

REGIONS FINANCIAL CORP
Form FWP
October 25, 2012

Filed Pursuant to Rule 433

Registration No. 333-165056

October 25, 2012

DEPOSITARY SHARES EACH REPRESENTING A 1/40TH INTEREST IN A SHARE OF

6.375% NON-CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES A

Pricing Term Sheet

This term sheet supplements the information set forth under Description of the Series A Preferred Stock in the preliminary prospectus supplement, dated October 25, 2012 to the prospectus dated February 24, 2010.

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|---------------------------------|---|
| Issuer: | Regions Financial Corporation |
| Security: | Depository shares (the Depository Shares) each representing a 1/40 th interest in a share of 6.375% Non-Cumulative Perpetual Preferred Stock, Series A of the Issuer (the Preferred Stock) |
| Expected Security Ratings:* | B3 / BB / B (Moody s / S&P / Fitch) |
| Size: | \$500,000,000 (20,000,000 Depository Shares) |
| Over-allotment Option: | \$50,000,000 (2,000,000 Depository Shares) |
| Liquidation Preference: | \$25 per Depository Share (equivalent to \$1,000 per share of Preferred Stock) |
| Term: | Perpetual |
| Dividend Rate (Non-Cumulative): | 6.375% per annum, only when, as and if declared |
| Dividend Payment Dates: | Quarterly in arrears on March 15, June 15, September 15 and December 15 of each year, commencing on December 15, 2012 |
| Day Count: | 30/360 |
| Trade Date | October 25, 2012 |
| Settlement Date: | November 1, 2012 (T+5) |
| Optional Redemption: | The Issuer may redeem the Preferred Stock, at its option, at a price equal to \$1,000 per share (equivalent to \$25 per depository share), plus any declared and unpaid dividends (without regard to any undeclared dividends) to but excluding the redemption date, (i) in whole or in part, from time to time, on any dividend payment date on or after December 15, 2017 or (ii) in whole but not in part, at any time within 90 days following a regulatory capital treatment event (as defined in the preliminary prospectus supplement dated October 25, 2012). |
| Listing: | Application will be made to list the Depository Shares on the New York Stock Exchange (the NYSE) under the symbol RFPrA . If approved for listing, trading of the Depository Shares on the NYSE is expected to commence within a 30-day period after the original issuance date of the Depository Shares. |
| Public Offering Price: | \$25 per Depository Share |

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Underwriting Discounts and Commissions: \$0.607 per Depositary Share¹

¹ Reflects 8,757,000 depositary shares sold to institutional investors, for which the underwriters received an underwriting discount of \$0.375 per depositary share, and 11,243,000 depositary shares sold to retail investors, for which the underwriters received an underwriting discount of \$0.7875 per depositary share.

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Net Proceeds (before expenses) to Issuer: \$487,862,262.50

Joint Book-Running Managers: Morgan Stanley & Co. LLC, Goldman, Sachs & Co., J.P. Morgan Securities LLC, UBS Securities LLC and Wells Fargo Securities, LLC

Lead Manager: Raymond James & Associates, Inc.

Co-Managers: Barclays Capital Inc. and Deutsche Bank Securities Inc.

CUSIP/ISIN for the Depositary Shares: 7591EP 308 / US7591EP3084

*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The Depositary Shares are not deposits or obligations of a bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation or by any other government agency or instrumentality.

Regions Financial Corporation has filed a registration statement (including a prospectus and preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read each of these documents and the other documents Regions Financial Corporation has filed with the SEC and incorporated by reference in such documents for more complete information about Regions Financial Corporation and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, you may obtain a copy of these documents by calling Morgan Stanley & Co. LLC toll free at 1-866-718-1649, Goldman, Sachs & Co. toll free at (866) 471-2526, J.P. Morgan Securities LLC toll free at 1-212-834-4533, UBS Securities LLC toll-free at 1-877-827-6444 (ext. 561-3884) and Wells Fargo Securities, LLC toll-free at 1-800-326-5897.