

KEYCORP /NEW/  
Form 8-K  
January 12, 2012

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

Washington, D.C. 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): January 12, 2012

(Exact Name of Registrant as Specified in Charter)

**OHIO**  
(State or other jurisdiction

of incorporation)

**001-11302**  
(Commission

File Number)  
127 Public Square

**34-6542451**  
(I.R.S. Employer

Identification No.)

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Cleveland, Ohio 44114-1306

(Address of principal executive offices and zip code)

(216) 689-3000

(Registrant's telephone number, including area code)

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:

- 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))

**Section 8 Other Events**

**Item 8.01 Other Events**

On January 12, 2012, KeyCorp announced that its wholly-owned subsidiary, KeyBank National Association ( KeyBank ), executed a purchase and assumption agreement to acquire 37 retail banking branches currently owned by HSBC Bank USA, N.A. ( HSBC ) located in Buffalo and Rochester, New York, from First Niagara Bank, N.A. The branches are being sold by First Niagara, N.A. in connection with its acquisition of HSBC s upstate New York banking franchise.

A copy of the press release announcing the event described is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference into this Item 8.01. Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that section. Furthermore, the information contained in Exhibit 99.1 shall not be deemed to be incorporated by reference in any filing of KeyCorp under the Securities Act of 1933, as amended.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

99.1 KeyCorp press release announcing KeyBank s acquisition of 37 retail banking branches located in Buffalo and Rochester, New York

**SIGNATURE**

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

KEYCORP

(Registrant)

Date: January 12, 2012

/s/ Paul N. Harris

By: Paul N. Harris

General Counsel and Secretary

**Index to Exhibits**

| Exhibit<br>Number | Description   |
|-------------------|---|
| 99.1              | KeyCorp press release announcing KeyBank's acquisition of 37 retail banking branches located in Buffalo and Rochester, New York |