

SUNTRUST BANKS INC  
Form S-4/A  
March 12, 2008

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**As filed with the U.S. Securities and Exchange Commission on March 11, 2008**

**Registration No. 333-147874**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**PRE-EFFECTIVE**

**AMENDMENT NO. 1**

**TO**

**Form S-4**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**SunTrust Banks, Inc.**

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

**Georgia**

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

**6711**

*(Primary Standard Industrial  
Classification Code Number)*

**58-1575035**

*(I.R.S. Employer  
Identification Number)*

**303 Peachtree Street, NE**

**Atlanta, GA 30308**

**(404) 588-7711**

*(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)*

**RAYMOND D. FORTIN**

**Corporate Executive Vice President and General Counsel**

**303 Peachtree Street, NE**

**Atlanta, GA 30308**

**(404) 588-7711**

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

*Copies to:*

**C. WILLIAM BAXLEY**  
**King & Spalding LLP**

**THOMAS O. POWELL**  
**DAVID W. GHEGAN**

**1180 Peachtree Street, NE  
Atlanta, GA 30309  
(404) 572-4600**

**Troutman Sanders LLP  
600 Peachtree Street, NE  
Atlanta, GA 30308  
(404) 885-3000**

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this registration statement becomes effective and all other conditions to the merger described in this document have been satisfied or waived.

If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**PROXY STATEMENT  
OF  
GB&T BANCSHARES, INC.**

**PROSPECTUS  
OF  
SUNTRUST BANKS, INC.**

**PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT**

The boards of directors of GB&T Bancshares, Inc. ( GB&T ) and SunTrust Banks, Inc. ( SunTrust ) have each unanimously agreed to the acquisition of GB&T by SunTrust pursuant to the merger of GB&T with and into SunTrust. SunTrust will be the surviving bank holding company in the merger. GB&T shareholders are being asked to approve the merger at a special meeting of shareholders to be held on April 24, 2008. SunTrust shareholders are not required to approve the merger under Georgia law.

If the merger is completed, GB&T shareholders will receive, for each share of GB&T common stock they own immediately prior to the merger, 0.1562 shares of SunTrust common stock. In addition, each outstanding option to purchase shares of GB&T common stock will be converted into an option to purchase the number of shares of SunTrust common stock (rounded down to the nearest whole share) equal to the number of shares of GB&T common stock subject to the stock option multiplied by 0.1562.

Based upon a maximum of 14,230,796 shares of GB&T common stock and 682,790 options to purchase shares of GB&T common stock (or other equity-based awards) expected to be outstanding as of the effective time of the merger, SunTrust expects to issue, or reserve for issuance, up to 2,329,503 shares of its common stock in connection with the merger. SunTrust common stock is listed on the New York Stock Exchange under the symbol STI. GB&T common stock is listed on the Nasdaq Global Select Market under the symbol GBTB.

A special meeting of the GB&T shareholders will be held at the Gainesville Civic Center, 830 Green St., NE, Gainesville, Georgia 30501, on Thursday, April 24, 2008 at 10:00 a.m. local time. At the special meeting, you will be asked to approve the Agreement and Plan of Merger, dated November 2, 2007, between SunTrust and GB&T, which is referred to in this proxy statement/prospectus as the merger agreement. Approval of the merger agreement requires bank regulatory approvals and the affirmative vote of a majority of the shares of GB&T common stock outstanding on March 5, 2008, the record date.

Your vote is very important. The GB&T board of directors recommends that you vote **FOR** approval of the merger agreement and **FOR** the authorization to adjourn, if necessary. The board urges you to sign and date the enclosed proxy and return it promptly in the enclosed envelope to make sure that your vote is counted. Of course, if you attend the meeting, you may vote in person, even if you have returned your proxy. You can also vote on the Internet or by telephone by following the instructions on the proxy card.

**You should read carefully this entire proxy statement/prospectus and the documents incorporated in this proxy statement/prospectus by reference because they contain important information about the merger. In particular, you should read carefully the information under the section entitled Risk Factors Relating to the Merger, beginning on page 13.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this proxy statement/prospectus or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The shares of SunTrust common stock to be issued in the merger are not deposits or savings accounts or other obligations of any bank or savings association, and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

This proxy statement/prospectus is dated March 11, 2008 and is first being mailed to the GB&T shareholders on or about March 13, 2008.

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**ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about SunTrust and GB&T from documents that are not included in or delivered with this proxy statement/prospectus. See **Where You Can Find More Information** beginning on page 65. This information is available to you without charge upon your written or oral request. You can obtain documents incorporated by reference in this proxy statement/prospectus by requesting them in writing or by telephone from SunTrust or GB&T at the following addresses:

**SunTrust Banks, Inc.**  
303 Peachtree Street, NE  
Mail Code GA Atlanta 0634  
Atlanta, GA 30308  
(404) 588-7711  
Attention: Director of Investor  
Relations

**GB&T Bancshares, Inc.**  
500 Jesse Jewell Parkway, SE  
P.O. Box 2760  
Gainesville, GA 30501  
(770) 532-1212  
Attention: Chief Financial Officer

You also may obtain these documents at the Securities and Exchange Commission's website, [www.sec.gov](http://www.sec.gov), and you may obtain certain of these documents at SunTrust's website, [www.suntrust.com](http://www.suntrust.com), by selecting **Investor Relations** and then selecting **Financials & Regulatory Filings** and then selecting **SEC Filings**, and at GB&T's website, [www.gbtbancshares.com](http://www.gbtbancshares.com), by selecting **Corporate Information** and then selecting **Documents**. Information contained on the SunTrust and GB&T websites is expressly not incorporated by reference into this proxy statement/prospectus.

**If you would like to request documents, please do so before April 17, 2008, in order to receive them before the GB&T special meeting.**

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**GB&T BANCSHARES, INC.  
500 Jesse Jewell Parkway SE  
P.O. Box 2760  
Gainesville, Georgia 30501**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
To Be Held on April 24, 2008**

To the Shareholders of GB&T Bancshares, Inc.:

GB&T will hold a special meeting of shareholders at the Gainesville Civic Center, 830 Green St. NE, Gainesville, Georgia 30501, on Thursday, April 24, 2008 at 10:00 a.m., local time, for the following purposes:

1. *Merger.* To approve the Agreement and Plan of Merger, dated November 2, 2007, between SunTrust Banks, Inc. and GB&T Bancshares, Inc., pursuant to which SunTrust will acquire GB&T through the merger of GB&T with and into SunTrust. A copy of the merger agreement is attached to the accompanying proxy statement/prospectus as Appendix A.
2. *Adjournment.* To consider and vote on a proposal to authorize the board of directors to adjourn the special meeting to allow time for further solicitation of proxies if there are insufficient votes present at the special meeting, in person or by proxy, to approve the merger agreement.
3. *Other business.* To transact such other business as may properly come before the special meeting or any adjournments of the special meeting.

Only shareholders of record at the close of business on March 5, 2008, the record date, are entitled to notice of and to vote at the special meeting or any adjournments of the special meeting. The approval of the merger agreement requires the affirmative vote of a majority of the shares of GB&T common stock outstanding on the record date.

**After careful consideration, your board of directors supports the merger and recommends that you vote FOR approval of the merger agreement and FOR the authorization to adjourn, if necessary. Although we do not know of any other matters to be presented at the special meeting, if other matters are properly presented, the persons named as proxies will vote on such matters at their discretion.**

You are cordially invited to attend the special meeting in person, but regardless of whether you plan to attend, please return the enclosed proxy card or cast your vote by telephone or the Internet.

By Order of the Board of Directors

Richard A. Hunt  
President and Chief Executive Officer

Gainesville, Georgia  
March 13, 2008

**YOUR VOTE IS IMPORTANT**

**Whether or not you plan to attend the special meeting, please take the time to vote by completing, signing and mailing the enclosed proxy card in the accompanying postage-paid envelope or by following the instructions on the proxy card to vote by telephone or the Internet. You may revoke your proxy at any time before it is voted by giving written notice of revocation to GB&T's chief financial officer, by filing a properly executed proxy of a later date with GB&T's chief financial officer, or by changing your telephone or Internet vote (if you have used either of these electronic means to submit your prior vote), at or before the meeting. You also may revoke your proxy by attending and voting your shares in person at the meeting.**

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**QUESTIONS AND ANSWERS ABOUT THE MERGER  
AND THE GB&T MEETING**

**About the Merger**

**Q: What am I voting on?**

A: SunTrust is proposing to acquire GB&T. You are being asked to vote to approve and adopt the merger agreement and on a proposal to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the merger proposal. In the merger, GB&T will merge into SunTrust. SunTrust would be the surviving entity in the merger, and GB&T would no longer be a separate company.

**Q: What will I receive in exchange for my GB&T shares?**

A: Upon completion of the merger, you will receive 0.1562 of a share of SunTrust common stock, without interest, for each share of GB&T common stock that you own. You will receive cash in lieu of any fractional shares of SunTrust common stock. The aggregate value of the merger consideration will fluctuate with the market price of SunTrust common stock.

**Q: What are the tax consequences of the merger to me?**

A: The merger is intended to constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended (the Code). Assuming that the merger is completed as currently contemplated, you will not recognize any gain or loss for United States federal income tax purposes when you exchange your GB&T shares for SunTrust shares in the merger, except with respect to cash received in lieu of a fractional SunTrust share. The merger is conditioned on the receipt of legal opinions that for United States federal income tax purposes the merger will constitute a reorganization within the meaning of Section 368(a) of the Code.

For a more complete discussion of the United States federal income tax consequences of the merger, see *The Merger* Material United States Federal Income Tax Consequences beginning on page 50.

**Tax matters are complicated and the consequences of the merger to any particular GB&T shareholder will depend on that shareholder's particular facts and circumstances. You are urged to consult your tax advisor to determine your own tax consequences from the merger.**

**Q: Will I continue to receive future dividends?**

A: After considering GB&T's net loss for the fourth quarter and year ended December 31, 2007, GB&T's current capital requirements and financial condition, the challenging loan environment and the state of the financial institutions industry generally and discussions with SunTrust, the GB&T board of directors has determined not to declare a dividend in the first quarter of 2008. Although the terms of the merger agreement permit the GB&T board of directors to continue to pay its regular quarterly dividend through the closing of the merger, the GB&T board of directors believed that the payment of a quarterly dividend in the first quarter of 2008 would not be prudent for the reasons mentioned above. If the merger is not completed because the GB&T shareholders fail to approve the merger or for any other reason, any decision by the GB&T board of directors to pay dividends in the future will be determined after consideration of GB&T's earnings, capital requirements and financial condition, and will depend on cash dividends paid to GB&T by its subsidiary banks.

After completion of the merger, you will be entitled only to dividends on any SunTrust shares you receive in the merger. The holders of SunTrust common stock receive dividends if and when declared by the SunTrust board of directors out of legally available funds. During the first quarter of 2008, SunTrust declared a dividend of \$0.77 per share of common stock, an increase of more than 5% over the quarterly dividend paid by SunTrust in 2007. SunTrust declared a dividend of \$0.73 per share of common stock during each quarter of 2007. During each quarter of 2006 SunTrust paid a cash dividend of \$0.61 per share of common stock. Following the completion of the merger, SunTrust expects to continue paying

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quarterly cash dividends on a basis consistent with past practice. However, the declaration and payment of dividends will depend upon business conditions, operating results, capital and reserve requirements and the SunTrust board of directors' consideration of other relevant factors.

**Q: What is the required vote to approve and adopt the merger agreement?**

A: Holders representing a majority of the outstanding shares of GB&T common stock entitled to vote at the special meeting must vote to approve and adopt the merger agreement to complete the merger. No vote of SunTrust shareholders is required in connection with the merger.

**Q: What happens if I do not vote?**

A: Because the required vote of GB&T shareholders is based upon the number of outstanding shares of GB&T common stock entitled to vote rather than upon the number of shares actually voted, abstentions from voting and broker non-votes will have the same practical effect as a vote AGAINST approval and adoption of the merger agreement. If you return a properly signed proxy card but do not indicate how you want to vote, your proxy will be counted as a vote FOR approval and adoption of the merger agreement and FOR approval of any proposal to adjourn the special meeting to solicit additional proxies in favor of approval and adoption of the merger agreement.

**Q: How does the GB&T board of directors recommend I vote?**

A: The GB&T board of directors unanimously recommends that GB&T shareholders vote FOR approval and adoption of the merger agreement and FOR the proposal to adjourn the special meeting to solicit additional proxies in favor of the approval and adoption of the merger agreement. The GB&T board of directors has determined that the merger is advisable and in the best interests of GB&T and its shareholders.

**Q: Do I have dissenters' rights with respect to the merger?**

A: No. Under Georgia law, because SunTrust common stock is the sole consideration you will receive pursuant to the merger, and because SunTrust common stock and GB&T common stock each are listed on a national securities exchange, you have no right to dissent from the merger, demand a judicial determination of the fair value of your shares of GB&T common stock and obtain a cash payment for your shares of GB&T common stock. See *The Merger - Dissenters' Rights* beginning on page 53.

**Q: When do you expect the merger to be completed?**

A: We are working to complete the merger as soon as possible. To complete the merger, we must obtain approval of the GB&T shareholders and satisfy or waive all other closing conditions under the merger agreement, which we currently expect should occur in the second quarter of 2008. However, we cannot assure you when or if the merger will occur. See *The Merger - Conditions to the Completion of the Merger* beginning on page 39. If the merger occurs, SunTrust will promptly make a public announcement of this fact.

**Q: What will happen to my GB&T shares after completion of the merger?**

A: Upon completion of the merger, your shares of GB&T common stock will be canceled and will represent only the right to receive your portion of the merger consideration and any declared but unpaid dividends that you may be owed. In addition, trading in shares of GB&T common stock on the Nasdaq Global Select Market will cease and price quotations for shares of GB&T common stock will no longer be available.

**About the GB&T Special Meeting**

**Q: When and where is the GB&T special shareholders meeting?**

A: The GB&T special shareholders meeting will take place at the Gainesville Civic Center, 830 Green St., NE, Gainesville, Georgia 30501, on Thursday, April 24, 2008 at 10:00 a.m. local time.

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**Q: Who is entitled to vote at the special meeting?**

A: Only holders of record of GB&T common stock at the close of business on March 5, 2008, which is the date the GB&T board of directors has fixed as the record date for the special meeting, are entitled to receive notice of and vote at the special meeting.

**Q: What do I need to do now?**

A: After carefully reading and considering the information contained and referred to in this proxy statement/prospectus, including its appendices, please authorize your shares of GB&T common stock to be voted by returning your completed, dated and signed proxy card in the enclosed return envelope, or follow the instructions on the proxy card to vote by telephone or the Internet, as soon as possible. To be sure your vote is counted, please submit your proxy as instructed on your proxy card even if you plan to attend the special meeting in person. DO NOT enclose or return your stock certificate(s) with your proxy card. If you hold shares registered in the name of a broker, bank or other nominee, that broker, bank or other nominee has enclosed or will provide a voting instruction card for use in directing your broker, bank or other nominee how to vote those shares.

**Q: May I vote in person?**

A: Yes. You may attend the special meeting of the GB&T shareholders and vote your shares in person rather than by signing and returning your proxy card or voting by telephone or the Internet. If you wish to vote in person and your shares are held by a broker, bank or other nominee, you need to obtain a proxy form from the broker, bank or nominee authorizing you to vote your shares held in the broker's, bank's or nominee's name.

**Q: If my shares are held in street name, will my broker, bank or other nominee vote my shares for me?**

A: Yes, but your broker, bank or other nominee may vote your shares of GB&T common stock only if you instruct your broker, bank or other nominee how to vote. If you do not provide your broker, bank or other nominee with instructions on how to vote your street name shares, your broker, bank or other nominee will not be permitted to vote them on the merger agreement. You should follow the directions your broker, bank or other nominee provides to ensure your shares are voted at the special meeting. Please check the voting form used by your broker, bank or other nominee to see if it offers telephone or Internet voting.

**Q: May I change my vote?**

A: Yes. You may change your vote at any time before your proxy is voted at the special meeting. If your shares of GB&T common stock are registered in your own name, you can do this in one of three ways:

First, you can deliver to GB&T, prior to the special meeting, a written notice stating that you want to revoke your proxy. The notice should be sent to the attention of the Chief Financial Officer, GB&T Bancshares, Inc., 500 Jesse Jewell Parkway SE, P.O. Box 2760, Gainesville, Georgia 30501, to arrive by the close of business on April 23, 2008.

Second, prior to the special meeting you can complete and deliver a new proxy card. The proxy card should be sent to the addressee indicated on the pre-addressed stamped envelope enclosed with your initial proxy card to arrive by the close of business on April 23, 2008. The latest dated and signed proxy actually received by this addressee before the special meeting will be counted, and any earlier proxies will be considered revoked. If you submit your proxy electronically through the Internet or by telephone, you can change your vote by submitting a

different vote through the Internet or by telephone, in which case your later-submitted proxy will be recorded and your earlier proxy revoked.

Third, you can attend the GB&T special meeting and vote in person. Any earlier proxy will thereby be revoked automatically. Simply attending the meeting, however, will not revoke your proxy, as you must vote at the special meeting to revoke a prior proxy.



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If you are a street name shareholder and you vote by proxy, you may later revoke your proxy's instructions by informing the holder of record in accordance with that entity's procedures.

**Q: Why is it important for me to vote?**

A: We cannot complete the merger without holders of a majority of the outstanding shares of GB&T common stock entitled to vote voting in favor of the approval and adoption of the merger agreement.

**Q: What happens if I sell my shares of GB&T common stock before the special meeting?**

A: The record date for the special meeting is March 5, 2008, which is earlier than the date of the special meeting. If you hold your shares of GB&T common stock on the record date you will retain your right to vote at the special meeting. If you transfer your shares of GB&T common stock after the record date but prior to the date on which the merger is completed, you will lose the right to receive the merger consideration for shares of GB&T common stock and any dividends that have a record date after the date on which you transfer your shares. The right to receive the merger consideration will pass to the person who owns your shares of GB&T common stock when the merger is completed.

**Q: Should I send in my stock certificates with my proxy card?**

A: No. **PLEASE DO NOT SEND ANY STOCK CERTIFICATES WITH YOUR PROXY CARD.** After the merger is completed, you will receive written instructions informing you how to send in your stock certificates to receive the merger consideration. If the merger agreement is terminated, any GB&T stock certificates that you previously sent to the exchange agent will be promptly returned to you without charge.

**How to Get More Information**

**Q: Where can I find more information about GB&T and SunTrust?**

A: You can find more information about GB&T and SunTrust from various sources described under the heading "Where You Can Find More Information" beginning on page 65.

**Q: Who do I call if I have questions about the special meeting or the merger?**

A: If you have any question about the merger or how to submit your proxy or voting instruction card, or if you need additional copies of this proxy statement/prospectus or the enclosed proxy card or voting instruction card, you should contact:

GB&T Bancshares, Inc.  
500 Jesse Jewell Parkway, SE  
P.O. Box 2760  
Gainesville, Georgia 30501  
Attention: Chief Financial Officer  
(770) 532-1212

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**SUMMARY OF THE MERGER**

*This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. To understand the merger fully and for a more complete description of the legal terms of the merger, you should carefully read this entire proxy statement/prospectus and the other documents to which this proxy statement/prospectus refers you, including the appendices. See *Where You Can Find More Information* on page 65. Each item in this summary refers to the page where that subject is discussed in more detail.*

**Information about the Companies (pages 22 and 23)**

**SunTrust Banks, Inc.**

303 Peachtree Street, NE  
Atlanta, GA 30308  
(404) 588-7711

SunTrust Banks, Inc., with total assets of \$179.6 billion as of December 31, 2007, is one of the nation's largest financial holding companies, and has its principal offices in Atlanta, Georgia. Through its flagship subsidiary, SunTrust Bank, SunTrust provides deposit, credit and trust and investment services. Additional subsidiaries provide mortgage banking, insurance, asset management, equipment leasing, brokerage and capital market services. SunTrust's client base encompasses a broad range of individuals and families, high-net-worth clients, businesses and institutions. As of December 31, 2007, SunTrust had 1,682 retail and specialized service branches and 2,507 ATMs, which are located primarily in Florida, Georgia, Maryland, North Carolina, South Carolina, Tennessee, Virginia and the District of Columbia.

**GB&T Bancshares, Inc.**

500 Jesse Jewell Parkway, SE  
P.O. Box 2760  
Gainesville, GA 30501  
(770) 532-1212

GB&T is a multi-bank holding company based in Gainesville, Georgia. All of its business activities are conducted through the 30 branches of its seven wholly-owned bank subsidiaries, Gainesville Bank & Trust, United Bank & Trust, Community Trust Bank, HomeTown Bank of Villa Rica, First National Bank of the South, First National Bank of Gwinnett and Mountain State Bank.

Through its subsidiary banks, GB&T offers a wide range of lending services, including real estate, consumer and commercial loans, to individuals, small businesses and other organizations that are located in, or conduct a substantial portion of their business in, GB&T's market areas. GB&T complements its lending operations with an array of retail deposit products and fee-based services to support its clients including checking accounts, money market accounts, savings accounts and certificates of deposit. GB&T also offers a variety of other traditional banking services to its customers, including drive-up and night depository facilities, 24-hour automated teller machines, internet banking, telephone banking and limited trust services.

As of December 31, 2007, GB&T had total consolidated assets of approximately \$1.9 billion, total consolidated deposits of approximately \$1.5 billion, total consolidated loans of approximately \$1.5 billion and total consolidated shareholders' equity of approximately \$218.4 million.

**GB&T Will Merge with and into SunTrust (page 25)**

The contemplated transaction involves a merger of GB&T with and into SunTrust. SunTrust will survive the merger. A copy of the merger agreement is attached to this proxy statement/prospectus as Appendix A. Please read the merger agreement carefully. It is the legal document that governs the merger.

**Table of Contents****What GB&T Shareholders Will Receive in the Merger (page 37)**

Under the merger agreement, if the merger is completed, you will receive 0.1562 of a share of SunTrust common stock in exchange for each of your shares of GB&T common stock.

No fractional shares of SunTrust common stock will be issued in the merger. Instead, cash will be paid for any fractional share of SunTrust common stock to which you would otherwise be entitled.

The table below shows the closing price of SunTrust common stock, GB&T common stock and the equivalent price per share of GB&T common stock on November 1, 2007 (the last full New York Stock Exchange ( NYSE ) and Nasdaq Global Select Market trading day before public announcement of the merger) and on March 10, 2008 (the last practicable trading date prior to the date of this proxy statement/prospectus). The equivalent price per share of GB&T common stock is calculated by multiplying the SunTrust per share closing price by the exchange ratio of 0.1562, which is the portion of a share of SunTrust common stock that GB&T shareholders will receive in the merger for each share of GB&T common stock that they own.

	<b>SunTrust Closing Price</b>	<b>GB&amp;T Closing Price</b>	<b>Equivalent Price per Share</b>
November 1, 2007	\$ 69.13	\$ 8.80	\$ 10.80
March 10, 2008	\$ 54.56	\$ 8.03	\$ 8.52

Because the 0.1562 exchange ratio is fixed, but the market price of SunTrust common stock will fluctuate prior to the merger, the equivalent price per share of GB&T common stock also will fluctuate prior to the merger, and you will not know the final equivalent price per share of GB&T common stock when you vote on the merger.

Set forth below is a table showing a range of prices for a share of SunTrust common stock and the corresponding equivalent price per share of GB&T common stock that is to be converted into SunTrust common stock in the merger. The table does not reflect the fact that cash will be paid instead of fractional shares.

<b>Closing Price per Share of SunTrust Common Stock</b>	<b>Equivalent Price per Share of GB&amp;T Common Stock</b>
\$70.00	\$ 10.93
69.00	10.78
68.00	10.62
67.00	10.47
66.00	10.31
65.00	10.15
64.00	10.00
63.00	9.84
62.00	9.68

61.00	9.53
60.00	9.37
59.00	9.22
58.00	9.06
57.00	8.90
56.00	8.75
55.00	8.59
54.00	8.43
53.00	8.28
52.00	8.12
51.00	7.97
50.00	7.81

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SunTrust common stock is traded on the NYSE under the symbol STI. GB&T common stock is traded on the Nasdaq Global Select Market under the symbol GBTB. **We urge you to obtain information on the market value of SunTrust common stock and GB&T common stock that is more recent than that provided in this proxy statement/prospectus.** You should obtain current stock price quotations from a newspaper, the Internet or your broker. The merger agreement does not include a price-based termination right or other protection against declines in the market value of SunTrust common stock.

### **Material United States Federal Income Tax Consequences to GB&T Shareholders (page 50)**

It is a condition to the merger that both SunTrust and GB&T receive legal opinions dated as of the date of completion of the merger to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code. If the merger is treated in this manner for United States federal income tax purposes, you generally will not recognize any taxable gain or loss on the conversion of your shares of GB&T common stock into shares of SunTrust common stock in the merger, except for cash paid instead of fractional shares.

Your holding period for the SunTrust common stock received in the merger, which determines how any gain or loss should be treated for United States federal income tax purposes upon future sales of such SunTrust common stock, generally will include your holding period for the GB&T common stock exchanged in the merger.

You should refer to The Merger Material United States Federal Income Tax Consequences beginning on page 50 for a more complete discussion of the United States federal income tax consequences of the merger.

**Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your own tax advisor to understand fully the tax consequences of the merger to you.**

### **SunTrust's Future Dividend Policy**

The holders of SunTrust common stock receive dividends if and when declared by the SunTrust board of directors out of legally available funds. During the first quarter of 2008, SunTrust declared a dividend of \$0.77 per share of common stock. SunTrust declared a dividend of \$0.73 per share of common stock during each quarter of 2007. During each quarter of 2006 SunTrust paid a cash dividend of \$0.61 per share of common stock. Following the completion of the merger, SunTrust expects to continue paying quarterly cash dividends on a basis consistent with past practice. However, the declaration and payment of dividends will depend upon business conditions, operating results, capital and reserve requirements and the SunTrust board of directors' consideration of other relevant factors.

### **The GB&T Board of Directors' Recommendation to GB&T Shareholders (page 21)**

The GB&T board of directors has unanimously approved the merger agreement and has determined that the merger is in the best interests of GB&T shareholders. The GB&T board of directors unanimously recommends that you vote **FOR** approval and adoption of the merger agreement and **FOR** any adjournment of the special meeting.

### **Certain Individuals Have Executed Voting Agreements (page 48)**

As of the record date, the directors and executive officers of GB&T and their respective affiliates beneficially owned approximately 8% of the outstanding shares of GB&T common stock, including shares subject to options currently exercisable but not exercised. Concurrently with the signing of the merger agreement, individuals who are also directors of GB&T and who beneficially own approximately 8%, in the aggregate, of the outstanding voting power of GB&T executed voting agreements with SunTrust pursuant to which they agreed to vote their shares in favor of the

merger.

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**GB&T's Financial Advisor Has Provided an Opinion as to the Fairness of the Merger Consideration, from a Financial Point of View, to GB&T Shareholders (page 30)**

In deciding to approve the merger, the GB&T board of directors received an opinion from Keefe, Bruyette & Woods, Inc., dated November 1, 2007, as to the fairness from a financial point of view to the holders of GB&T common stock of the consideration to be received in the merger. This opinion is attached as Appendix B. You should read this opinion in its entirety for a discussion of the assumptions, qualifications and limitations set forth in the review by Keefe, Bruyette & Woods, Inc. in rendering its opinion. This opinion does not constitute a recommendation as to how any GB&T shareholder should vote on the merger agreement.

**The GB&T Board of Directors' Reasons for the Merger (page 28)**

The GB&T board of directors believes that the terms of the merger agreement are fair to, and that the merger is in the best interests of, GB&T and its shareholders. In reaching its decision to adopt and approve the merger agreement and recommend the merger to its shareholders, the GB&T board of directors consulted with GB&T's management, as well as its legal and financial advisors, and considered a number of factors, including, but not limited to:

its knowledge of the current environment in the financial services industry, including national and economic conditions, continued consolidation, substantially increased operating costs, evolving trends in technology and increasing nationwide and global competition, the current financial market conditions, including the recent difficulties in the sub-prime mortgage lending and residential real estate market and the likely effects of these factors on GB&T's potential growth, development, productivity, profitability and strategic options relative to SunTrust's, and the historical market prices of GB&T's common stock;

the decline in the prices of financial services stocks generally and, in particular, the declining stock price of GB&T relative to its peers during the time in which the GB&T board of directors was considering SunTrust's proposal;

the financial analyses presented by KBW to the GB&T board of directors, and the opinion delivered to GB&T by KBW to the effect that, as of November 1, 2007, and based upon and subject to the assumptions made, matters considered and limitations set forth in the opinion, the merger consideration specified in the merger agreement was fair from a financial point of view to the holders of shares of GB&T common stock;

the GB&T board of directors' belief that a merger with SunTrust would allow GB&T shareholders to participate in a combined company that would have better future prospects than GB&T was likely to achieve on an independent basis, with greater market penetration in and around GB&T's historical markets and more diversified customer bases and revenue sources; and

SunTrust's historical stock price, liquidity, and history of paying regular quarterly cash dividends on its common stock (see Comparative Market Prices and Dividends beginning on page 9) and the fact that SunTrust's quarterly dividend payouts would represent a substantial increase over the dividend traditionally paid by GB&T.

You can find a detailed discussion of the background to the merger agreement and GB&T's reasons for the merger in this proxy statement/prospectus under The Merger Background of the Merger beginning on page 25 and The Merger GB&T's Reasons for the Merger; Recommendation of the Merger by the GB&T Board of Directors beginning on page 28.



**Certain Interests of GB&T Directors and Executive Officers in the Merger (page 54)**

Some of the GB&T executive officers and directors have certain interests in the merger in addition to their interests as GB&T shareholders generally. Members of the GB&T board of directors knew about these

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additional interests and considered them when they adopted the merger agreement. These interests include, among others:

the continuation of employee benefits;

provisions in the merger agreement relating to director and officer liability insurance and the indemnification of the GB&T officers and directors for certain liabilities;

potential change-in-control payments that may be owed following the merger; and

a potential consulting or employment agreement that may be entered into with Richard A. Hunt, GB&T's President and Chief Executive Officer, following the merger.

The parties anticipate that Richard A. Hunt will be retained by SunTrust following completion of the merger to assist with transitional issues until the end of 2008 and will receive his current salary and health and welfare benefits for such period of time. In addition, as of the date of this proxy statement/prospectus, SunTrust has decided to allocate three seats on one of SunTrust's local advisory boards to be filled by current members of the GB&T board of directors. SunTrust made this decision following the execution of the merger agreement and made no determination prior to such time as to which individuals, if any, would be selected to serve in such capacity following completion of the merger. The approximate annual compensation for an individual serving in this capacity is \$7,000.

Moreover, GB&T directors executed noncompetition agreements with SunTrust concurrently with the signing of the merger agreement.

These interests are more fully described in this proxy statement/prospectus under the heading "The Merger - Certain Interests of GB&T Directors and Executive Officers in the Merger" beginning on page 54.

**Quorum and Vote Required to Approve the Merger (page 19)**

Shareholders who own GB&T common stock at the close of business on March 5, 2008, the record date, will be entitled to vote at the meeting. A majority of the issued and outstanding shares of GB&T common stock as of the record date for the meeting must be present in person or by proxy at the meeting in order for a quorum to be present. If a quorum is not present at the meeting, the meeting will be adjourned, and no vote will be taken until and unless a quorum is present. Approval of the merger agreement requires the affirmative vote of a majority of the shares of GB&T common stock outstanding on the record date. Approval of the authorization to adjourn the special meeting, if necessary, requires that the number of votes in favor of the proposal exceed the number of votes against the proposal.

The merger does not require approval of the SunTrust shareholders.

**Neither SunTrust nor GB&T Shareholders Have Dissenters' Rights (page 53)**

Under Georgia law, GB&T shareholders do not have the right to dissent from the merger and demand a judicial determination of the "fair value" of their shares of GB&T common stock in connection with the merger.

In addition, SunTrust shareholders will not have dissenters' rights in connection with the merger.

**GB&T Shareholders' Meeting to be Held on April 24, 2008 (page 19)**

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A special meeting of the GB&T shareholders will be held at the Gainesville Civic Center, 830 Green St., NE, Gainesville, Georgia 30501 on Thursday, April 24, 2008, at 10:00 a.m., local time. At the meeting, the GB&T shareholders will vote on the merger agreement and on the authorization to adjourn the special meeting if there are insufficient votes, in person or by proxy, at the meeting to approve the merger agreement.

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**The Merger is Expected to Occur in the Second Quarter of 2008 (page 39)**

The merger will occur after all the conditions to its completion have been satisfied or, if permissible, waived. Currently, we anticipate that the merger will occur in the second quarter of 2008. However, we cannot assure you that the merger will occur. We must first obtain approval of the GB&T shareholders at the special meeting. If the merger has not been completed by July 31, 2008, either SunTrust or GB&T may terminate the merger agreement so long as the party electing to terminate has not caused the failure of the merger to close by failing to comply with the merger agreement.

**GB&T Stock Options Will Convert Into SunTrust Stock Options (page 37)**

When the merger is completed, outstanding options to acquire GB&T common stock and other equity-based awards granted to employees and directors under GB&T's stock option plans and other relevant agreements will automatically convert into options to purchase SunTrust common stock or similar equity-based awards in respect of shares of SunTrust common stock, as the case may be. Subject to certain adjustments to reflect the exchange ratio contemplated by the merger agreement, the GB&T stock options and other equity-based awards will continue to be governed by the terms of the GB&T stock option plans and/or any other relevant agreements under which they were granted, as the case may be.

**Completion of the Merger Is Subject to Certain Conditions (page 39)**

The completion of the merger depends upon satisfaction of a number of conditions, including the following:

approval and adoption of the merger agreement by the GB&T shareholders;

approval for listing on the NYSE of the shares of SunTrust common stock issuable pursuant to the merger agreement, subject to official notice of issuance;

SunTrust's registration statement on Form S-4, which includes this proxy statement/prospectus, becoming effective;

absence of any legal prohibition on completing the merger;

absence of any threatened order, injunction or decree which represents a reasonable probability of preventing completion of the merger or imposing damages that would reasonably be expected to have a material adverse effect on SunTrust, GB&T or the surviving corporation (see The Merger Representations and Warranties beginning on page 40);

absence of the enactment of any law that would make completion of the merger illegal;

accuracy, as of the closing date of the merger, of the representations and warranties made by each party to the extent specified in the merger agreement;

performance of the obligations of, and the covenants made by, each party to the extent specified in the merger agreement;

receipt of all required regulatory approvals and expiration of all related statutory waiting periods; and

receipt of tax opinions by each party, dated as of the closing date of the merger, to the effect that for United States federal income tax purposes the merger will constitute a reorganization within the meaning of Section 368(a) of the Code.

We cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

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**The Merger Agreement May Be Terminated (page 46)**

We may jointly agree to terminate the merger agreement at any time. Either of us also may terminate the merger agreement if:

a governmental authority that must grant a regulatory approval denies approval of the merger, and such denial has become final and nonappealable;

a governmental entity of competent jurisdiction issues a final and nonappealable order enjoining or otherwise prohibiting the merger;

the GB&T shareholders do not approve the merger;

the merger is not completed on or before July 31, 2008 (although this termination right is not available to a party whose failure to comply with the merger agreement resulted in the failure to complete the merger by that date); or

the other party is in breach of any of its covenants, agreements, representations or warranties in the merger agreement, which breach is not cured within 45 days following written notice to the party committing the breach, or which breach, by its nature, cannot be cured prior to the closing date of the merger, and which breach, individually or together with all other breaches, would, if occurring or continuing on the date of the merger's completion, result in the failure of any of the conditions relating to tax opinions, regulatory approvals, performance of obligations and covenants, or representations or warranties described under The Merger Conditions to the Completion of the Merger beginning on page 39, provided that the terminating party is not then in breach of any covenant, agreement, representation or warranty contained in the merger agreement.

SunTrust may terminate the merger agreement if the GB&T board of directors:

fails to publicly recommend the approval of the merger and the adoption of the merger agreement;

in a manner adverse to SunTrust, withdraws, modifies or qualifies its recommendation of the merger and the merger agreement to the GB&T shareholders (or proposes to take such action);

in a manner adverse to SunTrust, takes a public action or makes a public statement in connection with the GB&T shareholders' meeting (including not taking action to convene such meeting) that is inconsistent with its obligations under the merger agreement; or

in a manner adverse to SunTrust, recommends any proposal for an Alternative Transaction to the GB&T shareholders (see The Merger No Solicitation of Alternative Transactions beginning on page 44).

If the merger agreement is validly terminated, the agreement will become void without any liability on the part of any party unless such party is in breach. However, certain provisions of the merger agreement, including, among others, those provisions relating to expenses and termination fees, will continue in effect despite termination of the merger agreement.

**Certain Fees May Be Payable on Termination of the Merger Agreement (page 47)**

Under the circumstances described below, GB&T will be required to pay to SunTrust a termination fee of up to \$6 million.

The termination fee is payable in full if SunTrust terminates the merger agreement because the GB&T board of directors:

does not publicly recommend that the GB&T shareholders approve the merger agreement;

in a manner adverse to SunTrust, after recommending approval of the merger agreement, withdraws, modifies or amends its recommendation;

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in a manner adverse to SunTrust, takes public action or makes a public statement in connection with the GB&T shareholders meeting (including not taking action to convene such meeting) that is inconsistent with its obligation to recommend the merger agreement to the GB&T shareholders; or

in a manner adverse to SunTrust, recommends a proposal for an Alternative Transaction to the GB&T shareholders (see The Merger No Solicitation of Alternative Transactions beginning on page 44).

If either SunTrust or GB&T terminates because the GB&T shareholders do not approve the merger agreement at the GB&T shareholders meeting, and an Alternative Transaction was publicly announced or communicated to the GB&T board of directors on or prior to that time (and has not been withdrawn), then GB&T must pay SunTrust one-third of the termination fee. In this situation, if GB&T executes a definitive agreement with respect to, or completes, an Alternative Transaction within 12 months following the termination, then GB&T must pay SunTrust the remaining two-thirds of the termination fee.

If either SunTrust or GB&T terminates because the GB&T shareholders do not approve the merger agreement at the GB&T shareholders meeting and no Alternative Transaction was publicly announced or communicated to the GB&T board of directors on or prior to that time, GB&T must pay all of SunTrust's out-of-pocket expenses (including expenses of attorneys and other advisors) incurred which relate to or arise out of the negotiation or execution of the merger agreement or any of the transactions contemplated by the merger agreement, in an amount not to exceed \$1 million. In this situation, if GB&T executes a definitive agreement with respect to, or completes, an Alternative Transaction within 12 months following the termination, then GB&T must pay SunTrust the full termination fee, less any out-of-pocket expenses previously paid to SunTrust.

If either SunTrust or GB&T terminates because the merger has not been completed by July 31, 2008, and an Alternative Transaction was publicly announced or communicated to the GB&T board of directors on or prior to that time (and has not been withdrawn), then GB&T must pay SunTrust one-third of the termination fee. In this situation, if GB&T executes a definitive agreement with respect to, or completes, an Alternative Transaction within 12 months following the termination, then GB&T must pay SunTrust the remaining two-thirds of the termination fee.

Upon payment of all applicable termination fees and/or out-of-pocket expenses, as the case may be, GB&T will have no further liability to SunTrust due to termination of the merger agreement, or with respect to the failure of the GB&T board of directors to convene the GB&T shareholders meeting to vote on the merger and/or recommend that the GB&T shareholders adopt the merger agreement.

**We May Amend or Waive Provisions of the Merger Agreement (page 52)**

We may jointly amend the terms of the merger agreement, and either party may waive its right to require the other party to adhere to any of those terms, to the extent legally permissible. However, after the GB&T shareholders approve the merger agreement, they must approve any amendment that reduces or changes the form of the consideration that will be received by them or otherwise adversely affects their interests.

**SunTrust Will Account for the Merger Using the Purchase Method of Accounting (page 53)**

SunTrust will account for the merger using the purchase method of accounting. Under the purchase method, SunTrust will record, at fair value, the acquired assets and assumed liabilities of GB&T. To the extent the total purchase price exceeds the fair value of tangible and identifiable intangible assets acquired over the liabilities assumed, SunTrust will record goodwill. Based on a closing price of \$54.56 of SunTrust common stock on the NYSE on March 10, 2008, management of SunTrust estimates that the total merger consideration (including issuance of common stock and



assumption of options on common stock) if the closing occurred on such date would be approximately \$124.4 million (based on the number of fully diluted shares of GB&T outstanding on that date). Utilizing information as of December 31, 2007, estimated goodwill is currently expected to total approximately \$108.9 million. SunTrust will include in its consolidated results of operations the results of GB&T's operations after the merger is completed. Due to the fact that the proposed transaction is not material to SunTrust, no pro forma financial information is included in this proxy statement/prospectus,

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except to the extent included under **Comparative Historical and Pro Forma Per Share Data** beginning on page 11.

**Comparison of the Rights of GB&T Shareholders and SunTrust Shareholders (page 56)**

The rights of GB&T shareholders are currently governed by GB&T's articles of incorporation, bylaws and the Georgia Business Corporation Code (the GBCC). Following the merger, GB&T shareholders will become SunTrust shareholders, and their rights will be governed by SunTrust's articles of incorporation, bylaws and the GBCC. A discussion of the rights of GB&T and SunTrust shareholders is set forth in **Comparison of GB&T and SunTrust Shareholders' Rights** beginning on page 56.

**SunTrust Common Stock Issued in the Merger Will Be Listed on the NYSE (page 53)**

SunTrust will list the shares of its common stock to be issued in the merger on the NYSE.

**Comparative Market Prices and Dividends**

SunTrust common stock is listed on the NYSE under the symbol STI, and GB&T common stock is listed on the Nasdaq Global Select Market under the symbol GBTB. The table below shows the high and low sales prices of SunTrust common stock and GB&T common stock and cash dividends paid and/or declared per share during the periods indicated.

	<b>High</b>	<b>SunTrust Low</b>	<b>Dividends</b>	<b>High</b>	<b>GB&amp;T Low</b>	<b>Dividends</b>
Quarter Ending March 31, 2008 (through March 10, 2008)	\$ 70.00	\$ 53.30	\$ 0.77	\$ 10.97	\$ 7.81	\$ 0.000
Quarter Ended						
December 31, 2007	\$ 78.76	\$ 60.02	\$ 0.73	\$ 13.35	\$ 8.75	\$ 0.095
September 30, 2007	90.47	73.61	0.73	17.14	12.85	0.095
June 30, 2007	94.18	78.16	0.73	18.80	15.91	0.095
March 31, 2007	87.43	80.76	0.73	22.28	17.53	0.090
Quarter Ended						
December 31, 2006	\$ 85.64	\$ 76.75	\$ 0.61	\$ 22.86	\$ 20.55	\$ 0.090
September 30, 2006	81.59	75.11	0.61	22.00	20.20	0.090
June 30, 2006	78.33	72.56	0.61	22.85	20.55	0.090
March 31, 2006	76.75	69.68	0.61	22.70	20.31	0.085
Quarter Ended						
December 31, 2005	\$ 75.46	\$ 65.32	\$ 0.55	\$ 23.60	\$ 19.53	\$ 0.085
September 30, 2005	75.77	68.85	0.55	24.24	20.25	0.085
June 30, 2005	75.00	69.60	0.55	24.50	18.89	0.085
March 31, 2005	74.18	69.00	0.55	25.01	21.02	0.076

The table below shows the closing prices of SunTrust common stock and GB&T common stock on November 1, 2007, the last full NYSE and Nasdaq Global Select Market trading day before public announcement of the proposed merger.

SunTrust historical	\$ 69.13
GB&T historical	\$ 8.80
GB&T pro forma equivalent(1)	\$ 10.80

- (1) Reflects the pro forma equivalent closing price of the SunTrust common stock that would be received by GB&T shareholders in the merger based on an exchange ratio of 0.1562 of a share of SunTrust common stock for each share of GB&T common stock.

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The market prices of both SunTrust common stock and GB&T common stock will fluctuate prior to the merger. **You should obtain current stock price quotations for SunTrust common stock and GB&T common stock.**

**SunTrust Selected Consolidated Historical Financial Data**

The following is selected consolidated financial data for SunTrust for the years ended December 31, 2003 through 2007. The selected consolidated financial data are derived from SunTrust's audited consolidated financial statements. SunTrust's consolidated financial statements for each of the five fiscal years ended December 31, 2003 through 2007 were audited by an independent registered public accounting firm. The summary below should be read in conjunction with SunTrust's audited consolidated financial statements, and the related notes thereto, and the other detailed information included in SunTrust's 2007 Annual Report on Form 10-K, which is incorporated in this proxy statement/prospectus by reference. See "Where You Can Find More Information" beginning on page 65.

	<b>Year Ended December 31</b>				
	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>
	(In millions except per share and other data)				
<b>Summary of Operations</b>					
Interest, fees and dividend income	\$ 10,035.9	\$ 9,792.0	\$ 7,731.3	\$ 5,218.4	\$ 4,768.8
Interest expense	5,316.4	5,131.6	3,152.3	1,533.2	1,448.5
Net interest income	4,719.5	4,660.4	4,579.0	3,685.2	3,320.3
Provision for loan losses	664.9	262.5	176.9	135.6	313.6
Net interest income after provision for loan losses	4,054.6	4,397.9	4,402.1	3,549.6	3,006.7
Noninterest income	3,428.7	3,468.4	3,155.0	2,604.4	2,303.0
Noninterest expense	5,233.8	4,879.9	4,690.7	3,897.0	3,400.6
Income before provision for income taxes	2,249.5	2,986.4	2,866.4	2,257.0	1,909.1
Provision for income taxes	615.5	869.0	879.2	684.1	576.8
Net income	1,634.0	2,117.4	1,987.2	1,572.9	1,332.3
Preferred stock dividends	30.3	7.7			
Net income available to common shareholders	\$ 1,603.7	\$ 2,109.7	\$ 1,987.2	\$ 1,572.9	\$ 1,332.3
Net interest income FTE	\$ 4,822.2	\$ 4,748.4	\$ 4,654.5	\$ 3,743.6	\$ 3,365.3
Total revenue FTE	8,250.9	8,216.8	7,809.5	6,348.0	5,668.3
<b>Per Average Common Share</b>					
Diluted					
Net income	\$ 4.55	\$ 5.82	\$ 5.47	\$ 5.19	\$ 4.73
Basic					
Net income	4.59	5.87	5.53	5.25	4.79
	2.92	2.44	2.20	2.00	1.80

Dividends paid per average common share

**Selected Average Balances**

Total assets	\$ 177,795.5	\$ 180,315.1	\$ 168,088.8	\$ 133,754.3	\$ 122,325.4
Consumer and commercial deposits	98,020.2	97,175.3	93,355.0	77,091.5	69,443.7
Total shareholders' equity	17,808.0	17,546.7	16,526.3	11,469.5	9,083.0

**As of December 31**

Total assets	\$ 179,573.9	\$ 182,161.6	\$ 179,712.8	\$ 158,869.8	\$ 125,250.5
Long-term debt	22,956.5	18,992.9	20,779.2	22,127.2	15,313.9
Preferred stock	500.0	500.0			

**GB&T Selected Consolidated Historical Financial Data**

The following is selected consolidated financial data for the years ended December 31, 2003 through 2007. The selected consolidated financial data are derived from GB&T's audited consolidated financial statements. GB&T's consolidated financial statements for each of the five fiscal years ended December 31, 2003 through 2007 were audited by an independent registered public accounting firm. The summary below should be read in conjunction with GB&T's audited consolidated financial statements, and the related notes thereto, and the other detailed information included in GB&T's 2007 Annual Report on Form 10-K, which is incorporated in this proxy statement/prospectus by reference. See "Where You Can Find More Information" beginning on page 65.

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	<b>Year Ended December 31</b>				
	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(In thousands except per share and other data)</b>				
<b>Summary Income Statement</b>					
Interest income	\$ 137,105	\$ 126,575	\$ 90,185	\$ 58,274	\$ 46,792
Interest expense	72,647	57,393	33,836	17,952	15,288
Net interest income	64,458	69,182	56,979	40,322	31,504
Provision for loan losses	23,727	15,744	5,916	1,406	1,406
Net interest income after provision for loan losses	40,731	53,438	51,063	38,916	30,098
Other income	11,364	10,513	11,631	11,778	9,928
Other expense	68,015	50,159	44,825	36,180	29,693
Income (loss) before provision for income taxes	(15,920)	13,792	17,869	14,514	10,333
Provision for income taxes	(3,431)	4,271	5,878	4,676	2,608
Net income (loss)	\$ (12,489)	\$ 9,521	\$ 11,991	\$ 9,838	\$ 7,725
<b>Summary Balance Sheet Data</b>					
Total loans	\$ 1,500,704	\$ 1,497,701	\$ 1,231,410	\$ 955,880	\$ 709,958
Allowance for loan losses	27,369	24,676	12,773	11,061	8,726
Net loans(1)	1,473,335	1,473,025	1,218,637	944,819	701,232
Total assets	1,939,012	1,900,376	1,584,094	1,274,136	944,278
Total deposits	1,495,432	1,480,168	1,197,026	928,603	728,629
Subordinated debt	29,898	29,898	29,898	29,898	15,464
Shareholders' equity(2)	218,399	233,338	198,711	174,715	96,843
<b>Net Income (Loss) Per Share (3)</b>					
Diluted	\$ (0.87)	\$ 0.68	\$ 0.93	\$ 1.04	\$ 1.03
Basic	(0.88)	0.70	0.96	1.05	1.06
Cash dividends declared	0.38	0.36	0.33	0.30	0.29
Book value	15.35	16.51	15.54	14.84	11.40
<b>Selected Average Balances</b>					
Total loans	\$ 1,528,509	\$ 1,379,203	\$ 1,131,883	\$ 807,340	\$ 608,131
Intangible assets	92,282	84,108	70,947	42,030	17,331
Total assets	1,962,831	1,776,709	1,496,792	1,082,701	813,134
Total deposits	1,525,203	1,374,419	1,123,577	834,100	637,688
Shareholders' equity	234,960	223,112	198,004	118,271	73,114
<b>Other Data</b>					
Common shares outstanding	14,231	14,132	12,784	11,772	8,493
Basic average shares outstanding	14,192	13,652	12,562	9,340	7,313
Diluted average shares outstanding	14,325	13,956	12,880	9,472	7,469

(1) Net loans include the outstanding principal balances of loans less unearned income, net deferred fees and the allowance for loan losses.

- (2) The increase in shareholders' equity for the years ended December 31, 2006, 2005 and 2004 related to business combinations was 15%, 12% and 34%, respectively. Net income less dividends declared represented 2%, 4% and 7% of the total increase for the same periods, respectively. The net loss plus dividends declared represented 8% of the total decrease for the year ended December 31, 2007.
- (3) The per share financial data presented in this summary has been adjusted to give effect to the five-for-four stock split accomplished in the form of a stock dividend on June 18, 2004.

### **Comparative Historical and Pro Forma Per Share Data**

Summarized below is the per share information for SunTrust and GB&T on a historical, pro forma combined and equivalent basis. You should read this information in conjunction with the historical financial

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statements (and related notes) contained in the annual and quarterly reports and other documents that have been filed with the Securities and Exchange Commission. See **Where You Can Find More Information** beginning on page 65.

The pro forma combined information gives effect to the merger accounted for as a purchase. The pro forma calculations reflect that all GB&T shareholders will receive per share stock consideration of 0.1562 of a share of SunTrust common stock for each outstanding share of GB&T common stock. The pro forma information is prepared under the assumption that the merger occurred as of the beginning of the fiscal periods presented (or in the case of shareholders' equity, as of the date specified). You should not rely on the pro forma information as being indicative of the historical results that we would have had if we had been combined or the future results that we will experience after the merger.

	<b>Year Ended December 31, 2007</b>
<b>SunTrust Historical</b>	
Net income per common share:	
Basic	\$ 4.59
Diluted	4.55
Dividends	2.92
Book value at end of period	50.38
<b>SunTrust Pro Forma Combined</b>	
Net income per common share:	
Basic	\$ 4.55
Diluted	4.50
Dividends(1)	2.92
Book value at end of period	50.50
<b>GB&amp;T Historical</b>	
Net income per common share:	
Basic	\$ (0.88)
Diluted	(0.87)
Dividends	0.38
Book value at end of period	15.35
<b>GB&amp;T Pro Forma (equivalent)(2)</b>	
Net income per common share:	
Basic	\$ 0.71
Diluted	0.70
Dividends	0.46
Book value at end of period	7.89

(1) Same as SunTrust's historical because no change in dividend policy is anticipated as a result of the merger.

(2) Equivalent pro forma per share data represent the pro forma per share amounts attributed to one share of GB&T common stock that has been exchanged for SunTrust common stock. Equivalent pro forma per share amounts are calculated by multiplying the pro forma combined amounts by an implied exchange ratio of 0.1562.





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**RISK FACTORS RELATING TO THE MERGER**

*In addition to the other information included in this proxy statement/prospectus, including the matters addressed under the heading **Forward-Looking Statements** beginning on page 16, you should carefully consider the matters described below. You should also consider the risk factors discussed in SunTrust's Annual Report on Form 10-K for the year ended December 31, 2007, and the risk factors discussed in GB&T's Annual Report on Form 10-K for the year ended December 31, 2007, in determining whether to adopt and approve the merger agreement.*

***Because the market price of SunTrust common stock will fluctuate, you cannot be sure of the market value of the SunTrust common stock that you will receive in the merger.***

Each share of GB&T common stock you own will be converted into the right to receive 0.1562 shares of SunTrust common stock. The price of SunTrust common stock you receive may vary from the price of SunTrust common stock on the date the merger was announced, and may differ on the date that this document is mailed to GB&T shareholders and on the date of the meeting of GB&T shareholders.

Stock price changes may result from a variety of factors, including general market and economic conditions, changes in the values and perceptions of financial services stocks generally, changes in SunTrust's business, operations and prospects, and regulatory considerations. Many of these factors are beyond SunTrust's control. Accordingly, at the time of the special meeting, you will not necessarily know or be able to calculate the exact value of the shares of SunTrust common stock you will receive upon completion of the merger. Additionally, the value of the shares of SunTrust common stock received by a GB&T shareholder may decline immediately after, including, as a result of, the completion of the merger.

***Combining the two companies may be more difficult, costly or time-consuming than we expect.***

SunTrust and GB&T have operated, and, until completion of the merger, will continue to operate, independently. It is possible that the integration process for this acquisition could result in the loss of key employees or disruption of each company's ongoing business or inconsistencies in standards, procedures and policies that would adversely affect SunTrust's ability to maintain relationships with clients and employees or to achieve the anticipated benefits of the merger. If SunTrust has difficulties with the integration process, it might not achieve the economic benefits expected to result from the acquisition. As with any merger of banking institutions, there also may be business disruptions that cause SunTrust to lose customers or cause customers to remove their deposits or loans from SunTrust's banks and move their business to competing financial institutions.

***The loss of key personnel may adversely affect SunTrust.***

After the completion of the merger, SunTrust expects to integrate GB&T's business into its own. The integration process and SunTrust's ability to successfully conduct GB&T's business after the merger will require the experience and expertise of key employees of GB&T. Therefore, the ability to successfully integrate GB&T's operations with those of SunTrust, as well as the future success of the combined company's operations, will depend, in part, on SunTrust's ability to retain key employees of GB&T following the merger. SunTrust may not be able to retain these or other key employees for the time period necessary to complete the integration process or beyond. The loss of such employees could adversely affect SunTrust's ability to successfully conduct its business in the markets in which GB&T now operates, which could have an adverse effect on SunTrust's financial results and the value of its common stock.

***The merger agreement limits GB&T's ability to pursue alternatives to the merger.***

The merger agreement contains provisions that limit GB&T's ability to discuss competing third-party proposals to acquire all or a significant part of GB&T. In addition, GB&T has agreed to pay SunTrust a fee of \$6 million if the transaction is terminated because GB&T decides to pursue another acquisition transaction. These provisions might discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of GB&T from considering or proposing that acquisition even if it were prepared to pay a

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higher per share market price than that proposed in the merger, or might result in a potential competing acquiror proposing to pay a lower per share price to acquire GB&T than it might otherwise have proposed to pay.

***Certain GB&T directors and executive officers have interests in the merger that are different from, or in addition to, their interests as shareholders.***

GB&T executive officers and SunTrust negotiated the terms of the merger agreement. The GB&T and SunTrust boards of directors approved the merger agreement and the GB&T board of directors recommended that its shareholders vote to approve the merger agreement. In considering these facts and the other information in this proxy statement/prospectus, you should be aware that certain GB&T directors and executive officers have interests in the merger other than their interests as shareholders. The GB&T board of directors was aware of these interests at the time it approved the merger. These interests may cause GB&T's directors and executive officers to view the merger proposal differently and more favorably than you may view it. See *The Merger - Certain Interests of GB&T Directors and Executive Officers in the Merger* beginning on page 54 for more information.

***If the merger is not consummated by July 31, 2008, either GB&T or SunTrust may choose not to proceed with the merger.***

Either GB&T or SunTrust may terminate the merger agreement if the merger has not been completed by July 31, 2008, unless the failure of the merger to be completed by such date has resulted from the failure of the party seeking to terminate the merger agreement to perform its obligations.

***GB&T shareholders will have a reduced ownership and voting interest after the merger and will exercise less influence over management.***

GB&T shareholders currently have the right to vote in the election of the GB&T board of directors and on other matters affecting GB&T. When the merger occurs, each GB&T shareholder that receives shares of SunTrust common stock will become a shareholder of SunTrust with a percentage ownership in the combined company that is much smaller than the shareholder's percentage ownership of GB&T. In fact, it is expected that the former shareholders of GB&T as a group will own less than 1% of the outstanding shares of SunTrust immediately after the merger. Because of this, GB&T's shareholders will have less influence on the management and policies of the combined company than they now have on the management and policies of GB&T.

***The shares of SunTrust common stock to be received by GB&T shareholders as a result of the merger will have different rights from the shares of GB&T common stock.***

Upon completion of the merger, GB&T shareholders will become SunTrust shareholders and their rights as shareholders will be governed by the articles of incorporation and bylaws of SunTrust. The rights associated with GB&T common stock are different than the rights associated with SunTrust common stock. See *Comparison of GB&T and SunTrust Shareholders' Rights* beginning on page 56.

***HomeTown Bank of Villa Rica, one of GB&T's bank subsidiaries, is subject to a cease-and-desist order.***

On November 26, 2007, HomeTown Bank of Villa Rica ( *HomeTown Bank* ), a wholly owned subsidiary of GB&T, entered into a Stipulation and Consent Agreement with the Federal Deposit Insurance Corporation ( *FDIC* ) and the Georgia Department of Banking and Finance agreeing to the issuance of a Cease and Desist Order (the *Order* ). The Order became effective on December 6, 2007. The FDIC and the Georgia Department of Banking and Finance found that HomeTown Bank had engaged in unsafe and unsound practices and violated various banking laws and regulations. HomeTown Bank, without admitting or denying the alleged charges, stipulated to the findings in the

Stipulation and Consent Agreement and consented to the issuance of the Order.

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Under the terms of the Order, HomeTown Bank has agreed to take a number of affirmative steps, including, among other things: increasing the participation of the board of directors in the affairs of HomeTown Bank; assessing the qualifications and experience of management to comply with the requirements of the Order and operate HomeTown Bank in a safe and sound manner; achieving and maintaining a Tier 1 Capital ratio equal to or exceeding 7.0% of HomeTown Bank's total assets; in addition to a fully funded loan reserve, developing a plan to meet the minimum risk-based capital requirements as described in the FDIC Statement of Policy on Risk-Based Capital; eliminating certain assets classified as loss, doubtful or substandard; performing a risk segmentation analysis and reducing concentrations in the loan portfolio; establishing effective systems for loan review and grading, loan documentation, and allowance for loan and lease losses; and establishing a written strategic business plan. Over the past several months, HomeTown Bank has begun the implementation of many of the items contained in the Order and many of the conditions imposed by the Order are extensions of these actions. We can make no assurance that HomeTown Bank will be able to implement the steps required under the Order or to otherwise satisfy the bank regulatory agencies. If HomeTown Bank is not able to accomplish the objectives required under the Order and the completion of the merger is delayed, it could have a material adverse effect on GB&T's financial condition and results of operations.

***GB&T has reported that its internal control over financial reporting is not effective, and any unidentified material weaknesses could cause GB&T to fail to meet its SEC and other reporting requirements.***

In connection with an evaluation of the effectiveness of GB&T's internal control over financial reporting for the year ended December 31, 2007, management determined that GB&T's internal control over financial reporting was not effective, as demonstrated by a material weakness in the controls over loan approval procedures related to loan proceeds disbursement on construction and development loans, and problem loan identification and reporting. GB&T can provide no assurances that these material weaknesses have been fully corrected or that additional material weaknesses or significant deficiencies in its internal control over financial reporting will not be discovered in the future. If GB&T fails to remediate any such material weaknesses, its operating results or client relationships could be adversely affected or it may fail to meet its SEC reporting requirements or its financial statements may contain a material misstatement.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives or of preventing fraud due to its inherent limitations, regardless of how well designed or implemented. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Because of these limitations, there is a risk that material misstatements or instances of fraud may not be prevented or detected on a timely basis by GB&T's internal control over financial reporting.

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**FORWARD-LOOKING STATEMENTS**

This proxy statement/prospectus, including information included or incorporated by reference in this document, contains certain forward-looking statements with respect to the financial condition, results of operations, plans, objectives, intentions, future performance and business of each of SunTrust and GB&T and other statements that are not historical facts, as well as certain information relating to the merger, including, without limitation:

statements relating to the benefits of the merger, including the cost savings and accretion to reported earnings estimated to result from the merger;

statements relating to revenues of the combined company after the merger; and

statements preceded by, followed by or that include the words believes, expects, anticipates, estimates, intentions, plans, targets, initiatives, potentially, probably, projects, outlook or similar expressions or future conditions, and verbs such as may, will, should, would, and could.

These forward-looking statements have been made pursuant to the provisions of, and in reliance on the safe harbor under, the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve certain risks and uncertainties. Investors are cautioned against placing undue reliance on such statements. Actual results may differ materially from those contemplated by the forward-looking statements due to, among others, the factors discussed under Risk Factors Relating to the Merger above, as well as the following factors:

expected cost savings and revenue synergies from the merger may not be fully realized or realized within the expected time frame;

revenues following the merger may be lower than expected;

the businesses may not be integrated successfully following the merger;

disruption from the merger may make it more difficult for the combined company to maintain relationships with clients, customers, depositors, employees or suppliers;

competitive pressures among financial services companies, and the effect of such pressures on pricing, spending and third-party relationships may intensify;

costs or difficulties related to the integration of the businesses of SunTrust and GB&T may be greater than expected;

changes in consumer spending and saving habits may have a negative impact on our businesses;

weakness in the economy and in the real estate market, including specific weakness within the geographic footprint of the combined company, may adversely affect the combined company;

weakness in the real estate markets, including the secondary residential mortgage loan markets, may adversely affect the combined company;

adverse changes in general business or economic conditions, including customers' ability to repay debt obligations, could have a material adverse effect on the combined company's financial condition and results of operations;

changes in market interest rates or capital markets could adversely affect the combined company's revenues and expenses, the value of assets and obligations, costs of capital or liquidity;

the fiscal and monetary policies of the federal government and its agencies could have a material adverse effect on the combined company's earnings;

the combined company may be required to repurchase mortgage loans or indemnify mortgage loan purchasers as a result of breaches of representations and warranties, borrower fraud, or certain borrower defaults, which could harm the combined company's liquidity, results of operations and financial condition;



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customers could pursue alternatives to bank deposits, causing the combined company to lose a relatively inexpensive source of funding;

customers may decide not to use banks to complete their financial transactions, which could affect the combined company's net income;

the combined company will have businesses other than banking, including asset management and commercial paper conduit businesses, which are subject to a variety of risks;

hurricanes and other natural disasters may adversely affect loan portfolios and operations and increase the cost of doing business;

negative public opinion could damage the combined company's reputation and adversely impact business and revenues;

the combined company will rely on other companies for key components of its business infrastructure;

the combined company will rely on its systems, employees and certain counterparties, and certain failures could materially adversely affect the combined company's operations;

the combined company will depend on the accuracy and completeness of information about clients and counterparties;

regulation by state and federal agencies could adversely affect the combined company's business, revenues and profit margins;

competition in the financial services industry is intense and could adversely affect the combined company's business, revenues, and profit margins;

future legislation could harm the combined company's competitive position;

maintaining or increasing market share of the combined company will depend on market acceptance and regulatory approval of new products and services;

SunTrust's ability to receive dividends from its subsidiaries, which accounts for most of SunTrust's revenues, could affect the combined company's liquidity and ability to pay dividends;

significant legal actions could subject the combined company to substantial uninsured liabilities;

recently declining values of residential real estate may increase the credit losses of the combined company, which would negatively affect financial results;

deteriorating credit quality, particularly in real estate loans, may adversely affect the combined company;

disruptions in the combined company's ability to access global capital markets may negatively affect the combined company's capital resources and liquidity;

SunTrust has in the past, and the combined company may in the future, pursue acquisitions, which could affect costs and from which the combined company may not be able to realize anticipated benefits;

the combined company will depend on the expertise of key personnel without whom its operations may suffer;

the combined company may be unable to hire or retain additional qualified personnel and recruiting and compensation costs may increase as a result of turnover, both of which may increase costs and reduce profitability and may adversely impact the combined company's ability to implement its business strategy;

the combined company's accounting policies and methods are key to how the combined company will report financial condition and results of operations, and may require management to make estimates about matters that are uncertain;

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changes in the combined company's accounting policies or in accounting standards could materially affect how the combined company reports its financial results and condition;

the stock price of the combined company may be volatile;

the combined company's disclosure controls and procedures may fail to prevent or detect all errors or acts of fraud;

financial instruments carried at fair value may expose the combined company to certain market risks;

the combined company's revenues derived from investment securities may be volatile and subject to a variety of risks;

the combined company may enter into transactions with affiliated off-balance sheet entities that could result in current or future gains or losses or the possible consolidation of those entities;

weakness in residential property values and mortgage loan markets could adversely affect the combined company;

general economic conditions, whether internationally, nationally or in the regional and local market areas in which SunTrust and GB&T are doing business, may be less favorable than expected; and

other economic, competitive, governmental, legislative, regulatory, geopolitical and technological factors may negatively impact our businesses, operations, pricing or services.

Additional factors that could cause actual results to differ materially from those expressed in the forward-looking statements are discussed in reports filed with the Securities and Exchange Commission by SunTrust and GB&T. See [Where You Can Find More Information](#) beginning on page 65.

Forward-looking statements speak only as of the date hereof or the date of any document incorporated by reference in this document. All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this proxy statement/prospectus and attributable to SunTrust or GB&T or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, neither SunTrust nor GB&T undertakes any obligation to update forward-looking statements to reflect events or circumstances after the date of this proxy statement/prospectus or to reflect the occurrence of unanticipated events.

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**THE SPECIAL MEETING OF GB&T SHAREHOLDERS**

**Purpose**

You have received this proxy statement/prospectus because the GB&T board of directors is soliciting your proxy for the special meeting of shareholders to be held on Thursday, April 24, 2008 at the Gainesville Civic Center, 830 Green St., NE, Gainesville, Georgia 30501, at 10:00 a.m. local time. Each copy of this proxy statement/prospectus mailed to holders of GB&T common stock is accompanied by a proxy card for use at the meeting and at any adjournments of the meeting.

At the meeting, shareholders will consider and vote upon:

the merger agreement;

the adjournment of the special meeting to allow time for further solicitation of proxies if there are insufficient votes present to approve the merger agreement; and

any other matters that are properly brought before the meeting, or any adjournments of the meeting.

**If you have not already done so, please complete, date and sign the accompanying proxy card and return it promptly in the enclosed, postage paid envelope or follow the instructions on the proxy card to vote on the Internet or by telephone. If you do not return your properly executed card or do not attend and cast your vote at the special meeting, the effect will be a vote against the merger agreement and as an abstention from the proposal to adjourn the special meeting.**

**Record Date; Quorum and Vote Required**

The record date for the special meeting is March 5, 2008. The GB&T shareholders of record as of the close of business on that day will receive notice of the meeting and will be entitled to vote at the special meeting. As of the record date, there were 14,230,796 shares of GB&T common stock issued and outstanding and entitled to vote at the meeting, held by approximately 3,789 holders of record.

The presence, in person or by proxy, of a majority of the shares of GB&T common stock entitled to vote on the merger agreement is necessary to constitute a quorum at the meeting. Each share of GB&T common stock outstanding on the record date entitles its holder to one vote on any matter that properly comes before the special meeting and any adjournment of that meeting.

Approval of the merger agreement requires the affirmative vote of the holders of a majority of the issued and outstanding shares of GB&T common stock as of the record date for the special meeting. Approval of the authorization to adjourn the special meeting requires that the number of votes in favor of the proposal exceed the number of votes against the proposal. A broker non-vote (discussed below) will not count as a vote cast on the proposal to adjourn the special meeting and will not affect the outcome of that vote.

To determine the presence of a quorum at the meeting, GB&T will count as present at the meeting the shares of GB&T common stock present in person but not voting and the shares of common stock for which GB&T has received proxies but with respect to which the holders of such shares have abstained.

### **Share Ownership of Management and Certain Shareholders**

As of the record date, GB&T's directors and executive officers and their affiliates beneficially owned approximately 8%, in the aggregate, of the outstanding shares of GB&T common stock, including shares subject to options currently exercisable but not exercised.

Concurrently with the signing of the merger agreement, individuals who are also GB&T's directors and who beneficially own approximately 8% of the outstanding voting power of GB&T executed voting agreements with SunTrust pursuant to which they agreed to vote their shares in favor of the merger. See "The Merger" Description of Voting Agreements beginning on page 48.

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As of the date of this proxy statement/prospectus, the only known beneficial holder of more than 5% of GB&T's common stock is Dimensional Fund Advisors LP, 1299 Ocean Avenue, Santa Monica, California, 90401. According to its Schedule 13G filed February 6, 2008, with respect to securities owned as of December 31, 2007, Dimensional Fund Advisors LP was deemed to be the beneficial owner of 1,035,716 shares of GB&T common stock, representing approximately 7.3% of the outstanding voting power of GB&T. According to its Schedule 13G, Dimensional Fund Advisors LP has sole voting power as to 1,035,716 shares, shared voting power as to no shares, sole dispositive power with respect to 1,035,716 shares and shared dispositive power with respect to no shares. Moreover, according to its Schedule 13G, Dimensional Fund Advisors LP disclaims beneficial ownership of these shares.

**Solicitation and Revocation of Proxies**

If you have delivered a proxy for the meeting, you may revoke it at any time before it is voted by:

attending the meeting and voting in person;

giving written notice to GB&T's chief financial officer prior to the date of the meeting revoking your proxy;

submitting to GB&T's chief financial officer a signed proxy card dated later than your initial proxy; or

submitting a different vote through the Internet or by telephone, as the case may be, if you submitted your proxy via one of these electronic methods.

The proxy holders will vote as directed on all proxy cards that are received at or prior to the meeting and that are not subsequently revoked. If you complete, date and sign your proxy card but do not provide instructions as