by any Proper Officer or director of the Corporation in connection with, or otherwise in contemplation of, the transactions contemplated by any of the foregoing resolutions be, and hereby are, ratified, confirmed, adopted and approved in all respects.

[*Remainder of Page Intentionally Left Blank*]

IN WITNESS WHEREOF, Capital One Financial Corporation has caused this Certificate of Elimination to be signed by the undersigned as of this 1st day of September, 2026.

/s/ Franco E. Harris

Franco E. Harris
Managing Vice President, Corporate Treasury, Assistant Treasurer

[*Signature Page to Series M Preferred Stock Certificate of Elimination*]