

CITIZENS FINANCIAL GROUP INC/RI  
Form 8-K  
April 18, 2019

**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**

Date of Report (Date of earliest event reported): April 18, 2019

**CITIZENS FINANCIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation )

001-36636  
(Commission File No.)

05-0412693  
(IRS Employer  
Identification No.)

One Citizens Plaza

Providence, RI  
(Address of principal executive offices)

02903  
(Zip code)

Registrant's telephone number, including area code: (401) 456-7000

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:**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

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 2.02 Results of Operations and Financial Condition.**

On April 18, 2019, Citizens Financial Group, Inc. (the Company ) issued a press release announcing its first quarter 2019 earnings and posted on its website the press release and a financial supplement. Copies of the press release and financial supplement are being furnished as Exhibits 99.1 and 99.3, respectively.

**Item 7.01 Regulation FD Disclosure.**

For the benefit of investors, the Company has posted on its website an investor presentation in connection with its earnings conference call. A copy of the investor presentation is being furnished as Exhibit 99.2.

The information in this Form 8-K and Exhibits attached hereto are being furnished pursuant to Items 2.02 and 7.01, respectively, and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall this information be deemed incorporated by reference into any filings under the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit Number Description**

- |     |              |   |
|-----|--------------|---|
| (d) | Exhibit 99.1 | <u>Citizens Financial Group, Inc. press release dated April 18, 2019</u>                  |
|     | Exhibit 99.2 | <u>Citizens Financial Group, Inc. earnings release presentation issued April 18, 2019</u> |
|     | Exhibit 99.3 | <u>Citizens Financial Group, Inc. financial supplement for first quarter 2019</u>         |

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.

CITIZENS FINANCIAL GROUP, INC.

By: /s/ John F. Woods  
John F. Woods  
Chief Financial Officer

Date: April 18, 2019