

STIFEL FINANCIAL CORP  
Form 8-K/A  
December 29, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant To Section 13 OR 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 18, 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**

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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))

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.

### EXPLANATORY NOTE

This Current Report on Form 8-K/A is being filed as an amendment (the Amendment ) to the Current Report on Form 8-K filed by Stifel Financial Corp. (the Company ) on December 22, 2017 (the Original 8-K ). The Original 8-K was filed to describe the modification of certain compensatory arrangements with selected employees by the Company.

The sole purpose of this Amendment is to disclose the amounts payable to each of Messrs. Kruszewski, Zemlyak, Nesi, Mulroy and Michaud that had not yet been determined as of the date of the Original 8-K. No other changes are being made to the Original 8-K.

#### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On December 27, 2017, the Compensation Committee of the Board of Directors approved the: (a) acceleration of the vesting of \$600,000, \$332,833, \$500,500, \$245,333, and \$234,667 in debentures owned by Messrs. Kruszewski, Zemlyak, Nesi, Mulroy, and Michaud, respectively; and (b) issuance of 53,281, 70,773, 77,853, 61,289, and 28,321 shares of restricted stock to Messrs. Kruszewski, Zemlyak, Nesi, Mulroy, and Michaud, respectively (with appropriate reduction in the number of shares issued to pay tax withholding obligations).

**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: December 29, 2017

By: /s/ James M. Zemlyak

Name: James M. Zemlyak

Title: *President and Chief Financial Officer*