

FULTON FINANCIAL CORP  
Form 8-K  
November 12, 2014

**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 Report (Date of earliest event reported): November 11, 2014**

**Fulton Financial Corporation**

**(Exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(State or other jurisdiction**

**of incorporation)**

**0-10587**  
**(Commission**

**File Number)**

**23-2195389**  
**(I.R.S. Employer**

**Identification No.)**

**One Penn Square**

**Lancaster, Pennsylvania**  
**(Address of principal executive offices)**

**17604**  
**(Zip Code)**

**Registrant's telephone number, including area code : (717) 291-2411**

**Former name or former address, if changed since last report: N/A**

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 8.01 Other Events.**

On November 11, 2014, the board of directors of Fulton Financial Corporation ( Fulton Financial ) authorized the repurchase of outstanding shares of its common stock having an aggregate purchase price of up to \$100 million (the Share Repurchase ). The Share Repurchase is part of Fulton Financial 's capital optimization plan and is conditioned on the successful pricing of a proposed registered underwritten offering by Fulton Financial of a series of its subordinated notes (the Proposed Offering ). Fulton Financial intends to use the net proceeds from the Proposed Offering to fund the Share Repurchase pursuant to an accelerated share repurchase agreement that it anticipates entering into with a third party agent in connection with the Proposed Offering.

**Forward-Looking Statements**

This Form 8-K may contain forward-looking statements with respect to Fulton Financial 's financial condition, results of operations and business. Do not unduly rely on forward-looking statements. Forward-looking statements can be identified by the use of words such as may, should, will, could, estimates, predicts, potential, continue, believes, plans, expects, future, intends and similar expressions which are intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties, some of which are beyond Fulton Financial 's control and ability to predict, that could cause actual results to differ materially from those expressed in the forward-looking statements.

A discussion of certain risks and uncertainties affecting Fulton Financial, and some of the factors that could cause Fulton Financial 's actual results to differ materially from those described in the forward-looking statements, can be found in the sections entitled Risk Factors and Management 's Discussion and Analysis of Financial Condition and Results of Operations in Fulton Financial 's Annual Report on Form 10-K for the year ended December 31, 2013, and the Quarterly Reports on Form 10-Q for the quarters ended March 31, 2014, June 30, 2014 and September 30, 2014, which have been filed with the U.S. Securities and Exchange Commission. Forward-looking statements speak only as of the date on which such statements are made. Fulton Financial undertakes no obligation, other than as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**SIGNATURES**

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

Fulton Financial Corporation

Date: November 12, 2014

By: /s/ Daniel R. Stolzer  
Daniel R. Stolzer  
Executive Vice President and General Counsel