
Section 1: 8-A12B (FORM 8-A12B)

As filed with the Securities and Exchange Commission on December 12, 2016

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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF
THE SECURITIES EXCHANGE ACT OF 1934**

KeyCorp

(Exact name of registrant as specified in its charter)

Ohio
(State of Incorporation
or Organization)

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

127 Public Square Cleveland, Ohio 44114-1306
(Address of Principal Executive Offices)

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class to be so Registered</u>	<u>Name of Each Exchange on Which Each Class is to be Registered</u>
Depository Shares each representing a 1/40th ownership interest in a share of Fixed-to-Floating Rate Perpetual Non-Cumulative Preferred Stock, Series E	New York Stock Exchange, Inc.

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this Form relates:
333-196641

Securities to be registered pursuant to Section 12(g) of the Act:
None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Securities to Be Registered.

The description of the Depositary Shares being registered hereby, including the Fixed-to-Floating Rate Perpetual Non-Cumulative Preferred Stock, Series E, which is represented by the Depositary Shares, is set forth in the Prospectus included in the Registration Statement on Form S-3 (No. 333-196641) of KeyCorp, an Ohio corporation, as filed with the Commission on July 10, 2014, and the final Prospectus Supplement, dated December 5, 2016, as filed with the Commission on December 6, 2016, pursuant to Rule 424(b)(5) of the Securities Act of 1933, as amended. The foregoing Prospectus and Prospectus Supplement are incorporated herein by reference.

Item 2. Exhibits.

- 4.1 Certificate of Amendment to the Second Amended and Restated Articles of Incorporation, as amended, of KeyCorp with respect to Fixed-to-Floating Rate Perpetual Non-Cumulative Preferred Stock, Series E, filed December 8, 2016 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K of KeyCorp filed December 12, 2016).
- 4.2 Deposit Agreement, dated as of December 12, 2016, between KeyCorp and Computershare Inc. and Computershare Trust Company, N.A., jointly as Depositary (incorporated by reference to Exhibit 4.3 of the Current Report on Form 8-K of KeyCorp filed December 12, 2016).
- 4.3 Form of Depositary Receipt (included as part of Exhibit 4.2).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

KEYCORP

By: /s/ Donald R. Kimble

Name: Donald R. Kimble

Title: Chief Financial Officer

Date: December 12, 2016

INDEX TO EXHIBITS

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