

RAYMOND JAMES FINANCIAL INC

Form 8-K

April 02, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

April 2, 2012

Date of report (date of earliest event reported)

**Raymond James Financial, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Florida

(State or Other Jurisdiction)

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of Incorporation)

**1-9109**  
(Commission

**59-1517485**  
(IRS Employer

File Number)

Identification No.)

**880 Carillon Parkway St. Petersburg, FL 33716**

(Address of Principal Executive Offices) (Zip Code)

**(727) 567-1000**

(Registrant's Telephone Number, Including Area Code)

**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:

- .. 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))

**Item 2.01 Completion of Acquisition or Disposition of Assets**

On April 2, 2012, Raymond James Financial, Inc., a Florida corporation (the *Company*), completed the previously announced acquisition (the *Transaction*) from Regions Financial Corporation, a Delaware corporation (*Regions*), of all of the issued and outstanding shares of capital stock of Morgan Keegan & Company, Inc., a Tennessee corporation (*Morgan Keegan*), and MK Holding, Inc., an Alabama corporation (*MK Holding*), pursuant to the Stock Purchase Agreement, dated January 11, 2012, between the *Company* and *Regions* (the *Stock Purchase Agreement*). *Morgan Keegan*, *MK Holding* and their respective subsidiaries are referred to herein as the *Transferred Businesses*.

The aggregate consideration paid by the *Company* in the *Transaction* was approximately \$1.2 billion in cash. The *Stock Purchase Agreement* contemplated that *Morgan Keegan* would pay a cash dividend of \$250 million to *Regions* prior to the closing of the *Transaction*. However, the parties subsequently decided to defer payment of the dividend until after the closing, resulting in an increase in the book value of the *Transferred Businesses* and therefore, the purchase price. Following the closing, the *Company* will receive a cash dividend in the amount of \$250 million from *Morgan Keegan*.

The foregoing description of the *Stock Purchase Agreement* is qualified in its entirety by reference to the actual terms of the *Stock Purchase Agreement*, which was filed as Exhibit 10.19 to the *Company*'s Current Report on Form 8-K filed on January 12, 2012, which Exhibit, and the description thereof set forth in the January 12, 2012 Current Report on Form 8-K, are incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure**

On April 2, 2012, the *Company* issued a press release announcing the completion of the *Transaction*. A copy of the press release is included as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(a) Financial statements of businesses acquired

Financial statements of the *Transferred Businesses* will be filed by amendment to this Current Report on Form 8-K (this *Report*) no later than 71 days following the date that this *Report* is required to be filed.

(b) Pro forma financial information

Pro forma financial information will be filed by amendment to this *Report* no later than 71 days following the date that this *Report* is required to be filed.

(d) The following are filed as exhibits to this *Report*:

**Exhibit No.**

10.1 Stock Purchase Agreement, dated January 11, 2012, between Raymond James Financial, Inc. and Regions Financial Corporation (excluding certain exhibits and schedules) (incorporated by reference from Exhibit 10.19 to the *Company*'s Current Report on Form 8-K filed on January 12, 2012).

99.1 Press Release dated April 2, 2012.

**SIGNATURES**

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.

**RAYMOND JAMES FINANCIAL, INC.**

Date: April 2, 2012

By: /s/ Jeffrey P. Julien  
Name: Jeffrey P. Julien  
Title: Executive Vice President Finance,  
Chief Financial Officer and Treasurer