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**Section 1: SC 13D/A (AMENDMENT NO. 2 TO SCHEDULE 13D)**

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)**

**UNION BANKSHARES CORPORATION**

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(Name of Issuer)

**Common Stock**

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(Title of Class of Securities)

**90539J109**

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(CUSIP Number)

**Robert J. Merlino  
CapGen Capital Group VI LP  
120 West 45th Street  
Suite 1010  
New York, New York 10036  
(212) 542-6868**

**Copy to:**

**Alison S. Ressler, Esq.  
Sullivan & Cromwell LLP  
1888 Century Park East  
Suite 2100  
Los Angeles, California 90067  
(310) 712-6600**

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(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

**April 25, 2018**

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject

class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Persons who respond to the collection of information contained in this form  
are not required to respond unless the form displays a currently valid OMB control number.**

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1.	Name of Reporting Persons. CapGen Capital Group VI LP	
2.	Check the Appropriate Box if a Member of a Group ( <i>See Instructions</i> ) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds ( <i>See Instructions</i> ) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 3,138,579
	8.	Shared Voting Power -0-
	9.	Sole Dispositive Power 3,138,579
	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,138,579	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares ( <i>See Instructions</i> ) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 4.8% (1)	
14.	Type of Reporting Person ( <i>See Instructions</i> ) PN	

(1) This calculation is based on 65,895,421 shares of common stock, par value \$1.33 per share, of Union Bankshares Corporation outstanding as of March 31, 2018, as reported on Union Bankshares Corporation's earnings release of April 24, 2018.

1.	Name of Reporting Persons. CapGen Capital Group VI LLC	
2.	Check the Appropriate Box if a Member of a Group ( <i>See Instructions</i> ) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds ( <i>See Instructions</i> ) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 3,138,579
	8.	Shared Voting Power -0-
	9.	Sole Dispositive Power 3,138,579
	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,138,579	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares ( <i>See Instructions</i> ) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 4.8% (1)	
14.	Type of Reporting Person ( <i>See Instructions</i> ) OO	

(1) This calculation is based on 65,895,421 shares of common stock, par value \$1.33 per share, of Union Bankshares Corporation outstanding as of March 31, 2018, as reported on Union Bankshares Corporation's earnings release of April 24, 2018.

1.	Name of Reporting Persons. Eugene A. Ludwig	
2.	Check the Appropriate Box if a Member of a Group ( <i>See Instructions</i> ) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds ( <i>See Instructions</i> ) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power -0-
	8.	Shared Voting Power 3,138,579
	9.	Sole Dispositive Power -0-
	10.	Shared Dispositive Power 3,138,579
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,138,579	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares ( <i>See Instructions</i> ) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 4.8% (1)	
14.	Type of Reporting Person ( <i>See Instructions</i> ) IN	

(1) This calculation is based on 65,895,421 shares of common stock, par value \$1.33 per share, of Union Bankshares Corporation outstanding as of March 31, 2018, as reported on Union Bankshares Corporation's earnings release of April 24, 2018.

1.	Name of Reporting Persons. Robert B. Goldstein	
2.	Check the Appropriate Box if a Member of a Group ( <i>See Instructions</i> ) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds ( <i>See Instructions</i> ) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 1,645
	8.	Shared Voting Power 3,138,579
	9.	Sole Dispositive Power 1,645
	10.	Shared Dispositive Power 3,138,579
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,140,224	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares ( <i>See Instructions</i> ) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 4.8% (1)	
14.	Type of Reporting Person ( <i>See Instructions</i> ) IN	

(1) This calculation is based on 65,895,421 shares of common stock, par value \$1.33 per share, of Union Bankshares Corporation outstanding as of March 31, 2018, as reported on Union Bankshares Corporation's earnings release of April 24, 2018.

## EXPLANATORY NOTE

The Reporting Persons are filing this Amendment No. 2 on Schedule 13D (this “Amendment”) to amend the Schedule 13D filed on January 10, 2018 (as amended by Amendment No. 1 filed on March 21, 2018, the “13D Filing”). Capitalized terms used herein, but not otherwise defined herein, shall have the meanings ascribed to such terms in the 13D Filing. Except as specifically amended and supplemented by this Amendment, the 13D Filing remains in full force and effect.

### Item 4. Purpose of Transaction

Item 4 of the 13D filing is hereby amended by adding the following:

The Reporting Persons have disposed of an aggregate of 821,981 shares of the Common Stock, or 1.3% of the Common Stock outstanding, since the 13D Filing. The Reporting Persons may continue to dispose of some or all of the Common Stock that they beneficially own, and the amount and timing of any such transactions will depend upon the Reporting Persons’ individual continuing assessments of pertinent factors, including the ability to sell shares of Common Stock at particular price levels.

### Item 5. Interest in Securities of the Issuer

Item 5 of the 13D Filing is hereby amended and restated in its entirety as follows:

(a) and (b)

Reporting Person	Amount Beneficially Owned	Percent of Class (1)	Sole Power to Vote or Direct the Vote	Shared Power to Vote or Direct the Vote	Sole Power to Dispose or to Direct the Disposition	Shared Power to Dispose or to Direct the Disposition
CapGen Capital Group VI LP	3,138,579	4.8%	3,138,579	0	3,138,579	0
CapGen Capital Group VI LLC	3,138,579	4.8%	3,138,579	0	3,138,579	0
Eugene A. Ludwig	3,138,579	4.8%	0	3,138,579	0	3,138,579
Robert B. Goldstein	3,140,224	4.8%	1,645	3,138,579	1,645	3,138,579

(1) This calculation is based on 65,895,421 shares of Common Stock outstanding as of March 31, 2018, as reported on Union Bankshares Corporation’s earnings release of April 24, 2018.

(c) Except as set forth in Exhibit 4, none of the Reporting Persons nor, to the best knowledge of each of the Reporting Persons, without independent verification, any person named in Item 2, has engaged in any transaction during the past 60 days involving the securities of the Issuer.

(d) Other than the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities of the Issuer referred to in this Item 5.

(e) As of April 25, 2018, the Reporting Persons ceased to be the beneficial owners of more than five percent of the outstanding shares of Common Stock.

**Item 7. Material to be Filed as Exhibits**

- Exhibit 5 Joint Filing Agreement, dated April 27, 2018, by and among CapGen Capital Group VI LP, CapGen Capital Group VI LLC, Eugene A. Ludwig and Robert B. Goldstein.
- Exhibit 6 Trading data for CapGen Capital Group VI LP.
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**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 27, 2018

CAPGEN CAPITAL GROUP VI LP

By: CAPGEN CAPITAL GROUP VI LLC,  
its general partner

By: /s/ Eugene A. Ludwig  
Name: **Eugene A. Ludwig**  
Title: **Managing Member**

CAPGEN CAPITAL GROUP VI LLC

By: /s/ Eugene A. Ludwig  
Name: **Eugene A. Ludwig**  
Title: **Managing Member**

EUGENE A. LUDWIG

By: /s/ Eugene A. Ludwig  
Name: **Eugene A. Ludwig**

ROBERT B. GOLDSTEIN

By: /s/ Robert B. Goldstein  
Name: **Robert B. Goldstein**

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).**

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## EXHIBIT INDEX

<u>Exhibit</u>	<u>Title</u>
Exhibit 5	Joint Filing Agreement, dated April 27, 2018, by and among CapGen Capital Group VI LP, CapGen Capital Group VI LLC, Eugene A. Ludwig and Robert B. Goldstein.
Exhibit 6	Trading data for CapGen Capital Group VI LP.

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## Section 2: EX-99.5 (EXHIBIT 5 -- JOINT FILING AGREEMENT)

**Exhibit 5**

### JOINT FILING AGREEMENT

The undersigned hereby agree that this statement on Schedule 13D dated April 27, 2018 with respect to the common stock of Union Bankshares Corporation is filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: April 27, 2018

CAPGEN CAPITAL GROUP VI LP

By: CAPGEN CAPITAL GROUP VI LLC,  
its general partner

By: /s/ Eugene A. Ludwig  
Name: Eugene A. Ludwig  
Title: Managing Member

CAPGEN CAPITAL GROUP VI LLC

By: /s/ Eugene A. Ludwig  
Name: Eugene A. Ludwig  
Title: Managing Member

EUGENE A. LUDWIG

By: /s/ Eugene A. Ludwig  
Name: Eugene A. Ludwig

ROBERT B. GOLDSTEIN

By: /s/ Robert B. Goldstein  
Name: Robert B. Goldstein

**Section 3: EX-99.6 (EXHIBIT 6 -- TRADING DATA)****Exhibit 6****Trading Data for CapGen Capital Group VI LP(1)**

The following tables set forth all transactions in the Common Stock effected in the past sixty days by the Reporting Persons. All such transactions were effected in the open market through brokers and the price per share is net of commissions.

<b>Reporting Person</b>	<b>Date</b>	<b>Buy/ Sell</b>	<b>No. of Shares</b>	<b>Price/ Share</b>	<b>Where/ How Effected</b>	<b>Security</b>
CapGen Capital Group VI LP	3/26/2018	Sell	25,600	\$37.0429 <sup>(2)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	3/27/2018	Sell	20,000	\$37.2141 <sup>(3)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	3/28/2018	Sell	30,000	\$36.9991 <sup>(4)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	3/29/2018	Sell	8,515	\$36.9991 <sup>(5)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/3/2018	Sell	27,500	\$36.4417 <sup>(6)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/4/2018	Sell	38,000	\$36.5459 <sup>(7)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/5/2018	Sell	45,000	\$36.6561 <sup>(8)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/6/2018	Sell	10,000	\$36.7127 <sup>(9)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/9/2018	Sell	25,634	\$36.4569 <sup>(10)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/10/2018	Sell	54,100	\$36.5554 <sup>(11)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/11/2018	Sell	10,000	\$36.3997 <sup>(12)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/12/2018	Sell	60,000	\$36.7172 <sup>(13)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/16/2018	Sell	20,000	\$36.4759 <sup>(14)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/17/2018	Sell	10,000	\$36.5152 <sup>(15)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/18/2018	Sell	5,500	\$36.3992 <sup>(16)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/19/2018	Sell	50,000	\$36.2410 <sup>(17)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/20/2018	Sell	40,000	\$36.4788 <sup>(18)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/23/2018	Sell	22,600	\$36.8340 <sup>(19)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/24/2018	Sell	75,800	\$37.3456 <sup>(20)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/25/2018	Sell	145,232	\$38.3276 <sup>(21)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/26/2018	Sell	62,900	\$38.5050 <sup>(22)</sup>	Open Market/Broker	Common Stock
CapGen Capital Group VI LP	4/27/2018	Sell	35,600	\$38.5946 <sup>(23)</sup>	Open Market/Broker	Common Stock

(1) The prices listed below represent the average prices at which the amount of shares of Common Stock listed in each row were sold (full detailed information regarding the Common Stock sold and the corresponding prices will be provided upon request).

(2) The range of prices for these sales was \$37.00 to \$37.20.

(3) The range of prices for these sales was \$37.16 to \$37.30.

(4) The range of prices for these sales was \$36.99 to \$37.00.

(5) The range of prices for these sales was \$36.99 to \$37.00.

(6) The range of prices for these sales was \$36.40 to \$36.50.

(7) The range of prices for these sales was \$36.40 to \$36.73.

(8) The range of prices for these sales was \$36.61 to \$36.87.

(9) The range of prices for these sales was \$36.60 to \$36.75.

(10) The range of prices for these sales was \$36.50 to \$36.55.

(11) The range of prices for these sales was \$36.40 to \$36.69.

(12) The range of prices for these sales was \$36.39 to \$36.41.

(13) The range of prices for these sales was \$36.50 to \$36.90.

(14) The range of prices for these sales was \$36.40 to \$36.50.

(15) The range of prices for these sales was \$36.50 to \$36.52.

(16) The range of prices for these sales was \$36.39 to \$36.40.

- (17) The range of prices for these sales was \$36.20 to \$36.30.
- (18) The range of prices for these sales was \$36.60 to \$36.40.
- (19) The range of prices for these sales was \$36.90 to \$36.74.
- (20) The range of prices for these sales was \$37.72 to \$38.86.
- (21) The range of prices for these sales was \$37.84 to \$38.65.
- (22) The range of prices for these sales was \$38.47 to \$38.60.
- (23) The range of prices for these sales was \$38.51 to \$38.72.

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