

KEYCORP /NEW/
Form 8-A12B
June 20, 2006

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)

KeyCorp Capital VIII

(Exact name of registrant as specified in its Charter)

Ohio
(State of Incorporation

or Organization)

34-6542451
(I.R.S. Employer

Identification No.)

Delaware
(State of Incorporation

or Organization)

14-6270293
(I.R.S. Employer

Identification No.)

127 Public Square

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

c/o KeyCorp

127 Public Square

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

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

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| Title of Each Class | Name of Each Exchange on Which |
|--|---|
| to be so Registered Trust Preferred Securities of KeyCorp Capital VIII | Each Class is to be Registered New York Stock Exchange, Inc. |
| Junior Subordinated Debentures of KeyCorp* | New York Stock Exchange, Inc.* |
| KeyCorp Guarantee with respect to Trust Preferred Securities of KeyCorp Capital VIII* | 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 -134937 and 333-134937-01

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

* Not for trading, but only in connection with the registration of the Trust Preferred Securities

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Securities to Be Registered.

The title of the class of securities to be registered hereunder is 7% Enhanced Trust Preferred Securities (the Trust Preferred Securities). The Trust Preferred Securities will be issued by KeyCorp Capital VIII and guaranteed by KeyCorp (KeyCorp) to the extent set forth in the form of guarantee (the Guarantee) and certain other documents of KeyCorp. A description of the Trust Preferred Securities is set forth in the Registration Statement on Form S-3 (File Nos. 333-134937 and 333-134937-01), initially filed with the Securities and Exchange Commission (the Commission) on June 12, 2006, as amended by Post-Effective Amendment No. 1, filed with the Commission on June 15, 2006 (as amended, the Registration Statement) and in the Prospectus Supplement relating thereto dated June 13, 2006 and filed with the Commission pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended (the Securities Act), under the captions KeyCorp Capital VIII, Description of the Trust Preferred Securities, Description of the Junior Subordinated Debentures and Description of the Guarantee, which descriptions are hereby incorporated by reference herein. Any form of prospectus or prospectus supplement that includes such description that is subsequently filed by the registrant as part of an amendment to the Registration Statement or otherwise pursuant to Rule 424(b) under the Securities Act is hereby incorporated by reference herein.

Item 2. Exhibits.

The following exhibits have been incorporated by reference into this registration statement filed with the Commission.

| Exhibit No. | Description |
|--------------------|--|
| 4.1 | Certificate of Trust of KeyCorp Capital VIII (Incorporated by reference to Exhibit 4(e) to KeyCorp's Registration Statement on Form S-3, Commission Nos. 333-124023, 333-124023-01 and 333-124023-02, as filed with the Commission on April 12, 2005). |
| 4.2 | Trust Agreement of KeyCorp Capital VIII (Incorporated by reference to Exhibit 4(f) to KeyCorp's Registration Statement on Form S-3, Commission Nos. 333-124023, 333-124023-01 and 333-124023-02, as filed with the Commission on April 12, 2005). |
| 4.3 | Amended and Restated Trust Agreement, dated June 20, 2006, by and among KeyCorp, Deutsche Bank Trust Company Americas, as Property Trustee, Deutsche Bank Trust Company Delaware, as Delaware Trustee and the Administrative Trustees named therein (Incorporated by reference to Exhibit 4.2 to KeyCorp's Current Report on Form 8-K, as filed with the Commission on June 20, 2006). |
| 4.4 | Guarantee Agreement, dated June 20, 2006, between KeyCorp and Deutsche Bank Trust Company Americas, as Guarantee Trustee (Incorporated by reference to Exhibit 4.5 to KeyCorp's Current Report on Form 8-K, as filed with the Commission on June 20, 2006). |
| 4.5 | Junior Subordinated Indenture, dated as of December 4, 1996, between KeyCorp and Bankers Trust Company, as trustee (Incorporated by reference to Exhibit 4(a) to KeyCorp's Registration Statement on Form S-4, Commission Nos. 333-19151 and 333-19151-01, as filed with the Commission on January 28, 1997). |

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- 4.6 Third Supplemental Indenture to Junior Subordinated Indenture, dated June 20, 2006, between KeyCorp and Deutsche Bank Trust Company Americas, as indenture trustee (Incorporated by reference to Exhibit 4.1 to KeyCorp's Current Report on Form 8-K, as filed with the Commission on June 20, 2006).
- 4.7 Form of Trust Preferred Security Certificate (Included as part of Exhibit 4.3 above).
- 4.8 Form of Junior Subordinated Debentures (Included as part of Exhibit 4.6 above).

SIGNATURE

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

Date: June 20, 2006

KeyCorp

By: /s/ Jonathan I. Shulman
Name: Jonathan I. Shulman
Title: Senior Vice President

KeyCorp Capital VIII

By: KeyCorp, as Depositor

By: /s/ Jonathan I. Shulman
Name: Jonathan I. Shulman
Title: Senior Vice President