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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Form 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**U.S. Bancorp**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**41-0255900**

(I.R.S. Employer Identification No.)

**800 Nicollet Mall**

**Minneapolis, Minnesota 55402**

(Address of principal executive offices and zip code)

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

Title of each class  
to be so registered

**Depositary Shares each representing a 1/1,000<sup>th</sup> interest in a share of  
Series L Non-Cumulative Perpetual Preferred Stock**

Name of each exchange on which  
each class is to be registered

**The New York Stock Exchange**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-237082**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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**Item 1. Description of Registrant’s Securities to be Registered**

The description of the Depositary Shares being registered hereby, including the Series L Non-Cumulative Perpetual Preferred Stock which is represented by the Depositary Shares, is set forth in the Prospectus included in the Registration Statement on [Form S-3 \(No. 333-237082\)](#) of U.S. Bancorp (the “Company”), as filed with the Commission on March 11, 2020, and the final [Prospectus Supplement dated October 20, 2020](#), as filed with the Commission on October 21, 2020, pursuant to Rule 424(b)(2) of the Securities Act of 1933, as amended. The foregoing Prospectus and Prospectus Supplement are incorporated herein by reference.

**Item 2. Exhibits**

The following exhibits are filed herewith and with the New York Stock Exchange LLC.

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">4.1</a>	<a href="#">Certificate of Designations of U.S. Bancorp with respect to Series L Non-Cumulative Perpetual Preferred Stock filed with the Delaware Secretary of State on October 26, 2020 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K of U.S. Bancorp filed October 27, 2020).</a>
<a href="#">4.2</a>	<a href="#">Deposit Agreement dated October 27, 2020 among U.S. Bancorp, U.S. Bank National Association and the holders from time to time of the depositary receipts described therein (incorporated by reference to Exhibit 4.3 of the Current Report on Form 8-K of U.S. Bancorp filed October 27, 2020).</a>
<a href="#">4.3</a>	<a href="#">Form of Depositary Receipt (included as part of Exhibit 4.2).</a>

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**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 27, 2020

**U.S. Bancorp**

By: /s/ James L. Chosy

Name: James L. Chosy

Title: Senior Executive Vice President and General Counsel

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