

STIFEL FINANCIAL CORP  
Form 8-K  
June 15, 2016

**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 15, 2016**

**STIFEL FINANCIAL CORP.**

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

**Delaware**  
**(State of incorporation)**

**001-09305**  
**(Commission File Number)**

**43-1273600**  
**(IRS Employer**

**Identification No.)**

**One Financial Plaza**

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**501 North Broadway**

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

**(Address of principal executive offices, including zip code)**

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

**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 (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 5.07 Submission of Matters to a Vote of Security Holders.**

The 2016 Annual Meeting (the Annual Meeting ) of Stifel Financial Corp. (the Company ) was held on June 15, 2016 to (i) elect six members of the Board of Directors; (ii) approve, on an advisory basis, the compensation of the named executive officers of the Company, as disclosed in the Company s Proxy Statement; (iii) approve the declassification of the Board of Directors; (iv) approve amendments to 2001 Incentive Stock Plan (2011 Restatement) and to the Equity Incentive Plan for Non-Employee Directors (2008 Restatement), as disclosed in the Company s Proxy Statement; and (v) ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm.

As of April 18, 2016, the record date for the Annual Meeting, there were 66,453,042 shares of common stock outstanding and entitled to vote. At the Annual Meeting, 64,217,711 shares of common stock were represented in person or by proxy, constituting a quorum.

The final results for the proposals voted on at the Annual Meeting are set forth below:

*Proposal I* Election of Six Directors:

The Company s shareholders elected six Class III directors to hold office until the 2019 annual meeting of shareholders or until their respective successors are elected and qualified or until their earlier death, resignation or removal. The following table shows the results of the shareholders votes:

	<b>For</b>	<b>Withhold Authority</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
<b>Nominees for Class III:</b>				
Michael W. Brown	57,745,439	2,719,104		3,753,168
John P. Dubinsky	58,473,603	1,990,940		3,753,168
Robert E. Grady	58,938,039	1,526,504		3,753,168
Thomas B. Michaud	53,292,901	7,171,642		3,753,168
James M. Oates	57,254,080	3,210,463		3,753,168
Ben A. Plotkin	54,659,450	5,805,093		3,753,168

*Proposal II* To approve, on an advisory basis, the compensation of the named executive officers of the Company, as disclosed in the Proxy Statement:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
58,540,243	1,399,681	524,619	3,753,168

*Proposal III* To approve the declassification of the Board of Directors:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
59,976,108	342,944	145,491	3,753,168

*Proposal IV* To approve amendments to 2001 Incentive Stock Plan (2011 Restatement) and to the Equity Incentive Plan for Non-Employee Directors (2008 Restatement), as disclosed in the Proxy Statement:

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<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
37,755,124	22,581,401	128,018	3,753,168

*Proposal V* To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2016:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
62,619,101	1,547,226	51,384	

**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: June 15, 2016

By: /s/ Ronald J. Kruszewski

Name: Ronald J. Kruszewski

Title: *Chairman and Chief Executive Officer*