

SYNOVUS FINANCIAL CORP  
Form S-8 POS  
June 22, 2012

As filed with the Securities and Exchange Commission on June 22, 2012

Registration File No: 333-38232

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**

**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

**SYNOVUS FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

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<b>Georgia</b> (State or other jurisdiction of incorporation or organization)	<b>58-1134883</b> (IRS Employer Identification No.)
<b>1111 Bay Avenue Suite 500</b>  <b>Columbus, Georgia</b> (Address of Principal Executive Offices)	<b>31901</b> (Zip Code)

**SYNOVUS FINANCIAL CORP.**

**Option Plan for Conversion of Stock Options Assumed Pursuant to the Agreement and Plan of Merger**

**between Synovus Financial Corp. and ProCard, Inc.**

(Full title of the plan)

**Alana L. Griffin**  
**Deputy General Counsel**  
**Synovus Financial Corp.**  
**1111 Bay Avenue**  
**Suite 501**  
**Columbus, Georgia 31901**  
**(706) 644-2485**

(Name and address, including zip code, and telephone number, including area code, of agent for service)

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (the `Amendment`) filed by Synovus Financial Corp. (`Synovus`) relates to the Registration Statement on Form S-8 (Registration No. 333-38232) (the `Registration Statement`) filed with the Securities and Exchange Commission (`SEC`) on May 31, 2000 for the registration of 167,540 shares of common stock, \$1.00 par value per share, of Synovus (`Common Stock`) which may be issued by Synovus pursuant to outstanding stock options which were assumed by Synovus under its Agreement and Plan of Merger with ProCard, Inc. (the `Plan`). This Amendment is filed to deregister all securities remaining unsold under the offering described in the Registration Statement as of the termination date of the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Georgia, on the 22nd day of June, 2012.

SYNOVUS FINANCIAL CORP.

(Registrant)

By: /s/ Kessel D. Stelling  
Kessel D. Stelling  
Chairman of the Board, President and Chief  
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, the Plan has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus and State of Georgia on the 22nd day of June, 2012.

SYNOVUS FINANCIAL CORP. OPTION PLAN FOR  
CONVERSION OF STOCK OPTIONS ASSUMED  
PURSUANT TO THE AGREEMENT AND PLAN OF  
MERGER BETWEEN SYNOVUS FINANCIAL CORP.  
AND PROCARD, INC.

By: /s/ Kessel D. Stelling  
Kessel D. Stelling  
Chairman of the Board, President and Chief  
Executive Officer, Synovus Financial Corp.