

Discover Financial Services  
Form 8-K  
February 09, 2017

**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 6, 2017**

**DISCOVER FINANCIAL SERVICES**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-33378**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**36-2517428**  
**(IRS Employer**  
  
**Identification No.)**

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**2500 Lake Cook Road, Riverwoods, Illinois 60015**

**(Address of principal executive offices, including zip code)**

**(224) 405-0900**

**(Registrant's telephone number, including area code)**

**N/A**

**(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 Company 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 6, 2017, Discover Financial Services (the Company) priced its offering of \$1,000,000,000 aggregate principal amount of 4.100% Senior Notes due 2027 (the Notes), at a public offering price of 99.911% of the face amount, and entered into an Underwriting Agreement with Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters listed on Schedule 1 thereto (the Underwriting Agreement) relating to the Notes. The sale of the Notes closed on February 9, 2017. The Notes were issued pursuant to a Senior Indenture, dated as of June 12, 2007, between the Company and U.S. Bank National Association, as trustee. The offering of the Notes has been registered under the Securities Act of 1933, as amended, by the Company pursuant to its Registration Statement on Form S-3 (Registration No. 333-205280). The Underwriting Agreement and the form of Note are filed as Exhibit 1.1 and Exhibit 4.1, respectively, to this Current Report on Form 8-K and are incorporated herein by reference. In connection with the issuance of the Notes, Sidley Austin LLP provided the Company with the legal opinion attached to this Current Report on Form 8-K as Exhibit 5.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

| No.  | Description  |
|------|--|
| 1.1  | Underwriting Agreement, dated February 6, 2017, between the Company and Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives to the several Underwriters listed on Schedule 1 thereto, relating to the Company's senior notes offering |
| 4.1  | Form of 4.100% Senior Note due 2027  |
| 5.1  | Opinion of Sidley Austin LLP   |
| 23.1 | Consent of Opinion of Sidley Austin LLP (included in Exhibit 5.1)  |

**SIGNATURES**

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

**DISCOVER FINANCIAL SERVICES**

Dated: February 9, 2017

By: /s/ D. Christopher Greene  
Name: D. Christopher Greene  
Title: Vice President, Deputy General Counsel and  
Assistant Secretary

**EXHIBIT INDEX**

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