

KEYCORP /NEW/  
Form 8-K  
June 20, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): June 20, 2006**

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**KEYCORP**

(Exact name of registrant as specified in its charter)

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**0-850**

(Commission File Number)

**OHIO**  
(State or other jurisdiction  
of incorporation)

**34-6542451**  
(I.R.S. Employer

Identification Number)

**127 Public Square**

**Cleveland, Ohio 44114-1306**

(Address of principal executive offices and zip code)

**(216) 689-6300**

(Registrant's telephone number, including area code)

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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:

- 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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ITEM 8.01 OTHER EVENTS.

KeyCorp, an Ohio corporation (the Company), and KeyCorp Capital VIII, a statutory trust formed under the laws of the State of Delaware (the Trust), closed on June 20, 2006 the public offering of \$250,000,000 aggregate principal amount of the Trust's 7% Enhanced Trust Preferred Securities (the Capital Securities), representing preferred beneficial interests in the Trust, pursuant to an Underwriting Agreement, dated June 13, 2006, among the Company, the Trust and UBS Securities LLC, as representative (the Representative) of the several underwriters (collectively, the Underwriters) named in Schedule I to the Pricing Agreement, dated June 13, 2006, among the Company, the Trust and the Representative. The Capital Securities are fully, irrevocably and unconditionally guaranteed on a subordinated basis by the Company pursuant to a Guarantee Agreement (the Guarantee) between the Company and Deutsche Bank Trust Company Americas, as Guarantee Trustee. The proceeds from the sale of the Capital Securities, together with the proceeds from the sale by the Trust of its common securities, were invested by the Trust in 7% Junior Subordinated Debentures, due 2066 (the Junior Subordinated Debentures), issued pursuant to a Junior Subordinated Indenture (the Indenture) dated December 4, 1996, as supplemented by the First Supplemental Indenture, dated June 13, 2005, as supplemented by the Second Supplemental Indenture, dated August 1, 2005, and as further supplemented by the Third Supplemental Indenture, dated June 20, 2006, between the Company and Deutsche Bank Trust Company Americas, as successor indenture trustee. The Capital Securities, the Junior Subordinated Debentures and the Guarantee have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (File Nos. 333-134937 and 333-134937-01).

On June 20, 2006, in connection with the closing of the Capital Securities offering, the Company entered into a Replacement Capital Covenant (the RCC), whereby the Company agreed for the benefit of certain of its debtholders named therein that it would not cause the redemption or repurchase of the Capital Securities or the Junior Subordinated Debentures unless such repurchases or redemptions are made from the proceeds of the issuance of certain qualified securities and pursuant to the other terms and conditions set forth in the RCC. A copy of the RCC is attached as an exhibit hereto and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

- 1.1 Underwriting Agreement, dated June 13, 2006, between KeyCorp, the Trust and UBS Securities Inc. (the Representative), as Representative of the several Underwriters.
- 1.2 Pricing Agreement, dated June 13, 2006, between the Company, the Trust and the Representative of the several Underwriters.
- 4.1 Third Supplemental Indenture, dated June 20, 2006, between the Company and Deutsche Bank Trust Company Americas, as successor indenture trustee (Annexes C and D to the Third Supplemental Indenture are set forth in Exhibits 4.2 and 4.5, respectively).

- 4.2 Amended and Restated Trust Agreement, dated as of June 20, 2006, by and among the Company, Deutsche Bank Trust Company Americas, as Property Trustee, Deutsche Bank Trust Company Delaware, as Delaware Trustee and the Administrative Trustees named therein.
  
- 4.3 Specimen Capital Security Certificate (included as part of Exhibit 4.2).
  
- 4.4 Specimen 7% Junior Subordinated Debentures (included as part of Exhibit 4.1).
  
- 4.5 Guarantee Agreement, dated June 20, 2006, between the Company and Deutsche Bank Trust Company Americas, as Guarantee Trustee.
  
  
- 99.1 Replacement Capital Covenant of the Company, dated as of June 20, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 20, 2006

KEYCORP

By: /s/ Daniel R. Stolzer

Name: Daniel R. Stolzer

Title: Vice President and Deputy General Counsel

INDEX TO EXHIBITS

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