

STIFEL FINANCIAL CORP  
Form 8-K  
October 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): October 27, 2017**

**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**  
**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**

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))

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 October 4, 2017, Stifel Financial Corp. (the Company) completed the sale of \$200,000,000 aggregate principal amount of the Company's 5.20% Senior Notes due 2047 (the Notes), pursuant to an Underwriting Agreement dated as of September 27, 2017, among the Company and Keefe, Bruyette & Woods, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the underwriters named in Schedule A thereto (the Underwriters). On October 27, 2017, the Company completed the sale of an additional \$25,000,000 aggregate principal amount of Notes (the Option Notes), pursuant to the Underwriters exercise of a portion of their over-allotment option to purchase additional Notes.

In connection with the offering of the Option Notes, the Company is filing this Current Report on Form 8-K to add as an exhibit to the Registration Statement the opinion of counsel with respect to the status of the Option Notes as binding obligations (Exhibit 5.1 to this Current Report on Form 8-K).

**Item 9.01 Exhibits.**

*(d) Exhibits.*

Exhibit No.	Description of Exhibit
5.1	Opinion of Bryan Cave LLP.
23.1	Consent of Bryan Cave LLP (included in Exhibit 5.1).

**EXHIBIT INDEX**

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**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: October 27, 2017

By: /s/ James M. Zemlyak  
James M. Zemlyak  
*President and Chief Financial Officer*