

STIFEL FINANCIAL CORP  
Form 8-K  
June 10, 2015

**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): June 5, 2015**

**STIFEL FINANCIAL CORP.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-9305**  
**(Commission**  
  
**File Number)**  
**One Financial Plaza**

**43-1273600**  
**(IRS Employer**  
**Identification No.)**

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**501 North Broadway**

**St. Louis, Missouri 63102-2102**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code (314) 342-2000**

**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 (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 3.02. Unregistered Sales of Equity Securities.**

On June 5, 2015, Stifel Financial Corp. (the Company) closed its previously-announced acquisition of Sterne Agee Group, Inc. (Sterne Agee). In connection with the closing of this transaction, the Company will issue an aggregate of 1,419,964 shares of its common stock to former holders of Sterne Agee common stock, preferred stock and convertible debentures. These shares of Company common stock were issued based on a price per share of \$51.55, which was the closing price of the Company's common stock on the trading day prior to the day on which the merger agreement for the transaction was executed.

The shares of Company common stock are being offered to accredited investors pursuant to Rule 506 of regulation D of the Securities Act of 1933, as amended (the Securities Act).

**Item 8.01. Other Events.**

On June 5, 2015, the Company issued a press release announcing the closing of its acquisition of Sterne Agee. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

*The information contained in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, contains certain statements that may be deemed to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements in this report not dealing with historical results are forward-looking and are based on various assumptions. The forward-looking statements in this report are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in or implied by the statements. The material factors and assumptions that could cause actual results to differ materially from current expectations include, without limitation, the following: the inability to complete the transaction due to the failure to obtain requisite approvals of the transaction, including required regulatory approvals; the failure of the transaction to close for any other reason, or to close in a timely manner; the effect of the announcement of the strategic acquisition on the Company's or Sterne Agee's respective business relationships and business generally; or the possibility that the anticipated benefits of the strategic acquisition will not be realized, or will not be realized within the expected time period. The Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made. The Company disclaims any intent or obligation to update these forward-looking statements.*

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit Number | Description of Exhibit            |
|----------------|-----------------------------------|
| 99.1           | Press Release dated June 5, 2015. |

**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

Date: June 10, 2015

By: /s/ Ronald J. Kruszewski

Name: Ronald J. Kruszewski

Title: *Chairman and Chief Executive Officer*

**EXHIBIT INDEX**

| Exhibit<br>Number | Description of Exhibit            |
|-------------------|-----------------------------------|
| 99.1              | Press Release dated June 5, 2015. |