

KEYCORP /NEW/  
Form S-8 POS  
May 20, 2013

As filed with the Securities and Exchange Commission on May 20, 2013.

Registration No. 333-107075

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

(Exact Name of Registrant as Specified in Its Charter)

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**OHIO**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**34-6542451**  
(I.R.S. Employer  
Identification No.)

**127 PUBLIC SQUARE**  
**CLEVELAND, OHIO**  
(Address of Principal Executive Offices)

**44114**  
(Zip Code)

**KEYCORP DIRECTORS DEFERRED SHARE PLAN**

(Full Title of the Plan)

**Paul N. Harris**

**Secretary**

**KeyCorp**

**127 Public Square**

**Cleveland, Ohio 44114**

**(216) 689-5109**

(Name, Address, and Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

**EXPLANATORY STATEMENT**

On May 16, 2013 (the Approval Date ), the shareholders of KeyCorp ( KeyCorp ) voted to approve KeyCorp s 2013 Equity Compensation Plan (the 2013 Equity Plan ). Effective as of the Approval Date, the KeyCorp Deferred Equity Allocation Plan, the KeyCorp Directors Deferred Share Plan (the Directors Deferred Share Plan ), and the KeyCorp 2010 Equity Compensation Plan (collectively, the Prior Plans ) each terminated in its entirety and all issuances of shares of KeyCorp s common stock, par value \$1.00 per share ( Common Shares ), that would have previously been made under the Prior Plans will be made from the 2013 Equity Plan.

Accordingly, KeyCorp is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 filed on July 16, 2003 with respect to the Directors Deferred Share Plan (Registration No. 333-107075) (the Registration Statement ) to deregister 175,000 Common Shares, which reflects an amount of authorized but unissued Common Shares under the Registration Statement that are not otherwise subject to outstanding awards payable in Common Shares under the Directors Deferred Share Plan.

KeyCorp is acting pursuant to the power conferred on it to reduce the amount of securities registered by the Registration Statement under Rule 478 of the Securities Act of 1933, as amended (the Securities Act ), and in accordance with its undertaking set forth in Part II, Item 9 of the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, KeyCorp has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cleveland, state of Ohio, on this 20th day of May, 2013.

**KEYCORP**

By: /s/ Michelle L. Potter  
Name: Michelle L. Potter  
Title: Deputy General Counsel, Vice President and  
Assistant Secretary

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

May 16, 2013	/s/ Beth E. Mooney*	Chairman, Chief Executive Officer, and Director (Principal Executive Officer)
	Beth E. Mooney	
May 20, 2013	/s/ Jeffrey B. Weeden	Chief Financial Officer
	Jeffrey B. Weeden	(Principal Financial Officer)
May 20, 2013	/s/ Robert L. Morris	Chief Accounting Officer
	Robert L. Morris	(Principal Accounting Officer)
May 16, 2013	/s/ Edward P. Campbell*	Director
	Edward P. Campbell	
May 16, 2013	/s/ Joseph A. Carrabba*	Director
	Joseph A. Carrabba	
May 16, 2013	/s/ Charles P. Cooley*	Director
	Charles P. Cooley	
May 16, 2013	/s/ Alexander M. Cutler*	Director
	Alexander M. Cutler	
May 16, 2013	/s/ H. James Dallas*	Director
	H. James Dallas	
May 16, 2013	/s/ Elizabeth R. Gille*	Director
	Elizabeth R. Gille	

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May 16, 2013	/s/ Ruth Ann M. Gillis*	Director
	Ruth Ann M. Gillis	
May 16, 2013	/s/ William G. Gisel, Jr.*	Director
	William G. Gisel, Jr.	
May 16, 2013	/s/ Richard J. Hipple*	Director
	Richard J. Hipple	
May 16, 2013	/s/ Kristen L. Manos*	Director
	Kristen L. Manos	
May 16, 2013	/s/ Barbara R. Snyder*	Director
	Barbara R. Snyder	

\* This Post-Effective Amendment No. 1 to Registration Statement has been signed on behalf of the above officers and directors by Michelle L. Potter, as attorney-in-fact, pursuant to a Power of Attorney filed as Exhibit 24 to this Registration Statement.

By: /s/ Michelle L. Potter  
Name: Michelle L. Potter

Attorney-in-Fact

May 20, 2013