

STIFEL FINANCIAL CORP  
Form 8-K  
September 25, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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): September 25, 2018**

**STIFEL FINANCIAL CORP.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation)**

**001-09305**  
**(Commission**  
**File Number)**  
**One Financial Plaza**

**43-1273600**  
**(IRS Employer**  
**Identification No.)**

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**501 North Broadway**

**St. Louis, Missouri 63102-2102**

**(Address of principal executive offices, including zip code)**

(Registrant's telephone number, including area code): **(314) 342-2000**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As noted below under Item 5.07, on September 25, 2018, the shareholders of Stifel Financial Corp. (the Company) approved the Stifel Financial Corp. 2001 Incentive Stock Plan (2018 Restatement) (the Plan). The material terms of the Plan are summarized in the Company's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on August 21, 2018, which description is incorporated by reference herein. The description of the Plan is qualified in its entirety by the full text of the Plan, attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

A Special Meeting of Shareholders (the Special Meeting) of the Company was held on September 25, 2018 to approve the Stifel Financial Corp. 2001 Incentive Stock Plan (2018 Restatement).

As of August 7, 2018, the record date for the Special Meeting there were 71,202,091 shares of the Company's common stock outstanding and entitled to vote. At the Special Meeting 64,389,376 shares of the Company's common stock were represented in person or by proxy, constituting a quorum.

The final result for the proposal is set forth below:

*Proposal* Incentive Stock Plan:

The Company's shareholders approved the Stifel Financial Corp. 2001 Incentive Stock Plan (2018 Restatement). The following table shows the results of the shareholders' votes:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-votes</b> |
|------------|----------------|--------------------|-------------------------|
| 42,617,163 | 21,719,858     | 52,355             | N/A                     |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1               | <u>Stifel Financial Corp. 2001 Incentive Stock Plan (2018 Restatement)</u> |

**SIGNATURE**

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.

**STIFEL FINANCIAL CORP.**

Date: September 25, 2018

By: /s/ James M. Marischen  
Name: James M. Marischen  
Title: *Chief Financial Officer*