

CALCULATION OF REGISTRATION FEE

<u>Title of Each Class of Securities Offered</u>	<u>Maximum Aggregate Offering Price</u>	<u>Amount of Registration Fee(1)</u>
Senior Notes	\$1,250,000,000	\$151,500

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

PRICING SUPPLEMENT NO. 8 DATED JULY 24, 2019
TO PROSPECTUS DATED APRIL 21, 2017, AS SUPPLEMENTED BY
PROSPECTUS SUPPLEMENT DATED APRIL 21, 2017, AND
SUPPLEMENTAL TO THE OFFICERS' CERTIFICATE AND COMPANY ORDER DATED APRIL 21, 2017
U.S. BANCORP
Medium-Term Notes, Series X (Senior)
Medium-Term Notes, Series Y (Subordinated)

CUSIP No.:	91159HHX1	Issue Price (Dollar Amount and Percentage of Principal Amount):	
Series:		Amount:	\$1,248,775,000 / 99.902%
<input checked="" type="checkbox"/> Series X (Senior)		Proceeds to the Company:	\$1,247,012,500
<input type="checkbox"/> Series Y (Subordinated)		Interest Rate/Initial Interest Rate:	2.400%
Form of Note:		Interest Payment Dates:	Semiannually, on the 30th of January and July beginning on January 30, 2020
<input checked="" type="checkbox"/> Book-Entry		Regular Record Dates:	15 Calendar Days prior to each Interest Payment Date
<input type="checkbox"/> Certificated		Interest Determination Dates:	
Principal Amount:	\$1,250,000,000	Interest Reset Dates:	
Trade Date:	July 24, 2019	Index Source:	
Original Issue Date:	July 29, 2019	Index Maturity:	
Redemption Date:	June 28, 2024	Spread:	
Maturity Date:	July 30, 2024	Spread Multiplier:	
Base Rate (and, if applicable, related Interest Periods):		Maximum Interest Rate:	
<input checked="" type="checkbox"/> Fixed Rate Note		Day Count:	30/360
<input type="checkbox"/> Commercial Paper Note		Minimum Interest Rate:	
<input type="checkbox"/> Federal Funds Note		<u>For Original Issue Discount Notes:</u>	
<input type="checkbox"/> Federal Funds (Effective) Rate		Original Issue Discount %:	
<input type="checkbox"/> Federal Funds Open Rate		Yield to Maturity:	
<input type="checkbox"/> Federal Funds Target Rate		Original Issue Discount Notes:	
<input type="checkbox"/> LIBOR Note		<input type="checkbox"/> Subject to special provisions set forth therein with respect to the principal amount thereof payable upon any redemption or acceleration of the maturity thereof.	
<input type="checkbox"/> EURIBOR Note		<input type="checkbox"/> For Federal income tax purposes only.	
<input type="checkbox"/> CDOR Note			
<input type="checkbox"/> Prime Rate Note			
<input type="checkbox"/> CD Rate Note			
<input type="checkbox"/> Treasury Rate Note			
<input type="checkbox"/> CMT Rate Note			
<input type="checkbox"/> Reuters Page FRBCMT			
<input type="checkbox"/> Reuters Page FEDCMT			
<input type="checkbox"/> One-Week <input type="checkbox"/> One-Month			
<input type="checkbox"/> Other Base Rate (as described below)			
<input type="checkbox"/> Zero Coupon Note			
Agent's Commission:	\$1,762,500		

Redemption Terms: Redeemable in whole or in part on or after the Redemption Date at 100% of the principal amount of the notes (par), plus accrued and unpaid interest thereon to the date of redemption. U.S. Bancorp shall provide 10 to 60 calendar days notice of redemption to the registered holder of the note.

	<u>Price to Public</u>	<u>Agents' Commissions or Discount</u>	<u>Proceeds to U.S. Bancorp</u>
Per Note	99.902%	0.141%	99.761%
Total	\$1,248,775,000	\$1,762,500	\$1,247,012,500

<u>Agent</u>	<u>Principal Amount</u>		
U.S. Bancorp Investments, Inc.	\$618,750,000		
Goldman Sachs & Co. LLC	\$309,375,000		
Morgan Stanley & Co. LLC	\$309,375,000		
Cabrera Capital Markets, LLC	\$6,250,000	/s/ Joseph M. Tessmer	(authorized officer)
The Williams Capital Group, L.P.	\$6,250,000		
Total	\$1,250,000,000	/s/ Lynn D. Flagstad	(authorized officer)

Delivery Instructions: DTC # 0280

Conflicts of Interest. The issuer's affiliate, U.S. Bancorp Investments, Inc., will be participating in sales of the notes. As such, the offering is being conducted in compliance with the applicable requirements of FINRA Rule 5121.

Legal Matters. The validity of the notes will be passed upon for us by Mayer Brown LLP, Chicago, Illinois.

Notice to Canadian Investors. The notes are unsecured and are not and will not be savings accounts, deposits, obligations of, or otherwise guaranteed by, U.S. Bank National Association or any other bank. The notes do not evidence deposits of U.S. Bank National Association or any other banking affiliate of the Issuer. The notes are not insured by the Federal Deposit Insurance Corporation, the Canada Deposit Insurance Corporation or any other insurer or governmental agency or instrumentality. U.S. Bancorp is not regulated as a financial institution in Canada. However, U.S. Bank National Association's Canada branch is listed on Schedule III to the Bank Act (Canada) and is subject to regulation by the Office of the Superintendent of Financial Institutions (Canada). The notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if the prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 Underwriting Conflicts (NI 33-105), the dealers are not required to comply with the disclosure requirements of NI 33-105 regarding conflicts of interest in connection with this offering.

Notice to Singapore Investors. The prospectus supplement has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, the prospectus supplement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes may not be circulated or distributed, nor may the notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the notes are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, securities (as defined in Section 2(1) of the SFA) or securities-based derivative contracts (as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust (howsoever described) has acquired the notes under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in

Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

Singapore Securities and Futures Act Product Classification—Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the SFA, the Issuer has determined, and hereby notifies all persons that the notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Settlement. Pursuant to Rule 15c6-1 under the U.S. Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers of the notes who wish to trade the notes on the date hereof will be required, by virtue of the fact that the notes initially will settle in T+3, to specify an alternative settlement cycle to prevent a failed settlement.