

LADENBURG THALMANN FINANCIAL SERVICES INC  
Form 8-K  
June 25, 2013

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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

Date of Report (Date of Earliest Event Reported):

June 24, 2013

Ladenburg Thalmann Financial Services Inc.

(Exact name of registrant as specified in its charter)

Florida

001-15799

650701248

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

4400 Biscayne Blvd., 12th Floor, Miami,  
Florida

33137

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(212) 409-2000

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:

- 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))



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**Item 1.01 Entry into a Material Definitive Agreement.**

On June 24, 2013, Ladenburg Thalmann Financial Services Inc. (the "Company") entered into an Equity Distribution Agreement (the "Distribution Agreement") with Mitsubishi UFJ Securities (USA), Inc. ("Mitsubishi"), as representative of the sales agents listed in Schedule I thereto (the "Sales Agents"), pursuant to which the Company may issue and sell over time and from time to time, to or through Mitsubishi, up to 3,000,000 shares (the "Shares") of its 8.00% Series A Cumulative Redeemable Preferred Stock, \$0.0001 par value per share ("Series A Preferred Stock").

Sales of the Shares pursuant to the Distribution Agreement, if any, may be effected by any method permitted by law deemed to be an "at-the-market" offering as defined in Rule 415 of the Securities Act of 1933, as amended, including without limitation directly on the NYSE MKT LLC or any other existing trading market for the Series A Preferred Stock or through a market maker, up to the amount specified, and otherwise to or through Mitsubishi in accordance with the placement notice delivered by the Company to Mitsubishi. Also, with the prior consent of the Company, some or all of the Shares issued pursuant to the Distribution Agreement may be sold in privately negotiated transactions. Under the Distribution Agreement, the Sales Agents will be entitled to compensation of up to 2.0% of the gross proceeds from the sale of all of the Shares sold through Mitsubishi, as sales agent, pursuant to the Distribution Agreement.

The Shares sold pursuant to the Distribution Agreement will be issued pursuant to a prospectus dated April 19, 2013, as supplemented by a prospectus supplement dated June 24, 2013, in each case filed with the Securities and Exchange Commission (the "Commission") pursuant to the Company's effective Registration Statement on Form S-3 (File No. 333-187322) (the "Registration Statement") which was initially filed with the Commission on March 18, 2013 and declared effective on April 19, 2013. Interested investors should read the Registration Statement and all documents incorporated therein by reference. The Distribution Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the material terms of the Distribution Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to such exhibit.

The Distribution Agreement has been included to provide investors and security holders with information regarding its terms and conditions. The representations, warranties and covenants contained in the Distribution Agreement were made only for purposes of that agreement and as of specific dates, and were solely for the benefit of the parties to the Distribution Agreement. Investors should not rely on the representations, warranties and covenants or any description thereof as characterizations of the actual state of facts or condition of the Company or any of its subsidiaries or affiliates. Moreover, information concerning the subject matter of the representations, warranties and covenants may change after the date of the Distribution Agreement, which subsequent information may or may not be fully reflected in public disclosures by the Company.

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy any securities. The Registration Statement relating to these securities has been filed with the Commission and is effective. Copies of the prospectus supplement and accompanying prospectus relating to the offering may be obtained when available by contacting Mitsubishi UFJ Securities (USA), Inc., 1633 Broadway, 29th Floor, New York, New York 10019, Telephone: (212) 405-7440 or by visiting EDGAR on the Commission's website at [www.sec.gov](http://www.sec.gov).

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

In connection with the issuances and sales of the Shares to be made pursuant to the Distribution Agreement, the Company caused Articles of Amendment to its Articles of Incorporation to be filed with the Department of State of the State of Florida on June 24, 2013, to designate the Shares as additional shares of Series A Preferred Stock. The Articles of Amendment became effective on June 24, 2013.

The Articles of Amendment provide that the Company will pay monthly cumulative dividends on the Shares on the 28th day of each month (provided that if any dividend payment date is not a business day, then the dividend which would otherwise have been payable on that dividend payment date may be paid on the next succeeding business day without adjustment in the amount of the dividend) at 8.00% of the \$25.00 per share liquidation preference per annum (equivalent to \$2.00 per annum per share). The Articles of Amendment further provide that dividends will be payable to holders of record as they appear in the stock records of the Company for the Shares at the close of business on the applicable record date, which shall be the 15th day of each month, whether or not a business day, in which the applicable dividend payment date falls.

The Shares will not be redeemable before May 24, 2018, except upon the occurrence of a Change of Control (as defined in the Articles of Amendment). On or after May 24, 2018 the Company may, at its option, redeem any or all the Shares at \$25.00 per share plus any accumulated and unpaid dividends to, but not including, the redemption date. Also, upon the occurrence of a Change of Control, the Company may, at its option, redeem any or all of the Shares within 120 days after the first date on which such Change of Control occurred at \$25.00 per share plus

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any accumulated and unpaid dividends to, but not including, the redemption date. The Shares have no stated maturity, is not subject to any sinking fund or mandatory redemption and will remain outstanding indefinitely unless repurchased or redeemed by the Company or converted into the Company's common stock in connection with a Change of Control by the holders of the Shares.

Upon the occurrence of a Change of Control, each holder of the Shares will have the right (subject to the Company's election to redeem the Shares in whole or in part, as described above, prior to the Change of Control Conversion Date (as defined in the Articles of Amendment)) to convert some or all of the Shares held by such holder on the Change of Control Conversion Date into a number of shares of the Company's common stock per share determined by formula, in each case, on the terms and subject to the conditions described in the Articles of Amendment, including provisions for the receipt, under specified circumstances, of alternative consideration as described in the Articles of Amendment.

Except under limited circumstances, holders of the Shares generally do not have any voting rights.

The foregoing description of the Articles of Amendment is a summary only, does not purport to be complete and is qualified in its entirety by reference to the full text of the Articles of Amendment, a copy of which is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

### **Item 9.01 Financial Statements and Exhibits.**

On June 24, 2013, Akerman Senterfitt delivered to the Company an opinion with respect to the validity of the Shares (the "Opinion"). The Opinion and consent of Akerman Senterfitt are being filed herewith as Exhibit 5.1 and Exhibit 23.1, respectively, to this Current Report on Form 8-K, and are thereby automatically incorporated by reference into the Company's Registration Statement on Form S-3 (No. 333-187322), in accordance with the requirements of Item 601(b)(5) and Item 601(b)(8), respectively, of Regulation S-K.

(d) Exhibits.

Exhibit No. Exhibit Description

1.1 Equity Distribution Agreement, dated June 24, 2013, between Ladenburg Thalmann Financial Services Inc. and Mitsubishi UFJ Securities (USA), Inc., as representative of the Sales Agents listed on Schedule I thereto.

3.1 Articles of Amendment to Articles of Incorporation designating 3,000,000 additional shares of Ladenburg Thalmann Financial Services Inc.'s 8.00% of Series A Cumulative Redeemable Preferred Stock.

5.1 Opinion of Akerman Senterfitt, regarding validity of the securities to be issued.

23.1 Consent of Akerman Senterfitt (included in Exhibit 5.1).

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**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.

Ladenburg Thalmann Financial Services Inc.

*June 24, 2013*

By: *Brett H. Kaufman*

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*Name: Brett H. Kaufman*

*Title: Senior Vice President and Chief Financial Officer*

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Exhibit Index

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