

KEYCORP /NEW/  
Form S-8 POS  
May 17, 2018

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

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

**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.

|                          |   |
|--------------------------|---|
| /s/ Beth E. Mooney*      | Chairman, Chief Executive Officer, and Director |
| Beth E. Mooney           | (Principal Executive Officer)                   |
| /s/ Donald R. Kimble*    | Chief Financial Officer                         |
| Donald R. Kimble         | (Principal Financial Officer)                   |
| /s/ Douglas M. Schosser* | Chief Accounting Officer                        |
| Douglas M. Schosser      | (Principal Accounting Officer)                  |
| /s/ Bruce D. Broussard*  | Director  |
| Bruce D. Broussard       |   |
| /s/ Charles P. Cooley*   | Director  |
| Charles P. Cooley        |   |
| /s/ Gary M. Crosby*      | Director  |
| Gary M. Crosby           |   |
| /s/ Alexander M. Cutler* | Director  |
| Alexander M. Cutler      |   |
| /s/ H. James Dallas*     | Director  |

H. James Dallas

/s/ Elizabeth R. Gile\* Director

Elizabeth R. Gile

/s/ Ruth Ann M. Gillis\* Director

Ruth Ann M. Gillis

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

William G. Gisel, Jr.

/s/ Carlton L. Highsmith\* Director

Carlton L. Highsmith

/s/ Richard J. Hipple\* Director

Richard J. Hipple

/s/ Kristen L. Manos\* Director

Kristen L. Manos

/s/ Demos Parneros\* Director

Demos Parneros

/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