

STIFEL FINANCIAL CORP
Form 8-K
September 27, 2017

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 27, 2017

STIFEL FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

001-09305
(Commission

43-1273600
(IRS Employer

File Number)
501 N. Broadway, St. Louis, Missouri 63102-2188

Identification No.)

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(Address of principal executive offices and zip code)

(314) 342-2000

(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))

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 8.01 Other Events.

As previously disclosed, on July 1, 2016, Stifel Financial Corp. (the Company) completed the sale of Sterne Agee, LLC's legacy independent brokerage and clearing businesses to INTL FCStone Inc. pursuant to two separate stock purchase agreements dated June 24, 2016. Pursuant to the two stock purchase agreements, the Company sold Sterne Agee Financial Services, Inc.; Sterne Agee Clearing, Inc.; Sterne Agee & Leach, Inc.; Sterne Agee Asset Management, Inc.; and Sterne Agee Investment Advisor Services, Inc. (the Sterne Businesses) for cash consideration equal to approximately \$50 million.

In order to provide additional information regarding the sale of the Sterne Businesses, the Company is filing as Exhibit 99.1 hereto a pro forma statement of operations for the year ended December 31, 2016 giving pro forma effect to the sale of the Sterne Businesses as of the date indicated therein.

Item 9.01 Financial Statements and Exhibits.

(b) Pro forma financial information.

Attached as Exhibit 99.1 hereto and incorporated by reference is an unaudited pro forma consolidated statement of operations for the year ended December 31, 2016, giving pro forma effect to the sale of the Sterne Businesses.

(d) Exhibits.

| Exhibit Number | Description of Exhibit |
|-------------------|---|
| 99.1 | Unaudited Pro Forma Consolidated Statement of Operations. |

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|-------------------|--|
| 99.1 | <u>Unaudited Pro Forma Consolidated Statement of Operations.</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 27, 2017

By: /s/ James M. Zemlyak

Name: James M. Zemlyak

Title: *President and Chief Financial Officer*