

CAPITAL ONE FINANCIAL CORP

Form 8-K

November 25, 2008

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

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Earliest Event Reported: November 25, 2008**

**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.)

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**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))

**Item 9.01 Financial Statements and Exhibits.**

The following document is filed with reference to the Registration Statement on Form S-3, No. 333-133943 (the Registration Statement, ) filed by Capital One Financial Corporation ( Capital One or the Company ) with the Securities and Exchange Commission on May 9, 2006.

| <b>Exhibit No.</b> | <b>Description</b>                                           |
|--------------------|--------------------------------------------------------------|
| 5.1                | Opinion of Gibson, Dunn & Crutcher LLP                       |
| 23.1               | Consent of Gibson, Dunn & Crutcher (included in Exhibit 5.1) |
| 99.1               | Enrollment Authorization Form                                |
| 99.2               | Request for Waiver Form                                      |
| 99.3               | Direct Debit Authorization Form                              |

**SIGNATURES**

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: November 25, 2008

By: /s/ John G. Finneran, Jr.  
John G. Finneran, Jr.  
General Counsel and Corporate Secretary

**EXHIBIT INDEX**

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