

FEDERATED INVESTORS INC /PA/

Form 8-K/A

February 11, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Act of 1934

Date of Report (Date of earliest event reported): February 11, 2009 (December 1, 2008)

FEDERATED INVESTORS, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction

of incorporation)

001-14818
(Commission File Number)

Federated Investors Tower

Pittsburgh, Pennsylvania 15222-3779

25-1111467
(I.R.S. Employer

Identification No.)

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(Address of principal executive offices, including zip code)

(412) 288-1900

(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 (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))

Item 2.01 Completion of Acquisition or Disposition of Assets.

On December 2, 2008, Federated Investors, Inc. (Federated) filed under this item of Form 8-K its acquisition of Clover Capital Management, Inc. (Clover Capital). The Form 8-K filed on December 2, 2008 is being amended hereby as permitted by Item 9.01 Financial Statements and Exhibits to furnish the unaudited pro forma financial statements required pursuant to Article 11 of Regulation S-X (Amendment No. 1).

Item 9.01 Financial Statements and Exhibits.

(b) Pro forma financial information.

(i) The pro forma financial statements required pursuant to Article 11 of Regulation S-X are incorporated herein by reference to Exhibit 99.2, via Amendment No. 1 to the Registrant's Current Report on Form 8-K dated December 2, 2008.

(1) Unaudited Pro Forma Consolidated Balance Sheet as of September 30, 2008

(2) Unaudited Pro Forma Consolidated Statement of Income for the Nine Months Ended September 30, 2008

(3) Unaudited Pro Forma Consolidated Statement of Income for the Year Ended December 31, 2007

(4) Notes to Unaudited Pro Forma Consolidated Financial Statements

(d) Exhibits.

99.1 Press Release dated December 2, 2008 regarding Federated's acquisition of Clover Capital (incorporated by reference to Exhibit 99.1 to the December 2, 2008 Current Report on Form 8-K (File No. 001-14818))

99.2 Unaudited Pro Forma Consolidated Financial Statements (filed herewith)

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.

FEDERATED INVESTORS, INC.
(REGISTRANT)

Dated: February 11, 2009

By: /s/ Denis McAuley III
Denis McAuley III
Vice President and Principal Accounting Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1*	Press Release dated December 2, 2008 regarding Federated's acquisition of Clover Capital
99.2	Unaudited Pro Forma Consolidated Financial Statements

* Previously filed.