

US BANCORP \DE\
Form 8-K
August 15, 2005

Table of Contents

**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): August 15, 2005
U.S. BANCORP
(Exact name of registrant as specified in its charter)
1-6880
(Commission File Number)**

DELAWARE
(State or other jurisdiction
of incorporation)

41-0255900
(I.R.S. Employer
Identification Number)

800 Nicollet Mall
Minneapolis, Minnesota 55402
(Address of principal executive offices and zip code)
(651) 466-3000
(Registrant's telephone number, including area code)
(not applicable)

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

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))
-

TABLE OF CONTENTS

ITEM 8.01 OTHER EVENTS

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

SIGNATURES

INDEX TO EXHIBITS

Underwriting Agreement

Underwriting Agreement Standard Terms

Form of Officers' Certificate

Form of Second Amended and Restated Trust Agreement

Form of Guarantee Agreement

Table of Contents

ITEM 8.01 OTHER EVENTS.

U.S. Bancorp, a Delaware corporation (the Company), and USB Capital VII, a statutory trust formed under the laws of the State of Delaware (the Trust), closed on August 15, 2005 the public offering of \$300,000,000 aggregate principal amount of the Trust's 5.875% Trust Preferred Securities (the Capital Securities), representing preferred beneficial interests in the Trust, pursuant to an Underwriting Agreement dated August 3, 2005, with Morgan Stanley & Co. Incorporated and Citigroup Global Markets Inc., as representatives (the Representatives) of the underwriters named in Schedule I thereto (collectively, the Underwriters), which incorporates by reference the U.S. Bancorp Underwriting Agreement Standard Provisions (Capital Securities) (August 3, 2005). The Capital Securities are fully, irrevocably and unconditionally guaranteed on a subordinated basis by the Company pursuant to a Guarantee Agreement (the Guarantee) between the Company and Delaware Trust Company, National Association, as Guarantee Trustee. The proceeds from the sale of the Capital Securities, together with the proceeds from the sale by the Trust of its common securities, were invested by the Trust in 5.875% Junior Subordinated Debentures of the Company (the Junior Subordinated Debentures), due August 15, 2035, issued pursuant to a Junior Subordinated Indenture (the Indenture) dated April 28, 2005, as supplemented by the First Supplemental Indenture, dated August 3, 2005, between the Company and Delaware Trust Company, National Association, as Debenture Trustee, and the Officers Certificate dated August 15, 2005, pursuant to Section 3.1 of the Indenture. The Capital Securities, the Junior Subordinated Debentures and the Guarantee have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (File No. 333-124535).

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

- 1.1 Underwriting Agreement, dated August 3, 2005, between U.S. Bancorp, the Trust and Morgan Stanley & Co. Incorporated and Citigroup Global Markets Inc., as Representatives of the Underwriters.
 - 1.2 U.S. Bancorp Underwriting Agreement Standard Terms (Capital Securities) (August 3, 2005).
 - 4.1 Officers Certificate dated August 15, 2005 pursuant to Section 3.1 of the Junior Subordinated Indenture dated as of April 28, 2005, as supplemented, between U.S. Bancorp and Delaware Trust Company, National Association, as Debenture Trustee (excluding exhibits thereto).
 - 4.2 Specimen Capital Security Certificate (included as part of Exhibit 4.4).
 - 4.3 Specimen Junior Subordinated Debenture (included as part of Junior Subordinated Indenture dated April 28, 2005, between U.S. Bancorp and Delaware Trust Company, National Association, as Junior Subordinated
-

Table of Contents

Trustee, incorporated by reference to Exhibit 4.1 to U.S. Bancorp's Registration Statement on Form S-4 (File No. 333-124535)).

- 4.4 Second Amended and Restated Trust Agreement dated August 15, 2005 between U.S. Bancorp, Delaware Trust Company, National Association, as Property Trustee and Delaware Trustee, and the Administrative Trustees named therein.
 - 4.5 Guarantee Agreement dated August 15, 2005 between U.S. Bancorp and Delaware Trust Company, National Association, as Guarantee Trustee.
-

Table of Contents

SIGNATURES

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.

Date: August 15, 2005

U.S. BANCORP

By: /s/ Lee R. Mitau
Name: Lee R. Mitau
Title: Executive Vice President,
General Counsel and Secretary

Table of Contents

INDEX TO EXHIBITS

- 1.1 Underwriting Agreement, dated August 3, 2005, between U.S. Bancorp, the Trust and Morgan Stanley & Co. Incorporated and Citigroup Global Markets Inc., as Representatives of the Underwriters.
- 1.2 U.S. Bancorp Underwriting Agreement Standard Terms (Capital Securities) (August 3, 2005).
- 4.1 Officers Certificate dated August 15, 2005 pursuant to Section 3.1 of the Junior Subordinated Indenture dated as of April 28, 2005, as supplemented, between U.S. Bancorp and Delaware Trust Company, National Association, as Debenture Trustee (excluding exhibits thereto).
- 4.2 Specimen Capital Security Certificate (included as part of Exhibit 4.4).
- 4.3 Specimen Junior Subordinated Debenture (included as part of Junior Subordinated Indenture dated April 28, 2005, between U.S. Bancorp and Delaware Trust Company, National Association, as Junior Subordinated Trustee, incorporated by reference to Exhibit 4.1 to U.S. Bancorp's Registration Statement on Form S-4 (File No. 333-124535)).
- 4.4 Second Amended and Restated Trust Agreement dated August 15, 2005 between U.S. Bancorp, Delaware Trust Company, National Association, as Property Trustee and Delaware Trustee, and the Administrative Trustees named therein.
- 4.5 Guarantee Agreement dated August 15, 2005 between U.S. Bancorp and Delaware Trust Company, National Association, as Guarantee Trustee.