

United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 15, 2021

ATLANTIC UNION BANKSHARES CORPORATION

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

001-39325
(Commission
File Number)

54-1598552
(I.R.S. Employer
Identification No.)

**1051 East Cary Street
Suite 1200**

Richmond, Virginia 23219

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(804) 633-5031**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1.33 per share	AUB	The NASDAQ Global Select Market
Depository Shares, Each Representing a 1/400th Interest in a Share of 6.875% Perpetual Non-Cumulative Preferred Stock, Series A	AUBAP	The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On November 15, 2021, Atlantic Union Bankshares Corporation (the “Company”) provided a Notice of Redemption to the holders of \$150,000,000 aggregate principal amount of 5.00% Fixed-to-Floating Rate Subordinated Notes due 2026 (the “Subordinated Notes”), which complied with requirements contained in the indenture and the supplemental indenture related to the Subordinated Notes of providing a Notice of Redemption not more than 60 days and not less than 30 days prior to the redemption date. The Subordinated Notes will be redeemed on December 15, 2021.

The Subordinated Notes will be redeemed in full at a redemption price equal to 100% of the principal amount of the Subordinated Notes plus accrued and unpaid interest, if any, to but excluding the redemption date. The aggregate redemption price, excluding accrued interest, will total approximately \$150,000,000. Interest on the Subordinated Notes will no longer accrue on or after the redemption date. Payment of the redemption price for the Subordinated Notes will be made by U.S. Bank, National Association, as trustee.

A copy of the Notice of Redemption is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	<u>Notice of Redemption to the holders of \$150,000,000 aggregate principal amount of Fixed-to-Floating Rate Subordinated Notes due 2026</u>
104	Cover Page Interactive Data File – the cover page iXBRL tags are embedded within the Inline XBRL document

SIGNATURES

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

ATLANTIC UNION BANKSHARES CORPORATION

Date: November 15, 2021

By: /s/ Robert M. Gorman
Robert M. Gorman
Executive Vice President and
Chief Financial Officer

**NOTICE OF FULL REDEMPTION
TO THE HOLDERS OF**

**Atlantic Union Bankshares Corporation
5.00% Fixed-to-Floating Rate Subordinated Notes due December 15, 2026
CUSIP No.: 90539J AA7**

November 15, 2021

Pursuant to the Indenture, dated as of December 5, 2016 (the “Base Indenture”), between Atlantic Union Bankshares Corporation, a Virginia corporation (formerly known as Union Bankshares Corporation) (the “Company”) and U.S. Bank National Association, as trustee (in such capacity, the “Trustee”), as supplemented by the first supplemental indenture, dated as of December 5, 2016 (the “Supplemental Indenture” and, together with the Base Indenture, the “Indenture”), between the Company and the Trustee, with respect to the Company’s 5.00% Fixed-to-Floating Rate Subordinated Notes due December 15, 2026 (the “Notes”), notice is hereby given of the Company’s redemption (the “Redemption”) of all \$150,000,000 outstanding aggregate principal amount of the Notes.

In accordance with Section 11.04 of the Base Indenture, please note the following:

1. The redemption date shall be December 15, 2021 (the “Redemption Date”).
2. The redemption price shall be equal to 100% of the principal amount of the Notes to be redeemed, plus unpaid interest, if any, accrued thereon to but excluding the Redemption Date. Unless the Company defaults in payment of the Redemption Price, on and after the Redemption Date, interest and Additional Amounts will cease to accrue on the Notes.
3. Payment of the Redemption Price will be made upon presentation and surrender of the Notes at the following address:

Regular Mail or Courier:
U.S. Bank National Association
Global Corporate Trust
111 Filmore Ave. E.
St. Paul, MN 55107

The method chosen for delivery of the Notes is at the option and risk of the Holder. If delivery is by mail, use of registered or certified mail, properly insured, is suggested.

4. Holders may be subject, under certain circumstances, to backup withholding with respect to the Redemption Price. Such backup withholding may be applicable if such Holder, among other things, fails to (i) furnish its correct taxpayer
-

identification number, (ii) certify that it is not subject to backup withholding or (iii) otherwise comply with applicable backup withholding requirements. A Holder who wishes to avoid the imposition of backup withholding should submit an Internal Revenue Service Form W-9 or W-8, as applicable, establishing an exemption from withholding when presenting a Note for payment.

5. The CUSIP number referred to above has been assigned to the Note by an organization not affiliated with the Company or the Trustee or any of their agents and is included solely for the convenience of the Holders of the Notes. Neither the Company nor the Trustee, nor any of their agents, shall be responsible for the selection or use of the CUSIP number, nor is any representation made as to their correctness or accuracy on the Notes or as indicated in this notice.
6. Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Indenture.

ATLANTIC UNION BANKSHARES CORPORATION
