

SCHWAB CHARLES CORP
Form 8-K
October 31, 2017

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): October 31, 2017

The Charles Schwab Corporation
(Exact name of registrant as specified in its charter)

Commission File Number: 1-9700

Delaware
(State or other jurisdiction

of incorporation)

211 Main Street, San Francisco, CA 94105

94-3025021
(I.R.S. Employer

Identification No.)

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(Address of principal executive offices, including zip code)

(415) 667-7000

(Registrant's telephone number, including area code)

N/A

(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))

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 3.03 Material Modification to Rights of Security Holders

On October 31, 2017, The Charles Schwab Corporation (the "Company") issued and sold 500,000 depositary shares ("Depositary Shares"), each representing a 1/100th ownership interest in a share of 5.00% fixed-to-floating rate non-cumulative perpetual preferred stock, Series F, \$0.01 par value, with a liquidation preference of \$100,000 per share (equivalent to \$1,000 per Depositary Share) (the "Series F Preferred Stock"). The Company filed a Certificate of Designations (the "Certificate of Designations") with the Secretary of State of the State of Delaware, establishing the voting rights, powers, preferences and privileges, and the relative, participating, optional or other rights, and the qualifications, limitations or restrictions thereof, of the Series F Preferred Stock on October 30, 2017. Holders of the Depositary Shares will be entitled to all proportional rights and preferences of the Series F Preferred Stock (including dividend, voting, redemption and liquidation rights).

Under the terms of the Series F Preferred Stock, the ability of the Company to pay dividends on, make distributions with respect to, or to repurchase, redeem or acquire its common stock or any preferred stock ranking on parity with or junior to the Series F Preferred Stock, is subject to restrictions in the event that the Company does not declare and either pay or set aside a sum sufficient for payment of dividends on the Series F Preferred Stock for the immediately preceding dividend period.

The terms of the Series F Preferred Stock are more fully described in the Certificate of Designations which is included as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

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

The Certificate of Designations became effective upon filing with the Secretary of State of the State of Delaware. The terms of the Series F Preferred Stock are more fully described in the Certificate of Designations which is included as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 8.01 Other Events

On October 25, 2017, the Company entered into an Underwriting Agreement (the "Underwriting Agreement") with Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Wells Fargo Securities, LLC, as the representatives of the several underwriters named therein (collectively, "Underwriters"), under which the Company agreed to sell to the Underwriters 500,000 shares of Depositary Shares, each representing a 1/100th ownership interest in a share of Series F Preferred Stock.

The Underwriting Agreement contains customary representations, warranties and agreements of the Company, conditions to closing, indemnification rights and obligations of the parties, and termination provisions. Under the terms of the Underwriting Agreement, the Company agreed to indemnify the Underwriters against certain specified types of liabilities, including liabilities under the Securities Act of 1933, as amended, and to contribute to payments the Underwriters may be required to make in respect of these liabilities.

The net proceeds of the offering of the 500,000 Depositary Shares were approximately \$492 million, after deducting underwriting discounts and commissions and estimated offering expenses. The offering was made pursuant to the prospectus supplement dated October 25, 2017 and the accompanying prospectus dated December 15, 2014, filed with the Securities and Exchange Commission pursuant to the Company's effective registration statement on Form S-3 (File No. 333-200939) (the "Registration Statement"). The following documents are being filed with this Current Report on Form 8-K and are incorporated by reference into the Registration Statement: (a) the Underwriting Agreement, (b) the Certificate of Designations to which the Form of Certificate Representing the Series F Preferred Stock is attached as

Exhibit A, (c) the Deposit Agreement, dated October 31, 2017, between the Company and

Wells Fargo Bank, N.A., as Depositary, to which the Form of Depositary Share Receipt is attached as Exhibit A and (d) a validity opinion with respect to the Depositary Shares and the Series F Preferred Stock.

Item 8.01 Other Events

On October 31, 2017, the Company issued a press release announcing that it will redeem on December 1, 2017, all of the outstanding shares of its 6.00% Non-Cumulative Perpetual Preferred Stock, Series B (Series B Preferred Stock) and the corresponding depositary shares, each representing a 1/40th interest in a share of Series B Preferred Stock. The redemption will be funded with the net proceeds from the Company's public offering of the Depositary Shares representing a 1/100th interest in a share of Series F Preferred Stock, which closed on October 31, 2017. A copy of the Company's press release containing such announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 1.1 Underwriting Agreement, dated October 25, 2017, by and among the Company and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Wells Fargo Securities, LLC, as the representatives of the several underwriters named therein.
- 3.1 Certificate of Designations of 5.00% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F, dated October 30, 2017, of the Company (including the form of 5.00% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F Certificate of the Company attached as Exhibit A thereto).
- 4.1 Deposit Agreement, dated October 31, 2017, between the Company and Wells Fargo Bank, N.A., as Depositary (including the form of Depositary Share Receipt attached as Exhibit A thereto).
- 5.1 Opinion of Arnold & Porter Kaye Scholer LLP, dated October 31, 2017.
- 23.1 Consent of Arnold & Porter Kaye Scholer LLP, dated October 31, 2017 (included in Exhibit 5.1).
- 99.1 Press release of The Charles Schwab Corporation dated October 31, 2017.

Signature(s)

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.

THE CHARLES SCHWAB CORPORATION

Date: October 31, 2017

By: /s/ Peter Crawford
Peter Crawford

Executive Vice President and Chief Financial Officer