

**Section 1: 8-A12B (8-A12B)**

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

**FORM 8-A**

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

**ASSOCIATED BANC-CORP**  
(Exact Name of Registrant as Specified in its Charter)

**Wisconsin**  
(State of Incorporation or Organization)

**39-1098068**  
(I.R.S. Employer Identification no.)

**433 Main Street, Green Bay, Wisconsin**  
(Address of principal executive offices)

**54301**  
(zip code)

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

**Title of Each Class  
to be so Registered**  
**Depository Shares, each representing a 1/40th  
interest in a share of 5.875% Non-Cumulative  
Perpetual Preferred Stock, Series E**

**Name of Each Exchange on Which  
Each Class is to be Registered**  
**The New York Stock Exchange**

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), please 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), please check the following box.

Securities Act registration statement file number to which this form relates: **333-224096**

Securities to be registered pursuant to Section 12(g) of the Act: **Not Applicable**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

The description of the general terms and provisions of the 5.875% Non-Cumulative Perpetual Preferred Stock, Series E, with a liquidation preference of \$1,000 per share (the "Series E Preferred Stock"), of Associated Banc-Corp (the "Registrant") as well as the description of the

Registrant's depository shares (the "Depository Shares"), each representing a 1/40th interest in a share of the Series E Preferred Stock to be registered hereunder, is incorporated herein by reference to the descriptions included under the captions "Description of Series E Preferred Stock" and "Description of Depository Shares," respectively, in the Prospectus Supplement, dated as of September 19, 2018, as filed with the Securities and Exchange Commission (the "Commission") on September 20, 2018 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, to the prospectus, dated as of April 2, 2018, included in the Registration Statement on Form S-3 (No. 333-224096) of the Registrant, as filed with the Commission on April 2, 2018. Such sections are incorporated herein by reference.

If any additional securities registered hereby are issued, a prospectus supplement relating to such securities will be filed with the Commission and will be incorporated herein by reference.

**Item 2. Exhibits.**

Exhibit Number	Exhibit
3.1	Amended and Restated Articles of Incorporation (incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on May 8, 2006)
3.2	Articles of Amendment to the Amended and Restated Articles of Incorporation of Associated Banc-Corp with respect to its 8.00% Perpetual Preferred Stock, Series B, dated September 12, 2011 (incorporated by reference to the Company's Current Report on Form 8-K filed on September 15, 2011)
3.3	Articles of Amendment to the Amended and Restated Articles of Incorporation of Associated Banc-Corp regarding the rights and preferences of preferred stock, effective April 25, 2012 (incorporated by reference to the Company's Current Report on Form 8-K filed on April 25, 2012)
3.4	Articles of Amendment to the Amended and Restated Articles of Incorporation of Associated Banc-Corp with respect to the 6.125% Non-Cumulative Perpetual Preferred Stock, Series C, dated June 4, 2015 (incorporated by reference to the Company's Current Report on Form 8-K filed on June 8, 2015)
3.5	Articles of Correction, filed with the Wisconsin Department of Financial Institutions on June 14, 2016 (incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on July 28, 2016)
3.6	Certificate relating to the Fixed Rate Cumulative Perpetual Preferred Stock, Series A, filed with the Wisconsin Department of Financial Institutions on August 15, 2016 (incorporated by reference to the Company's Current Report on Form 8-K filed on August 16, 2016)

Exhibit Number	Exhibit
3.7	Articles of Amendment to the Amended and Restated Articles of Incorporation of Associated Banc-Corp with respect to the 5.375% Non-Cumulative Perpetual Preferred Stock, Series D, dated September 12, 2016 (incorporated by reference to the Company's Current Report on Form 8-K filed on September 15, 2016)
3.8	Articles of Amendment to the Amended and Restated Articles of Incorporation of Associated Banc-Corp with respect to the Series E Preferred Stock, dated September 21, 2018 (incorporated by reference to the Company's Current Report on Form 8-K filed on September 26, 2018)
3.9	Amended and Restated Bylaws (incorporated by reference to the Company's Current Report on Form 8-K filed on October 26, 2016)
4.1	Form of Deposit Agreement, by and among the Registrant, Equiniti Trust Company, as depository, and the holders from time to time of the depository receipts described therein (incorporated by reference to the Company's Current Report on Form 8-K filed on September 26, 2018)
4.2	Form of depository receipt representing the Depository Shares (included as Exhibit A to Exhibit 4.1) (incorporated by reference to the Company's Current Report on Form 8-K filed on September 26, 2018)

**SIGNATURE**

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

Date: September 26, 2018

ASSOCIATED BANC-CORP

By: /s/ Randall J. Erickson

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