
Section 1: S-8 POS (S-8 POS)

As filed with the Securities and Exchange Commission on May 17, 2018

Registration No. 033-56745

Registration No. 333-70703

Registration No. 333-109273

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

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 033-56745
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-70703
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-109273

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*



(Exact Name of Registrant as Specified in Its Charter)

OHIO
(State or Other Jurisdiction of
Incorporation or Organization)

34-6542451
(IRS Employer
Identification No.)

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

44114
(Zip Code)

KEYCORP AMENDED AND RESTATED 1991 EQUITY COMPENSATION 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 relates to (i) the Registration Statement on Form S-8 (Registration No. 033-56745) filed by KeyCorp with the Securities and Exchange Commission (“SEC”) on December 5, 1994 (the “1994 Registration Statement”) pertaining to the registration of 4,800,000 shares of KeyCorp’s common stock, par value \$1.00 per share, issuable under the KeyCorp Amended and Restated 1991 Equity Compensation Plan (the “Plan”); (ii) the Registration Statement on Form S-8 (Registration No. 333-70703) filed by KeyCorp with the SEC on January 15, 1999 (the “1999 Registration Statement”) pertaining to the registration of 10,000,000 shares of KeyCorp common stock issuable under the Plan; and (iii) the Registration Statement on Form S-8 (Registration No. 333-109273) filed by KeyCorp with the SEC on September 30, 2003 (the “2003 Registration Statement”) pertaining to the registration of 3,000,000 shares of KeyCorp common stock issuable under the Plan. KeyCorp is filing this Post-Effective Amendment No. 1 to the 1994 Registration Statement, the 1999 Registration Statement, and the 2003 Registration Statement (collectively, the “Plan Registration Statements”) to deregister all shares of common stock that have not been sold or otherwise issued under the Plan.

The Plan has expired and no awards granted prior to the Plan’s expiration remain outstanding. In accordance with undertakings made by KeyCorp in the Plan Registration Statements to remove from registration, by means of post-effective amendments, any of the securities which had been registered for issuance but remain unsold at the termination of the offering, KeyCorp hereby removes and withdraws from registration any and all such securities of KeyCorp registered but unsold under the Plan Registration Statements, if any. The Plan Registration Statements are hereby amended, as appropriate, to reflect the deregistration of such securities.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
24	Power of Attorney for KeyCorp

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Plan Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on this 17th day of May, 2018.

KEYCORP

By: /s/ Paul N. Harris

Name: Paul N. Harris

Title: General Counsel and Secretary

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Plan Registration Statements has been signed by the following persons in the capacities indicated below on May 17, 2018.

<u>/s/ Beth E. Mooney*</u> Beth E. Mooney	Chairman, Chief Executive Officer, and Director (Principal Executive Officer)
<u>/s/ Donald R. Kimble*</u> Donald R. Kimble	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Douglas M. Schosser*</u> Douglas M. Schosser	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Bruce D. Broussard*</u> Bruce D. Broussard	Director
<u>/s/ Charles P. Cooley*</u> Charles P. Cooley	Director
<u>/s/ Gary M. Crosby*</u> Gary M. Crosby	Director
<u>/s/ Alexander M. Cutler*</u> Alexander M. Cutler	Director
<u>/s/ H. James Dallas*</u> H. James Dallas	Director
<u>/s/ Elizabeth R. Gile*</u> Elizabeth R. Gile	Director
<u>/s/ Ruth Ann M. Gillis*</u> Ruth Ann M. Gillis	Director
<u>/s/ William G. Gisel, Jr.*</u> William G. Gisel, Jr.	Director
<u>/s/ Carlton L. Highsmith*</u> Carlton L. Highsmith	Director
<u>/s/ Richard J. Hipple*</u> Richard J. Hipple	Director
<u>/s/ Kristen L. Manos*</u> Kristen L. Manos	Director
<u>/s/ Demos Parneros*</u> Demos Parneros	Director

/s/ Barbara R. Snyder* Director
Barbara R. Snyder

/s/ David K. Wilson* Director
David K. Wilson

* This Post-Effective Amendment to the Plan Registration Statements has been signed on behalf of the above officers and directors by Paul N. Harris, as attorney-in-fact, pursuant to a Power of Attorney executed by such director or officer.

By: /s/ Paul N. Harris
Name: Paul N. Harris
Attorney-In-Fact

May 17, 2018
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Section 2: EX-24 (EX-24)

EXHIBIT 24

KEYCORP

POWER OF ATTORNEY

Each of the undersigned, an officer, a director, or both of KeyCorp, an Ohio corporation, hereby constitutes and appoints Paul N. Harris and Kristy Berner, and each of them, as his or her true and lawful attorney-in-fact with full power of substitution and resubstitution, to sign in his or her name, place, and stead and to file (i) a Post-Effective Amendment to Registration Statements on Form S-8 (Registration Nos. 033-56745, 333-70703, and 333-109273) (collectively, the "Post-Effective Amendment") with the United States Securities and Exchange Commission (the "Commission") to deregister the authorized but unissued shares of KeyCorp Common Stock remaining under each respective registration statement, (ii) any and all exhibits, amendments or supplements thereto and other documents in connection therewith, and (iii) any and all applications or other documents to be filed with the Commission or any state securities commission or other regulatory authority or exchange with respect to any of the foregoing, with full power and authority to take such actions that the attorney-in-fact deems necessary in connection with the execution and filing of such Post-Effective Amendment.

This Power of Attorney may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

* * * * *

IN WITNESS WHEREOF, the undersigned has hereto set his or her hand as of May 10, 2018.

/s/ Beth E. Mooney
Beth E. Mooney
Chairman, Chief Executive Officer, and Director
(Principal Executive Officer)

/s/ Donald R. Kimble
Donald R. Kimble
Chief Financial Officer
(Principal Financial Officer)

/s/ Douglas M. Schosser
Chief Accounting Officer
(Principal Accounting Officer)

/s/ Bruce D. Broussard
Bruce D. Broussard, Director

/s/ Charles P. Cooley
Charles P. Cooley, Director

/s/ Gary M. Crosby
Gary M. Crosby, Director

/s/ Alexander M. Cutler
Alexander M. Cutler, Director

/s/ H. James Dallas
H. James Dallas, Director

/s/ Elizabeth R. Gile
Elizabeth R. Gile, Director

/s/ Ruth Ann M. Gillis
Ruth Ann M. Gillis, Director

/s/ William G. Gisel, Jr.
William G. Gisel, Jr., Director

/s/ Carlton L. Highsmith
Carlton L. Highsmith, Director

/s/ Richard J. Hipple

Richard J. Hipple, Director

/s/ Demos Parneros

Demos Parneros, Director

/s/ David K. Wilson

David K. Wilson, Director

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/s/ Kristen L. Manos

Kristen L. Manos, Director

/s/ Barbara R. Snyder

Barbara R. Snyder, Director