

CULLEN/FROST BANKERS, INC.

Form 8-K

February 13, 2013

**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): February 12, 2013**

**CULLEN/FROST BANKERS, INC.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation or organization)

**001-13221**  
(Commission  
File Number)

**74-1751768**  
(I.R.S. Employer  
Identification Number)

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**100 West Houston Street, San Antonio, Texas**  
(Address of Principal Executive Offices)  
**(210) 220-4011**

**78205**  
(Zip Code)

(Registrant's telephone number)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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))

**Item 8.01 Other Events.**

On February 12, 2013, Cullen/Frost Bankers, Inc. issued a press release announcing the pricing of its preferred stock and entry into an accelerated share repurchase agreement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(a) Exhibits.

Exhibit No.	Description
99.1	Press release, dated February 12, 2013.

**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, hereunto duly authorized.

**CULLEN/FROST BANKERS, INC.**

Date: February 12, 2013

By: /s/ Phillip D. Green

Name: Phillip D. Green

Title: Group Executive Vice President and Chief Financial Officer