

RAYMOND JAMES FINANCIAL INC  
Form 10-K  
November 25, 2014  
Index

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the fiscal year ended September 30, 2014

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 1-9109

RAYMOND JAMES FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction of  
incorporation or organization)

880 Carillon Parkway, St. Petersburg,  
Florida

(Address of principal executive offices)

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock, \$.01 Par Value

6.90% Senior Notes Due 2042

Securities registered pursuant to Section 12(g) of the Act:

No. 59-1517485

(I.R.S. Employer  
Identification No.)

33716

(Zip Code)

(727) 567-1000

Name of each exchange on which registered

New York Stock Exchange

New York Stock Exchange

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the  
Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the  
Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was  
required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any,  
every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section  
232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and  
post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained  
herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements  
incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Edgar Filing: RAYMOND JAMES FINANCIAL INC - Form 10-K

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  x

Accelerated filer  o

Non-accelerated filer  o

Smaller reporting company  o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  o No  x

As of March 31, 2014, the aggregate market value of the registrant’s common stock held by non-affiliates of the registrant computed by reference to the price at which the common stock was last sold was \$6,988,823,309.

The number of shares outstanding of the registrant’s common stock as of November 21, 2014 was 141,552,219.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive Proxy Statement to be delivered to shareholders in connection with the Annual Meeting of Shareholders to be held February 19, 2015 are incorporated by reference into Part III.

---

RAYMOND JAMES FINANCIAL, INC.  
TABLE OF CONTENTS

	PAGE
PART I.	
Item 1. Business	<u>3</u>
Item 1A. Risk factors	<u>15</u>
Item 1B. Unresolved staff comments	<u>28</u>
Item 2. Properties	<u>28</u>
Item 3. Legal proceedings	<u>29</u>
PART II.	
Item 5. Market for registrant's common equity, related shareholder matters and issuer purchases of equity securities	<u>30</u>
Item 6. Selected financial data	<u>32</u>
Item 7. Management's discussion and analysis of financial condition and results of operations	<u>33</u>
Item 7A. Quantitative and qualitative disclosures about market risk	<u>77</u>
Item 8. Financial statements and supplementary data	<u>91</u>
Item 9. Changes in and disagreements with accountants on accounting and financial disclosure	<u>190</u>
Item 9A. Controls and procedures	<u>190</u>
Item 9B. Other information	<u>193</u>
PART III.	
Item 10. Directors, executive officers and corporate governance	<u>193</u>
Item 11. Executive compensation	<u>193</u>
Item 12. Security ownership of certain beneficial owners and management and related shareholder matters	<u>193</u>
Item 13. Certain relationships and related transactions, and director independence	<u>193</u>
Item 14. Principal accountant fees and services	<u>193</u>
PART IV.	
Item 15. Exhibits and financial statement schedules	<u>193</u>
Signatures	<u>197</u>

Index

PART I

Item 1. BUSINESS

Raymond James Financial, Inc. (“RJF” or the “Company”) is a leading diversified financial services company headquartered in St. Petersburg, Florida providing private client, capital markets, asset management, banking and other services to individuals, corporations and municipalities predominantly in the United States of America (“U.S.”) and Canada. Its principal subsidiaries include Raymond James & Associates, Inc. (“RJ&A”), Raymond James Financial Services, Inc. (“RJFS”), Raymond James Financial Services Advisors, Inc. (“RJFSA”), Raymond James Ltd. (“RJ Ltd.”), Eagle Asset Management, Inc. (“Eagle”), and Raymond James Bank, N.A. (“RJ Bank”). All of these subsidiaries are wholly owned by RJF. RJF and its subsidiaries are hereinafter collectively referred to as “our,” “we” or “us.”

Established in 1962 and public since 1983, RJF has been listed on the New York Stock Exchange since 1986 under the symbol “RJF”. As a financial holding company, RJF is subject to the oversight and periodic examination of the Board of Governors of the Federal Reserve System (the “Fed”).

PRINCIPAL SUBSIDIARIES

Our principal subsidiary, RJ&A, with approximately 350 traditional branch and satellite offices throughout the U.S, is one of the largest brokerage firms in the country. RJ&A is a self-clearing broker-dealer engaged in most aspects of securities distribution, trading, investment banking and asset management. RJ&A also offers financial planning services for individuals and provides clearing services for RJFS, RJFSA, other affiliated entities and several unaffiliated broker-dealers. RJ&A is a member of the New York Stock Exchange Euronext (“NYSE”) and most regional exchanges in the U.S. It is also a member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investors Protection Corporation (“SIPC”).

RJFS is one of the largest independent contractor brokerage firms in the U.S., is a member of FINRA and SIPC, but is not a member of any exchanges. Financial advisors affiliated with RJFS may offer their clients all products and services offered through RJ&A including investment advisory products and services which are offered through its affiliated registered investment advisor, RJFSA. Both RJFS and RJFSA clear all of their business on a fully disclosed basis through RJ&A.

RJ Ltd. is a Canadian broker-dealer subsidiary which engages in both retail and institutional distribution and investment banking. RJ Ltd. is a member of the Toronto Stock Exchange (“TSX”) and the Investment Industry Regulatory Organization of Canada (“IIROC”). Its U.S. broker-dealer subsidiary is a member of FINRA and SIPC.

Eagle is a registered investment advisor serving as the discretionary manager for individual and institutional equity and fixed income portfolios and our internally sponsored mutual funds.

RJ Bank originates and purchases commercial and industrial (“C&I”) loans, commercial and residential real estate loans, tax-exempt loans, as well as securities based loans (“SBL”), all of which are funded primarily by cash balances swept from the investment accounts of our broker-dealer subsidiaries’ clients.

REPORTABLE SEGMENTS

We currently operate through five reportable segments: “Private Client Group” or “PCG”; “Capital Markets”; “Asset Management”; RJ Bank and the “Other” segment.

PRIVATE CLIENT GROUP

We provide securities transaction and financial planning services to more than 2.5 million client accounts through the branch office systems of RJ&A, RJFS, RJFSA, RJ Ltd. and in the United Kingdom (“UK”) through Raymond James Investment Services Limited (“RJIS”). Our financial advisors offer a broad range of investments and services, including both third party and proprietary products, and a variety of financial planning services. We charge sales commissions or asset-based fees for investment services we provide to our Private Client Group clients based on established schedules. Varying discounts may be given, generally based upon the client’s level of business, the trade size, service level provided, and other relevant factors. In fiscal year 2014, the portion of securities commissions and fee revenues from this segment that we consider recurring include asset-based fees, trailing commissions from mutual funds and variable annuities/insurance products, mutual fund services fees, fees earned on funds in our multi-bank sweep program, and interest income, and represented approximately 72% of the Private Client Group’s total revenues.

3

---

## Index

Revenues of this segment are correlated with total client assets under administration. As of September 30, 2014, client assets under administration of our Private Client Group amounted to approximately \$451 billion.

We offer investment advisory services under various financial advisor affiliation options. Fee revenues for such services are computed as either a percentage of the assets in the client account, or a flat periodic fee charged to the client for investment advice. RJ&A advisors operate under the RJ&A registered investment advisor (“RIA”) license while independent contractors affiliated with RJFS may operate either under their own RIA license, or the RIA license of RJFSA. The investment advisory fee revenues associated with these activities are recorded within securities commissions and fee revenues on our consolidated financial statements. Refer to the securities commissions and fees section of our summary of significant accounting policies in Note 2 of the Notes to Consolidated Financial Statements in this Form 10-K for our accounting policies on presenting these revenues in our consolidated financial statements.

The majority of our U.S. financial advisors are also licensed to sell insurance and annuity products through our general insurance agency, Raymond James Insurance Group, Inc. (“RJIG”). Through the financial advisors of our domestic broker-dealer subsidiaries, RJIG provides product and marketing support for a broad range of insurance products, principally fixed and variable annuities, life insurance, disability insurance and long-term care coverage.

Our U.S. financial advisors offer a number of professionally managed load mutual funds, as well as a selection of no-load mutual funds. RJ&A and RJFS maintain dealer sales agreements with most major distributors of mutual fund shares sold through broker-dealers.

Net interest revenue in the Private Client Group is generated by client balances, predominantly the earnings on margin loans and assets segregated pursuant to regulations, less interest paid on client cash balances (the “Client Interest Program”). We also utilize a multi-bank sweep program which generates fee revenue from unaffiliated banks in lieu of interest revenue. The cash sweep program, known as the Raymond James Bank Deposit Program (“RJBDP”), is a multi-bank (RJ Bank and several non-affiliated banks) program under which clients’ cash deposits in their brokerage accounts are re-deposited into interest-bearing deposit accounts (up to \$250,000 per bank for individual accounts and up to \$500,000 for joint accounts) at up to 12 banks. This program enables clients to obtain up to \$2.5 million in individual Federal Deposit Insurance Corporation (“FDIC”) deposit insurance coverage (\$5 million for joint accounts) while earning competitive rates for their cash balances. See Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in this report for information regarding our net interest revenues.

Clients’ transactions in securities are affected on either a cash or margin basis. RJ&A and RJ Ltd. make margin loans to clients that are collateralized by the securities purchased or by other securities owned by the client. Interest is charged to clients on the amount borrowed. The interest rate charged to a client on a margin loan is based on current interest rates and on the outstanding amount of the loan.

Typically, broker-dealers utilize bank borrowings and equity capital as the primary sources of funds to finance clients’ margin account borrowings. RJ&A’s source of funds to finance clients’ margin account balances has been cash balances in brokerage clients’ accounts, which are funds awaiting investment. In addition, pursuant to written agreements with clients, broker-dealers are permitted by the Securities and Exchange Commission (“SEC”) and FINRA rules to lend client securities in margin accounts to other financial institutions. SEC regulations, however, restrict the use of clients’ funds derived from pledging and lending clients’ securities, as well as funds awaiting investment, to the financing of margin account balances; to the extent not so used, such funds are required to be deposited in a special segregated account for the benefit of clients. The regulations also require broker-dealers, within designated periods of time, to obtain possession or control of, and to segregate, clients’ fully paid and excess margin securities.

No single client accounts for a material percentage of this segment’s total business.

Raymond James & Associates

RJ&A is a full service broker-dealer that employs financial advisors throughout the U.S. RJ&A's financial advisors work in a traditional branch setting supported by local management and administrative staff. The number of financial advisors per office ranges from one to 43. RJ&A financial advisors are employees and their compensation includes commission payments, bonuses, and participation in the firm's benefit plans. Experienced financial advisors are hired from a wide variety of competitors. As a part of their agreement to join us we may make loans to financial advisors and to certain key revenue producers, primarily for recruiting and/or retention purposes. In addition, individuals are trained each year to become financial advisors at the Robert A. James National Training Center in St. Petersburg, Florida.

## Index

### Raymond James Financial Services

RJFS is a broker-dealer that supports independent contractor and bank-affiliated financial advisors in providing products and services to their Private Client Group clients throughout the U.S. The number of financial advisors in RJFS offices ranges from one to 42. Independent contractors are responsible for all of their direct costs and, accordingly, are paid a larger percentage of commissions and fees than employee advisors. They are permitted to conduct, on a limited basis, certain other approved businesses outside of their RJFS activities such as offering insurance products, independent registered investment advisory services and accounting and tax services, among others, with the approval of RJFS management.

The Financial Institutions Division (“FID”) is a subdivision of RJFS, which provides services to financial institutions such as banks, thrifts and credit unions, and their clients. RJFS also provides custodial, trading, research and other back office support and services (including access to clients’ account information and the services of the Asset Management segment) to unaffiliated independent registered investment advisors through its Investment Advisor Division (“IAD”).

### Raymond James Financial Services Advisors

RJFSA is a registered investment advisor that exclusively supports the investment advisory activities of the RJFS financial advisors.

### Raymond James Ltd.

RJ Ltd. is a wholly owned self-clearing broker-dealer subsidiary headquartered in Canada with its own operations and information processing personnel. Financial advisors can affiliate with RJ Ltd. either as employees or independent contractors.

### Raymond James Investment Services Limited

RJIS is a wholly owned broker-dealer that operates an independent contractor financial advisor network in the United Kingdom. RJIS also provides custodial and execution services to independent investment advisory firms.

### Securities Lending

RJ&A conducts its securities lending business through the borrowing and lending of securities from and to other broker-dealers, financial institutions and other counterparties. Generally, we conduct these activities as an intermediary (referred to as “Matched Book”). However, RJ&A will also loan client marginable securities held in a margin account containing a debit (referred to as lending from the “Box”) to counterparties. The borrower of the securities puts up a cash deposit on which interest is earned. The lender in turn receives cash and pays interest. These cash deposits are adjusted daily to reflect changes in the current market value of the underlying securities. Additionally, securities are borrowed from other broker-dealers (referred to as borrowing for the “Box”) to facilitate RJ&A’s clearance and settlement obligations. The net revenues of this securities lending business are the interest spreads generated.

### Operations and Information Technology

RJ&A operations personnel are responsible for the processing of securities transactions, custody of client securities, support of client accounts, receipt, identification and delivery of funds and securities, and compliance with certain regulatory and legal requirements for most of our U.S. securities brokerage operations through locations in Saint



Petersburg, Florida, Denver, Colorado, Memphis, Tennessee and Southfield, Michigan. RJ Ltd. operations personnel have similar responsibilities at our Canadian brokerage operations located in Vancouver, British Columbia.

The information technology department develops and supports the integrated solutions that provide a differentiated platform for our business. This platform is designed to allow our advisors to spend more time with their clients and enhance and grow their business.

In the area of information security, we have developed and implemented a framework of principles, policies and technology to protect both our own information assets as well as those we have pertaining to our clients. Safeguards are applied to maintain the confidentiality, integrity and availability of information resources.

Our business continuity program has been developed to provide reasonable assurance of business continuity in the event of disruptions at our critical facilities. Business departments have developed operational plans for such disruptions, and we have a staff which devotes their full time to monitoring and facilitating those plans. Our business continuity plan continues to be enhanced

## Index

and tested to allow for continuous business processing in the event of weather-related or other interruptions of operations at our corporate office locations or one of our operations processing or data center sites.

We have also developed a business continuity plan for our PCG retail branches in the event these branches are impacted by severe weather. RJ&A PCG offices utilize an integrated telephone system to route clients to a centralized support center that services clients directly in the event of a branch office closure.

## CAPITAL MARKETS

Capital Markets activities consist primarily of equity and fixed income products and services. No single client accounts for a material percentage of this segment's total business.

### Institutional Sales

Institutional sales commissions account for a significant portion of this segment's revenue, which is fueled by a combination of general market activity and the Capital Markets group's ability to identify and promote attractive investment opportunities. Our institutional clients are serviced by institutional equity departments of RJ&A and RJ Ltd.; the RJ&A fixed income department; RJ&A's European offices; Raymond James Financial International, Ltd., ("RJFI") an institutional UK broker-dealer headquartered in London, England; and Raymond James European Securities, Inc., ("RJES") headquartered in Paris, France. We charge commissions on equity transactions based on trade size and the amount of business conducted annually with each institution. Fixed income commissions are based on trade size and the characteristics of the specific security involved.

More than 115 domestic and overseas professionals located in offices in the U.S. and Europe comprise RJ&A's institutional equity sales and sales trading departments and maintain relationships with nearly 1,430 institutional clients. Some European and U.S. offices also provide services to high net worth clients. RJ Ltd. has over 30 institutional equity sales and trading professionals servicing predominantly Canadian, U.S. and European institutional investors from offices in Canada.

From offices in various locations within the U.S., RJ&A distributes to institutional clients both taxable and tax-exempt fixed income products, primarily municipal, corporate, government agency and mortgage-backed bonds. RJ&A carries inventory positions of taxable and tax-exempt securities to facilitate institutional sales activities.

### Trading

RJ&A, and to a much lesser extent RJ Ltd. and RJFI, each trade both taxable and tax-exempt fixed income securities primarily for the purpose of facilitating sales to clients. The taxable and tax-exempt fixed income traders purchase and sell corporate, municipal, government, government agency, and mortgage-backed bonds, asset-backed securities, preferred stock, and certificates of deposit from and to our clients or other dealers. RJ&A enters into future commitments such as forward contracts and "to be announced" securities (e.g., securities having a stated coupon and original term to maturity, although the issuer and/or the specific pool of mortgage loans is not known at the time of the transaction). Relatively small amounts of proprietary trading positions are also periodically taken by RJ&A or RJ Ltd. for various purposes and are closely monitored within well-defined limits.

RJ&A, through its fixed income public finance operations, enters into forward commitments to purchase Government National Mortgage Association ("GNMA"), or Federal National Mortgage Association ("FNMA"), mortgage back securities ("MBS"). The MBS securities are issued on behalf of various state and local housing finance agencies ("HFA") clients and consist of the mortgages originated through their lending programs. RJ&A's forward GNMA or FNMA MBS purchase commitments arise at the time of the loan reservation for a borrower in the HFA lending program

(these loan reservations fix the terms of the mortgage, including the interest rate and maximum principal amount). The underlying terms of the GNMA or FNMA MBS purchase, including the price for the MBS security (which is dependent upon the interest rates associated with the underlying mortgages) are also fixed at loan reservation. Upon acquisition of the MBS security, RJ&A typically sells such security in open market transactions as part of its fixed income operations.

RJ Capital Services, Inc. ("RJCS"), a subsidiary of RJF, participates in the interest rate swaps market as a principal, either to economically hedge RJ&A fixed income inventory, for transactions with clients, or to a limited extent for its own account. RJCS also purchases pools of interest-only SBA loan strips ("I/O Strips") that result from RJ Bank's SBA loan purchase and securitization process, and sells these I/O Strips as part of our fixed income operations.

Trading equity securities involves the purchase and sale of securities from and to our clients or other dealers. Trading profits and losses are derived from the spreads between bid and asked prices, as well as the change in market prices for the individual securities during the period we hold them. Similar to the equity research department described in the following section, this

## Index

operation serves to support both our institutional equity capital markets and Private Client Group sales efforts. RJ&A also offers an options trading platform that is operated primarily on an agency basis. The RJ Ltd. trading desks not only support client activity, but also take proprietary positions that are closely monitored within well-defined limits. RJ Ltd. also provides specialist services in approximately 160 TSX listed common stocks.

### Equity Research

The more than 50 analysts in RJ&A's domestic research department support our institutional and retail sales efforts and publish research on more than 1,000 companies. This research primarily focuses on U.S. and Canadian companies in specific industries including consumer, energy, financial services, healthcare, industrial, mining and natural resources, real estate, technology, and communication and transportation. Proprietary industry studies and company-specific research reports are made available to both institutional and individual clients. RJ Ltd. has 16 analysts who publish research on approximately 230 primarily Canadian companies focused in the energy, energy services, mining, forest products, agricultural, technology, clean technology, consumer and industrial products, and real estate sectors. Additionally, we provide coverage of a limited number of European companies through RJES, as well as Latin American companies through a joint venture in which we hold an interest.

### Investment Banking

The more than 150 professionals of RJ&A's equity capital markets investment banking group reside in various locations within the U.S. and are involved in a variety of activities including public and private equity financing for corporate clients, and merger and acquisition advisory services. RJ Ltd.'s investment banking group consists of approximately 30 professionals who reside in various locations within Canada and provide equity financing and financial advisory services to corporate clients. Our investment banking activities provide a comprehensive range of strategic and financial advisory services tailored to our clients' business life cycles and backed by our strategic industry focus.

RJ&A's fixed income investment banking services include public finance and debt underwriting activities. More than 180 professionals in the RJ&A public finance group operate out of various offices located throughout the U.S., and serve as a financial advisor, placement agent or underwriter to various issuers who include municipal agencies (including political subdivisions), housing developers and non-profit health care institutions.

RJ&A acts as a consultant, underwriter or selling group member for corporate bonds, MBS, whole loans, agency bonds, preferred stock and unit investment trusts. When underwriting new issue securities, RJ&A agrees to purchase the issue through a negotiated sale or submits a competitive bid.

Raymond James Financial Products, Inc. or Morgan Keegan Capital Services, LLC, both being non-broker-dealer subsidiaries (collectively referred to as the Raymond James matched book swap subsidiaries or "RJSS"), enter into derivative transactions, including interest rate swaps, options, and combinations of those instruments, primarily with government entities and not-for-profit counterparties. For every derivative transaction RJSS enters into with a client, RJSS enters into an offsetting derivative transaction with a credit support provider who is a third party financial institution. Thus, we refer to RJSS's operations as our "matched book" derivatives business.

### Syndicate

The syndicate department consists of professionals who coordinate the marketing, distribution, pricing and stabilization of lead and co-managed equity underwritings. In addition to lead and co-managed offerings, this department coordinates the firm's syndicate and selling group activities in transactions managed by other investment banking firms.

Raymond James Tax Credit Funds, Inc.

Raymond James Tax Credit Funds, Inc. (“RJTCF”) is the general partner or managing member in a number of limited partnerships and limited liability companies. These partnerships and limited liability companies invest in real estate project entities that qualify for tax credits under Section 42 of the Internal Revenue Code. RJTCF has been an active participant in the tax credit program since its inception in 1986 and currently focuses on tax credit funds for institutional investors that invest in a portfolio of tax credit-eligible multi-family apartments. The investors’ expected returns on their investments in these funds are primarily derived from tax credits and tax losses that investors can use to reduce their federal tax liability. During fiscal year 2014, RJTCF invested nearly \$665 million for large institutional investors in more than 80 real estate transactions for properties located throughout the U.S. Since inception, RJTCF has sold, inclusive of unfunded commitments, over \$5.4 billion of tax credit fund partnership interests and has sponsored nearly 100 tax credit funds, with investments in over 1,650 tax credit apartment properties in nearly all 50 states and one U.S. Territory.

## Index

### Emerging Markets

Raymond James International Holdings, Inc. (“RJIH”), through its subsidiaries, currently has interests in operations in Latin American countries including Argentina and Uruguay. Through these entities we operate securities brokerage, investment banking, asset management and equity research businesses.

### ASSET MANAGEMENT

Our Asset Management segment includes the operations of Eagle, the Eagle Family of Funds (“Eagle Funds”), the asset management operations of RJ&A (“AMS”), Raymond James Trust, National Association (“RJ Trust”), a wholly owned subsidiary of RJF, and other fee-based programs. Revenues for this segment are primarily generated by the investment advisory fees related to asset management services provided for individual and institutional investment portfolios, along with mutual funds. Investment advisory fees are earned on assets held in managed or non-discretionary asset-based programs. These fees are computed based on balances either at the beginning of the quarter, the end of the quarter, or average daily assets. Consistent with industry practice, fees from private client investment portfolios are typically based on asset values at the beginning of the period while institutional fees are typically based on asset values at the end of the period. Asset balances are impacted by both the performance of the market and sales and redemptions of client accounts/funds. Rising markets have historically had a positive impact on investment advisory fee revenues as existing accounts increase in value, and individuals and institutions may commit incremental funds in rising markets. No single client accounts for a material percentage of this segment’s total business.

#### Eagle Asset Management, Inc.

Eagle is a registered investment advisor that offers a variety of equity and fixed income objectives managed by a number of portfolio management teams and subsidiary investment advisors, including Eagle Boston Investment Management, Inc. (“EBIM”) and ClariVest Asset Management, LLC (“ClariVest”). Eagle and its subsidiaries have approximately \$28.8 billion in assets under management and approximately \$2.4 billion in assets under advisement (non-discretionary advised assets) as of September 30, 2014. Eagle’s clients include institutions, corporations, pension and profit sharing plans, foundations, endowments, issuers of variable annuities, individuals and mutual funds. Eagle also serves as investment advisor to the Eagle Funds. Most clients are charged fees based upon asset levels including fees on non-discretionary assets for providing Eagle account models to professional advisors at other firms, however in some cases performance fees may be earned for outperforming respective benchmarks.

Eagle Fund Distributors, Inc. (“EFD”), a wholly owned subsidiary of Eagle, is a registered broker-dealer engaged in the distribution of the Eagle Funds.

The Small Cap Growth Fund, Mid Cap Growth Fund, Growth and Income Fund, Small Cap Stock Fund, Mid Cap Stock Fund, and Investment Grade Bond Fund are managed by Eagle. The Capital Appreciation Fund and International Stock Fund utilize ClariVest as a sub-advisor, and the Eagle Smaller Company Fund is managed by EBIM.

Eagle class shares of both a taxable and a tax-exempt money market fund are available to clients of Eagle Funds through an unrelated third party.

#### AMS

AMS provides a range of offerings to our PCG clients including: managing several investment advisory programs which maintain an approved list of investment managers, provide asset allocation model portfolios, establish custodial

facilities, monitor the performance of client accounts, provide clients with accounting and other administrative services, and assist investment managers with certain trading management activities. One of AMS' programs, "Raymond James Consulting Services" is a managed program in which Raymond James Consulting Services serves as a conduit for AMS clients to access a number of independent investment managers, in addition to Eagle, with initial investment amounts that are below normal program minimums, as well as providing monitoring and due diligence services. AMS earns fees on asset balances, a portion of which are paid to predominately independent investment managers and Eagle and affiliates who direct the investments within clients' accounts. In addition, AMS offers additional accounts managed within fee based asset allocation platforms under our program known as Freedom, and other managed programs. Freedom's investment committee manages portfolios of mutual funds, exchange traded funds and separately managed account models on a discretionary basis. For separately managed account models a portion of the fees earned may be paid to the investment managers who provide the models. At September 30, 2014, these managed programs had approximately \$40.6 billion in assets under management, including approximately \$4.8 billion managed by Eagle and affiliates.

## Index

AMS also provides certain services for their non-discretionary asset-based programs (known as Passport, Ambassador or other non-discretionary asset-based programs). AMS provides performance reporting, research, sales, accounting, trading and other administrative services. Advisory services are provided by PCG financial advisors. Client fees are based on the individual account or relationship size and may also be dependent on the type of securities in the accounts. The revenues are predominantly included in securities commissions and fees revenue in the PCG segment, with a lesser share of revenue generated from these activities included in investment advisory fee revenue in this Asset Management segment. As of September 30, 2014, these programs had approximately \$78.9 billion in assets. RJFS and RJFSA offer a similar fee-based program known as IMPAC (“IMPAC”). All revenues for IMPAC are reported in the PCG segment. As of September 30, 2014, IMPAC had approximately \$12.8 billion in assets serviced by RJFS financial advisors and RJFSA registered investment advisors (see the Private Client Group segment discussion in this Item 1 for additional information).

In addition to the foregoing programs, AMS also administers managed fee-based programs for clients who have contracted for portfolio management services from non-affiliated investment advisors that are not part of the Raymond James Consulting Services program.

### Raymond James Trust, National Association

RJ Trust is a nationally chartered trust company regulated by the Office of the Comptroller of the Currency (“OCC”), that has been serving the clients of our financial advisors since 1991. With nearly 90 trust associates and six offices across the U.S., RJ Trust administers approximately \$3.4 billion in personal and charitable trust assets as of September 30, 2014, which includes \$247 million in the Raymond James Charitable Endowment Fund. The Raymond James Charitable Endowment Fund is a certified 501(c)(3) public charity where RJ Trust serves as trustee. In addition to acting as a sole-trustee or co-trustee, under its federal charter RJ Trust may also act as custodian, personal representative or agent for trustee in a wide variety of trust and estate situations in all 50 states. RJ Trust also serves as trustee in living trusts, charitable trusts, life insurance trusts, specialty trusts, Individual Retirement Account (“IRA”) rollover trusts and others.

### RJ BANK

RJ Bank is a national bank regulated by the OCC that provides corporate, SBL and residential loans, as well as FDIC insured deposit accounts, to clients of our broker-dealer subsidiaries and to the general public. RJ Bank is active in corporate loan syndications and participations. RJ Bank generates net interest revenue principally through the interest income earned on loans and investments, which is offset by the interest expense it pays on client deposits and on its borrowings. See Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in this report for financial information regarding RJ Bank’s net interest earnings.

RJ Bank operates from a single branch location adjacent to RJF’s corporate office complex in St. Petersburg, Florida. Access to RJ Bank’s products and services is available nationwide through the offices of our affiliated broker-dealers as well as through electronic banking services. RJ Bank’s assets include C&I loans, commercial and residential real estate loans, tax-exempt loans, as well as loans fully collateralized by marketable securities. Corporate loans represent approximately 75% of RJ Bank’s loan portfolio of which 95% are U.S. and Canadian syndicated loans. Residential mortgage loans are originated and held for investment or sold in the secondary market. RJ Bank’s liabilities primarily consist of deposits that are cash balances swept from the investment accounts maintained at RJ&A.

RJ Bank does not have any significant concentrations with any one industry or customer (see table of industry concentration in Item 7A, “Credit Risk” in this report).



OTHER

This segment includes our principal capital and private equity activities as well as various corporate overhead costs of RJF including the interest cost on our public debt, and the acquisition and integration costs associated with our acquisitions including, most significantly in fiscal years 2013 and 2012, Morgan Keegan (as hereinafter defined below, see Note 3 of the Notes to Consolidated Financial Statements in this Form 10-K for additional information regarding this acquisition).

Our principal capital and private equity activities include various direct and third party private equity and merchant banking investments; employee investment funds (the "Employee Funds"); and various private equity funds which we sponsor.

9

---

## Index

We participate in profits or losses from various investments through both general and limited partnership interests. Additionally, we realize profits or incur losses as a result of direct merchant banking investments. The Employee Funds are limited partnerships, some of which we are the general partner, that invest in our merchant banking and private equity activities and other unaffiliated venture capital limited partnerships. The Employee Funds were established as compensation and retention vehicles for certain of our qualified key employees. As of September 30, 2014, certain of our merchant banking investments include investments in a manufacturer of crime investigation and forensic supplies, an event photography business, and a company pursuing a new concept in the salon services market.

On April 2, 2012 (the “Closing Date”), RJF completed its acquisition of all of the issued and outstanding shares of Morgan Keegan & Company, Inc. (“MK & Co.”), and MK Holding, Inc. and certain of its affiliates (collectively referred to hereinafter as “Morgan Keegan”) from Regions Financial Corporation (“Regions”). In mid-February 2013, we completed the transfer of all of the active businesses of MK & Co. to RJ&A. At the time of its acquisition, MK & Co. was a clearing broker-dealer, headquartered in Memphis, Tennessee. After the transfers of its businesses to RJ&A and effective September 2013, MK & Co. became a special purpose broker-dealer. In July 2013, MK & Co. formally changed its legal form from a corporation to a limited liability company, and is now known as Morgan Keegan & Company, LLC. MK & Co. has had no operations throughout fiscal year 2014.

## COMPETITION

We are engaged in intensely competitive businesses. We compete with many larger, better capitalized providers of financial services, including other securities firms, most of which are affiliated with major financial services companies, insurance companies, banking institutions and other organizations. We also compete with a number of firms offering on-line financial services and discount brokerage services, usually with lower levels of service, to individual clients. We compete principally on the basis of the quality of our associates, service, product selection, location and reputation in local markets.

In the financial services industry, there is significant competition for qualified associates. Our ability to compete effectively in these businesses is substantially dependent on our continuing ability to attract, retain and motivate qualified associates, including successful financial advisors, investment bankers, trading professionals, portfolio managers and other revenue producing or specialized personnel.

## REGULATION

The following discussion sets forth some of the material elements of the regulatory framework applicable to the financial services industry and provides some specific information relevant to us. The regulatory framework is intended primarily for the protection of our clients, customers, the securities markets, our depositors and the Federal Deposit Insurance Fund and not for the protection of our creditors or shareholders. Under certain circumstances, these rules may limit our ability to make capital withdrawals from RJ Bank or our broker-dealer subsidiaries.

To the extent that the following information describes statutory and regulatory provisions, it is qualified in its entirety by reference to the particular statutory and regulatory provisions. A change in applicable statutes, regulations or regulatory policy may have a material effect on our business.

The financial services industry in the U.S. is subject to extensive regulation under federal and state laws.

New rules and regulations resulting from the Dodd-Frank Act

In July 2010, the U. S. government enacted financial services reform legislation known as the Dodd-Frank Wall Street Reform & Consumer Protection Act (“Dodd-Frank Act”). The Dodd-Frank Act enacted sweeping changes in the supervision and regulation of the financial industry designed to provide for greater oversight of financial industry participants, reduce risk in banking practices and in securities and derivatives trading, enhance public company corporate governance practices and executive compensation disclosures, and provide greater protections to individual consumers and investors. Certain elements of the Dodd-Frank Act became effective immediately; however the details of some provisions remain subject to implementing regulations that are yet to be adopted by various applicable regulatory agencies. Furthermore, many provisions of the Dodd-Frank Act are still subject to further rule making procedures and studies and will take effect over several years.

The Dodd-Frank Act instructs U.S. federal banking and other regulatory agencies to conduct hundreds of rule-makings, studies and reports. These regulatory agencies include the Commodity Futures Trading Commission; the SEC; the Fed; the OCC; the FDIC; the Consumer Financial Protection Bureau (the “CFPB”); and the Financial Stability Oversight Council (the “FSOC”). As

## Index

a result of Dodd-Frank Act rule-making and other regulatory reforms, we are currently experiencing a period of unprecedented change in regulation and these changes could have a significant impact on how we conduct certain aspects of our business. Given the current status of the regulatory developments, we cannot currently quantify the possible effects on our business and operations of all of the significant changes that are currently underway (see Item 1A, "Risk Factors," within this report for further discussion of the potential future impact on our operations). Certain of the changes enacted under the Dodd-Frank Act thus far, include the following:

Since RJ Bank provides deposits covered by FDIC insurance, generally up to \$250,000 per account ownership type, RJ Bank is subject to the Federal Deposit Insurance Act. In February 2011, under the provisions of the Dodd-Frank Act, the FDIC issued a final rule changing its assessment base in addition to other minor adjustments. For banks with more than \$10 billion in assets, the FDIC's new rule changed the assessment rate calculation, which relies on a scorecard designed to measure financial performance and ability to withstand stress in addition to measuring the FDIC's exposure should the bank fail. This new rule became effective for RJ Bank beginning with the December 2013 assessment period.

In July 2011, pursuant to the Dodd-Frank Act, the CFPB began operations and was given rulemaking authority for a wide range of consumer protection laws that would apply to all banks and provide broad powers to supervise and enforce federal consumer protection laws. The CFPB has supervisory and enforcement powers under such laws as the Equal Credit Opportunity Act, the Truth in Lending Act, Real Estate Settlement Procedures Act, Fair Credit Reporting Act, Fair Debt Collection Act, the Consumer Financial Privacy provisions of the Gramm-Leach-Bliley Act and certain other statutes. At the beginning of fiscal year 2014, the CFPB assumed regulatory authority over RJ Bank for its compliance with various federal consumer protection laws. The CFPB has proposed and finalized many rules since its establishment; the majority of those became effective in early fiscal year 2014. The CFPB has authority to promulgate regulations and issue orders, policy statements, conduct examinations, and bring enforcement actions. The creation of the CFPB has led to enhanced enforcement of consumer protection laws. The ultimate impact of this heightened scrutiny is uncertain but could result in changes to pricing, practices, products and procedures. It could also result in increased costs related to regulatory oversight, supervision and examination, remediation efforts and possible penalties.

In October 2012, under the provisions of the Dodd-Frank Act, regulators issued final rules requiring banking organizations with total assets of more than \$10 billion but less than \$50 billion to conduct annual company-prepared stress tests, report the results to their primary regulator and the Fed and publish a summary of the results. Under the rules, stress tests must be conducted using certain scenarios (baseline, adverse, and severely adverse), which the Fed provides each year. These new rules required RJF to conduct its first stress test by March 31, 2014. We submitted our initial stress testing results, utilizing data as of September 30, 2013, to the Federal Reserve Board ("FRB") on March 31, 2014. In addition, RJF will be required to begin publicly disclosing a summary of certain stress test results no later than June 30, 2015 for the stress test cycle beginning on October 1, 2014.

### ¶The Volcker Rule:

Under the provisions of the Dodd-Frank Act, Congress adopted a ban on proprietary trading and restricted investment in hedge funds and private equity funds by commercial banks and their affiliates (the "Regulated Entities"), the so-called "Volcker Rule." In December 2013, the CFTC, the OCC, the Fed, the FDIC, and the SEC adopted a final version of the Volcker Rule. We continue to review the details contained in the final Volcker Rule to assess its impact on our operations. Based upon our latest analysis and understandings of these regulations, we do not anticipate that it will have a material impact on our results of operations.

The final Volcker Rule prohibits Regulated Entities from engaging in "proprietary trading" and imposes limitations on the extent to which Regulated Entities are permitted to invest in certain "covered funds" (i.e. hedge funds and private

equity funds) and requires that such investments be fully deducted from Tier 1 Capital. It limits a Regulated Entity's aggregate ownership in hedge funds and private equity funds to three percent of Tier I capital, although the impact of such limit to RJF's investment portfolio is subject to further analysis. Additionally, Regulated Entities are prohibited from owning three percent or more of any single fund. Congress provided an exemption for certain permitted activities of Regulated Entities, such as underwriting, market making, hedging, and risk management.

The final Volcker Rules became effective as of April 1, 2014 and conformance is required by July 21, 2015. However, the conformance period may be subject to two additional one-year extensions by the Fed. Furthermore, Regulated Entities can apply for an additional five-year extension for certain qualifying investments. We currently maintain investments in selected private equity and merchant banking entities, some of which may meet the definition of "covered funds" and therefore be subject to certain limitations. The amount of future investments of this nature that we may make may be

## Index

limited in order to maintain compliance levels specified by the regulation. Further, subsequent interpretations of what constitutes “covered funds” under the final Volcker Rule may adversely impact our operations.

In July 2013, the OCC, the FRB, and the FDIC released final United States Basel III regulatory capital rules implementing the global regulatory capital reforms of Basel III and certain changes required by the Dodd-Frank Act. The rule increases the quantity and quality of regulatory capital, establishes a capital conservation buffer, and makes selected changes to the calculation of risk-weighted assets. The rule becomes effective for us on January 1, 2015, subject to a transition period for several aspects of the rule, including the new minimum capital ratio requirements, the capital conservation buffer, and the regulatory capital adjustments and deductions. We are currently evaluating the impact of these rules on both RJF and RJ Bank; however, based on our current analyses, we believe that RJF and RJ Bank would meet all capital adequacy requirements under the final rules. However, the increased capital requirements could restrict our ability to grow during favorable market conditions or require us to raise additional capital. As a result, our business, results of operations, financial condition or prospects could be adversely affected. See Item 1A, “Risk Factors,” within this report for more information.

In July 2014, the SEC adopted amendments to the rules that govern money market mutual funds. The amendments make structural and operational reforms to address risks of excessive withdrawals over relatively short time frames by investors from money market funds, while preserving the benefits of the funds. We do not sponsor any money market funds. We utilize such funds to a small extent for our own investment purposes, and offer to our clients money market funds that are sponsored by third parties as one of several cash sweep alternatives.

Effective July 1, 2014, certain final rules issued by the SEC regarding the mandatory registration of municipal advisors became effective. These rules specify which activities will be covered by the Dodd-Frank Act imposed fiduciary duty of a municipal advisor to its government client, may result in the need for new written representations by issuers, and may limit the manner in which we, in our capacity as an underwriter or in our other professional roles, interact with municipal issuers. We registered as a municipal advisor and by virtue of such registration are now subject to additional regulation and oversight in respect of our municipal finance business. The SEC recently announced that it will undertake a two-year review of municipal advisors. Additionally, forthcoming rulemaking by the Municipal Securities Rulemaking Board may cause further changes to the manner in which state and local government are able to interact with the outside finance professionals. Although these new rules impact the nature of our interactions with public finance clients, and may have a negative short-term impact on the volume of public finance financing transactions while the industry adapts to the new rules, we do not expect these new rules to have a materially adverse impact on our public finance results of operations (which are included in our Capital Markets segment).

### Other regulations applicable to our operations

The SEC is the federal agency charged with administration of the federal securities laws. Financial services firms are also subject to regulation by state securities commissions in those states in which they conduct business. RJ&A and RJFS are currently registered as broker-dealers in all 50 states. The SEC recently adopted amendments, most of which were effective October 2013, to its financial responsibility rules, including changes to the net capital rule, the customer protection rule, the record-keeping rules and the notification rules applicable to our broker-dealer subsidiaries. We are currently evaluating the impact of these amendments on our broker-dealer subsidiaries; however, based on our current analyses, we do not believe they will have a material adverse effect on any of our broker-dealer subsidiaries. Pursuant to the Dodd-Frank Act, the SEC was charged with considering whether broker-dealers should be subject to a standard of care similar to the fiduciary standard applicable to registered investment advisors. It is not clear whether the SEC will determine that a heightened standard of conduct should be applicable to broker-dealers. Financial services firms are subject to regulation by various foreign governments, securities exchanges, central banks and regulatory bodies, particularly in those countries where they have established offices. We have offices in Europe,

Canada and Latin America.

Much of the regulation of broker-dealers in the U.S. and Canada, however, has been delegated to self-regulatory organizations (“SROs”), principally FINRA, the IIROC and securities exchanges. These SROs adopt and amend rules (which are subject to approval by government agencies) for regulating the industry and conduct periodic examinations of member broker-dealers.

The SEC, SROs and state securities commissions may conduct administrative proceedings that can result in censure, fine, suspension or expulsion of a broker-dealer, its officers or employees. Such administrative proceedings, whether or not resulting in adverse findings, can require substantial expenditures and can have an adverse impact on the reputation of a broker-dealer.

Our U.S. broker-dealer subsidiaries are required by federal law to be members of SIPC. The SIPC fund provides protection for cash and securities held in client accounts up to \$500,000 per client, with a limitation of \$250,000 on claims for cash balances. We have purchased excess SIPC coverage through various syndicates of Lloyd’s, a London-based firm that holds an “A+” rating

12

---

Index

from Standard and Poor's and Fitch Ratings. Excess SIPC is fully protected by the Lloyd's trust funds and Lloyd's Central Fund ("Excess SIPC Insurer"). For RJ&A, the additional protection currently provided has an aggregate firm limit of \$750 million for cash and securities, including a sub-limit of \$1.9 million per client for cash above basic SIPC. Account protection applies when a SIPC member fails financially and is unable to meet obligations to clients. This coverage does not protect against market fluctuations. RJF has provided an indemnity to the Excess SIPC Insurer against any and all losses they may incur associated with the excess SIPC policies.

RJ Ltd. is currently registered in all provinces and territories in Canada. The financial services industry in Canada is subject to comprehensive regulation under both federal and provincial laws. Securities commissions have been established in all provinces and territorial jurisdictions which are charged with the administration of securities laws. Investment dealers in Canada are also subject to regulation by SROs, which are responsible for the enforcement of, and conformity with, securities legislation for their members and have been granted the powers to prescribe their own rules of conduct and financial requirements of members. RJ Ltd. is regulated by the securities commissions in the jurisdictions of registration as well as by the SROs and the IIROC.

RJ Ltd. is required by the IIROC to belong to the Canadian Investors Protection Fund ("CIPF"), whose primary role is investor protection. The CIPF Board of Directors determines the fund size required to meet its coverage obligations and sets a quarterly assessment rate. Dealer members are assessed the lesser of 1.0% of revenue or a risk-based assessment. The CIPF provides protection for securities and cash held in client accounts up to \$1 million Canadian currency ("CDN") per client with separate coverage of CDN \$1 million for certain types of accounts. This coverage does not protect against market fluctuations.

See Note 26 of the Notes to Consolidated Financial Statements in this Form 10-K for further information on SEC, FINRA and IIROC regulations pertaining to broker-dealer regulatory minimum net capital requirements.

Our investment advisory operations, including the mutual funds that we sponsor, are also subject to extensive regulation. Our U.S. asset managers are registered as investment advisors with the SEC and are also required to make notice filings in certain states. Virtually all aspects of the asset management business are subject to various federal and state laws and regulations. These laws and regulations are primarily intended to benefit the asset management clients.

RJF is under the supervision of, and subject to the rules, regulations, and periodic examination by the Fed. Additionally, RJ Bank is subject to the rules and regulations of the OCC, the Fed, the FDIC and the CFPB. Collectively, these rules and regulations cover all aspects of the banking business including lending practices, safeguarding deposits, capital structure, transactions with affiliates and conduct and qualifications of personnel.

RJ Bank is subject to the Community Reinvestment Act ("CRA"). The CRA is intended to encourage banks to help meet the credit needs of their service areas, including low and moderate income neighborhoods, consistent with safe and sound bank operations. The regulators examine and assign each bank a public CRA rating. These facts are also considered in evaluating mergers, acquisitions, and applications to open a branch or facility. Failure to adequately meet these criteria could impose additional requirements and limitations on RJ Bank.

RJF as a financial holding company, and RJ Bank, are subject to various capital requirements. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on our and RJ Bank's financial results. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, RJF and RJ Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. RJF's and RJ Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components of capital, risk-weightings of assets, off-balance sheet transactions, and other factors. Quantitative measures established by regulation to ensure capital adequacy



require RJF, as a financial holding company, and RJ Bank, to maintain minimum amounts and ratios of Total and Tier I capital to risk-weighted assets and Tier I capital to adjusted assets (as defined in the regulations). See Item 7, “Regulatory” in this report and Note 26 of the Notes to Consolidated Financial Statements in this Form 10-K, for further information.

Index

## EXECUTIVE OFFICERS OF THE REGISTRANT

Executive officers of the registrant (which includes officers of certain significant subsidiaries) who are not Directors of the registrant are as follows:

Jennifer C. Ackart	50	Senior Vice President since August, 2009 and Controller since February, 1995
Bella Loykhter Allaire	61	Executive Vice President - Technology and Operations - Raymond James & Associates, Inc. since June, 2011; Managing Director and Chief Information Officer, UBS Wealth Management Americas, November, 2006 - January, 2011
Paul D. Allison	58	Chairman, President and CEO - Raymond James Ltd. since January, 2009; Co-President and Co-CEO - Raymond James Ltd., August, 2008 - January, 2009
John C. Carson, Jr.	58	President since April, 2012; President - Morgan Keegan & Company, LLC, formerly known as Morgan Keegan & Company, Inc., since July, 2013; Chief Executive Officer and Executive Managing Director - Morgan Keegan & Company, Inc., March, 2008 - July, 2013
George Catanese	55	Senior Vice President since October, 2005 and Chief Risk Officer since February, 2006
Scott A. Curtis	52	President - Raymond James Financial Services, Inc., since January, 2012; Senior Vice President - Private Client Group - Raymond James & Associates, Inc., July, 2005 - December 2011
Jeffrey A. Dowdle	50	Executive Vice President - Asset Management Group, since February, 2014; President - Asset Management Services - Raymond James & Associates, Inc., January, 2005 - February 2014; Senior Vice President - Raymond James & Associates, Inc., January, 2005 - February, 2014
Tashtego S. Elwyn	43	President - Private Client Group - Raymond James & Associates, Inc., since January, 2012; Regional Director - Raymond James & Associates, Inc., October, 2006 - December, 2011
Jeffrey P. Julien	58	Executive Vice President - Finance since August, 2009, Chief Financial Officer since April, 1987 and Treasurer since February, 2011; Director and/or officer of several RJF subsidiaries
Paul L. Matecki	58	Senior Vice President since February, 2000, General Counsel since February, 2005 and Secretary since February, 2006
Steven M. Raney	49	President and CEO - Raymond James Bank, N.A. since January, 2006
Jeffrey E. Trocin	55	President - Global Equities and Investment Banking - Raymond James & Associates, Inc. since July, 2013; Executive Vice President - Equity Capital Markets - Raymond James & Associates, Inc., February 2001 - July, 2013

Dennis W. Zank	60	Chief Operating Officer since January, 2012; Chief Executive Officer - Raymond James & Associates, Inc. since January, 2012; President - Raymond James & Associates, Inc., December, 2002 - December, 2011
----------------	----	--

Except where otherwise indicated, the executive officer has held his or her current position for more than five years.

Index

EMPLOYEES AND INDEPENDENT CONTRACTORS

Our employees and independent contractors (collectively referred to hereinafter as “associates”), are vital to our success in the financial services industry. As of September 30, 2014, we had approximately 10,300 employees. As of September 30, 2014, we had more than 3,600 independent contractor financial advisors with whom we are affiliated.

OTHER INFORMATION

Our Internet address is [www.raymondjames.com](http://www.raymondjames.com). We make available on our website, free of charge, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

Factors affecting “forward-looking statements”

Certain statements made in this report on Form 10-K may constitute “forward-looking statements” under the Private Securities Litigation Reform Act of 1995. Forward-looking statements include information concerning future strategic objectives, business prospects, anticipated savings, financial results (including expenses, earnings, liquidity, cash flow and capital expenditures), industry or market conditions, demand for and pricing of our products, acquisitions and divestitures, anticipated results of litigation and regulatory developments or general economic conditions. In addition, words such as “believes,” “expects,” “anticipates,” “intends,” “plans,” “estimates,” “projects,” “forecasts,” and future or conditional verbs such as “will,” “may,” “could,” “should,” and “would,” as well as any other statement that necessarily depends on future events, are intended to identify forward-looking statements. Forward-looking statements are not guarantees, and they involve risks, uncertainties and assumptions. Although we make such statements based on assumptions that we believe to be reasonable, there can be no assurance that actual results will not differ materially from those expressed in the forward-looking statements. We caution investors not to rely unduly on any forward-looking statements and urge you to carefully consider the risks described in Item 1A, “Risk Factors,” in this report. We expressly disclaim any obligation to update any forward-looking statement in the event it later turns out to be inaccurate, whether as a result of new information, future events or otherwise.

Item 1A. RISK FACTORS

Our operations and financial results are subject to various risks and uncertainties, including those described below, that could adversely affect our business, financial condition, results of operations, liquidity and the trading price of our common stock or our senior notes which are listed on the NYSE.

RISKS RELATED TO OUR BUSINESS AND INDUSTRY

Damage to our reputation could damage our businesses.

Maintaining our reputation is critical to attracting and maintaining clients, customers, investors and associates. If we fail to deal with, or appear to fail to deal with, issues that may give rise to reputational risk, we could significantly harm our business prospects. These issues include, but are not limited to, any of the risks discussed in this Item 1A, appropriately dealing with potential conflicts of interest, legal and regulatory requirements, ethical issues, money-laundering, privacy, record keeping, sales and trading practices, failure to sell securities we have underwritten at the anticipated price levels, and the proper identification of the legal, reputational, credit, liquidity, and market risks inherent in our products. A failure to maintain appropriate standards of service and quality, or a failure or perceived failure to treat customers and clients fairly, can result in client dissatisfaction, litigation and heightened regulatory scrutiny, all of which can lead to lost revenue, higher operating costs and harm to our reputation. Further, negative

publicity regarding us, whether or not true, may also harm our future business prospects.

We are affected by domestic and international macroeconomic conditions that impact the global financial markets.

We are engaged in various financial services businesses. As such, we are generally affected by domestic and international macroeconomic and political conditions, including levels of economic output, interest and inflation rates, employment levels, consumer confidence levels, and fiscal and monetary policy. These conditions may directly and indirectly impact a number of factors in the global financial markets that may be detrimental to our operating results, including trading levels, investing, and origination activity in the securities markets, security valuations, the absolute and relative level and volatility of interest and currency rates, real estate values, the actual and perceived quality of issuers and borrowers, and the supply of and demand for loans and deposits.

## Index

At times over the last several years we have experienced operating cycles during weak and uncertain U.S. and global economic conditions, including low levels of economic output, artificially maintained levels of historically low interest rates, relatively high rates of unemployment, and significant uncertainty with regards to fiscal and monetary policy both domestically and abroad. These conditions led to several factors in the global financial markets that from time to time negatively impacted our net revenue and profitability. While select factors indicate signs of improvement, uncertainty remains. A period of sustained downturns and/or volatility in the securities markets, prolonged continuation of the artificially low level of short term interest rates, a return to increased dislocations in the credit markets, reductions in the value of real estate, and other negative market factors could significantly impair our revenues and profitability. We could experience a decline in commission revenue from a lower volume of trades we execute for our clients, a decline in fees from reduced portfolio values of securities managed on behalf of our clients, a reduction in revenue from the number and size of transactions in which we provide underwriting, financial advisory and other services, increased credit provisions and charge-offs, losses sustained from our customers' and market participants' failure to fulfill their settlement obligations, reduced net interest earnings, and other losses. These periods of reduced revenue and other losses could be accompanied by periods of reduced profitability because certain of our expenses including but not limited to our interest expense on debt, rent, facilities and salary expenses are fixed and, our ability to reduce them over short periods of time is limited.

U.S. markets may also be impacted by political and civil unrest occurring in the Middle East and in Eastern Europe and Russia. Concerns about the European Union's ("EU") sovereign debt in recent years has caused uncertainty and disruption for financial markets globally. Continued uncertainties loom over the outcome of the EU's financial support programs and the possibility exists that other EU member states may experience similar financial troubles in the future. Any negative impact on economic conditions and global markets from these matters could adversely affect our business, financial condition and liquidity.

Our businesses and earnings are affected by the fiscal and other policies adopted by various regulatory authorities of the United States, foreign governments, and domestic and international agencies. The Fed regulates the supply of money and credit in the United States. Fed policies determine in large part the cost of funds for lending and investing and the return earned on those loans and investments. The market impact from such policies can also materially decrease the value of certain of our financial assets, most notably debt securities. Changes in Fed policies are beyond our control and, consequently, the impact of these changes on our activities and results of our operations are difficult to predict. We may also be indirectly impacted by fiscal and monetary policy enacted in various global markets.

U.S. state and local governments also continue to struggle with budget pressures caused by the ongoing less than optimal economic environment, and ongoing concerns regarding municipal issuer credit quality. If these trends continue or worsen, investor concerns could potentially reduce the number and size of transactions in which we participate and in turn reduce investment banking revenues. In addition such factors could adversely affect the value of the municipal securities we hold in our trading securities portfolio.

RJ Bank is particularly affected by economic conditions in North America. United States and/or Canadian factors which are indicative of market conditions include: interest rates, the rate of unemployment, real estate prices, the level of consumer confidence, changes in consumer spending and the number of personal bankruptcies, among others. The deterioration of these factors can diminish loan demand, lead to an increase in mortgage and other loan delinquencies, affect loan repayment performance and result in higher reserves and net charge-offs, which can adversely affect our earnings.

Lack of liquidity or access to capital could impair our business and financial condition.

Maintaining an appropriate level of liquidity, or the amount of capital that is readily available for investment, spending, or to meet our contractual obligations is essential to our business. Our inability to maintain adequate levels

of capital in the form of cash and readily available access to the credit and capital markets could have a significant negative effect on our financial condition. If liquidity from our brokerage or banking operations is inadequate or unavailable, we may be required to scale back or curtail our operations, including limiting our efforts to recruit additional financial advisors, selling assets at prices that may be less favorable to us, and cutting or eliminating the dividends we pay to our shareholders. Some potential conditions that could negatively affect our liquidity include the inability of our subsidiaries to generate cash in the form of dividends from earnings, changes imposed by regulators to our liquidity or capital requirements in our subsidiaries that may prevent the upstream of dividends in the form of cash to the parent company, limited or no accessibility to credit markets for secured and unsecured borrowings by our subsidiaries, diminished access to the capital markets for our company, and other commitments or restrictions on capital as a result of adverse legal settlements, judgments, or regulatory sanctions.

The availability of outside financing, including access to the credit and capital markets, depends on a variety of factors, such as conditions in the debt and equity markets, the general availability of credit, the volume of securities trading activity, the overall availability of credit to the financial services sector, and our credit ratings. Our cost and availability of funding may be adversely

Index

affected by illiquid credit markets and wider credit spreads. Additionally, lenders may from time to time curtail, or even cease, to provide funding to borrowers as a result of any future concerns about the stability of the markets generally, and the strength of counterparties specifically.

If RJF's credit ratings were downgraded, or if rating agencies indicate that a downgrade may occur, our business, financial position, and results of operations could be adversely affected, perceptions of our financial strength could be damaged, and as a result, adversely affect our relationships with clients. Such a reduction in our credit ratings could also adversely affect our liquidity and competitive position, increase our incremental borrowing costs, limit our access to the capital markets, trigger obligations under certain financial agreements, or decrease the number of investors, clients and counterparties willing or permitted to do business with or lend to us, thereby curtailing our business operations and reducing profitability.

We may not be able to successfully obtain additional outside financing to fund our operations on favorable terms, or at all. The impact of a credit rating downgrade to a level below investment grade would result in our breaching provisions in one of our credit agreements and certain of our derivative instruments, and may result in a request for immediate payment and/or ongoing overnight collateralization on our derivative instruments in liability positions (see Note 18 of the Notes to Consolidated Financial Statements in this Form 10-K for such information as of September 30, 2014).

Furthermore, as a bank holding company, we may become subject to a prohibition or to limitations on our ability to pay dividends or repurchase our stock. The OCC, the Fed, the FDIC, and the SEC (through FINRA) have the authority, and under certain circumstances the duty, to prohibit or to limit the payment of dividends by the subsidiaries to their parent, for the subsidiaries they supervise.

See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources," in this report for additional information on liquidity and how we manage our liquidity risk.

We are exposed to market risk.

We are, directly and indirectly, affected by changes in market conditions. Market risk generally represents the risk that values of assets and liabilities or revenues will be adversely affected by changes in market conditions. For example, changes in interest rates could adversely affect our net interest spread, the difference between the yield we earn on our assets and the interest rate we pay for deposits and other sources of funding, which in turn impacts our net interest income and earnings. Changes in interest rates could affect the interest earned on assets differently than interest paid on liabilities. In our brokerage operations, a rising interest rate environment generally results in our earning a larger net interest spread. Conversely in those operations, a falling interest rate environment generally results in our earning a smaller net interest spread. If we are unable to effectively manage our interest rate risk, changes in interest rates could have a material adverse effect on our profitability.

Market risk is inherent in the financial instruments associated with our operations and activities including loans, deposits, securities, short-term borrowings, long-term debt, trading account assets and liabilities, derivatives, and venture capital and merchant banking investments. Market conditions that change from time to time, thereby exposing us to market risk, include fluctuations in interest rates, equity prices, relative exchange rates, and price deterioration or changes in value due to changes in market perception or actual credit quality of an issuer.

In addition, disruptions in the liquidity or transparency of the financial markets may result in our inability to sell, syndicate or realize the value of security positions, thereby leading to increased concentrations. The inability to reduce our positions in specific securities may not only increase the market and credit risks associated with such positions, but also increase the level of risk-weighted assets on our balance sheet, thereby increasing capital requirements which



could have an adverse effect on our business results, financial condition and liquidity.

Our venture capital and merchant banking investments are carried at fair value with unrealized gains and losses reflected in earnings. The value of our private equity portfolios can fluctuate and earnings from our venture capital investments can be volatile and difficult to predict. When, and if, we recognize gains can depend on a number of factors, including general economic conditions, the prospects of the companies in which we invest, when these companies go public, the size of our position relative to the public float and whether we are subject to any resale restrictions. Further, our investments could incur significant mark-to-market losses, especially if they have been written up in prior periods because of higher market prices.

See Item 7A, “Quantitative and Qualitative Disclosures about Market Risk,” in this report for additional information regarding our exposure to and approaches to managing market risk.

Index

We are exposed to credit risk.

We are generally exposed to the risk that third parties that owe us money, securities or other assets do not meet their performance obligations due to bankruptcy, lack of liquidity, operational failure or other reasons.

We actively buy and sell securities from and to clients and counterparties in the normal course of our broker-dealers market making and underwriting businesses exposing us to credit risk. Although generally collateralized by the underlying security to the transaction, we still face the risk associated with changes in the market value of collateral through settlement date. We also hold certain securities, loans and derivatives in our trading accounts. Deterioration in the actual or perceived credit quality of the underlying issuers of securities or loans, or the non-performance of issuers and counterparties to certain derivative contracts could result in trading losses.

We borrow securities from, and lend securities to, other broker-dealers, and may also enter into agreements to repurchase and agreements to resell securities as part of investing and financing activities. A sharp change in the security market values utilized in these transactions may result in losses if counterparties to these transactions fail to honor their commitments.

We manage the risk associated with these transactions by establishing and monitoring credit limits and by monitoring collateral and transaction levels daily. A significant deterioration in the credit quality of one of our counterparties could lead to concerns in the market about the credit quality of other counterparties in the same industry, thereby exacerbating our credit risk exposure. We may require counterparties to deposit additional collateral or substitute collateral pledged. In the case of aged securities failed to receive, we may, under industry regulations, purchase the underlying securities in the market and seek reimbursement for any losses from the counterparty.

Also, we permit our clients to purchase securities on margin. During periods of steep declines in securities prices, the value of the collateral securing client margin loans may fall below the amount of the purchaser's indebtedness. If the clients are unable to provide additional collateral for these margin loans, we may incur losses on those margin transactions. This may cause us to incur additional expenses defending or pursuing claims or litigation related to counterparty or client defaults.

We deposit our cash in depository institutions as a means of maintaining the liquidity necessary to meet our operating needs, and we also facilitate the deposit of cash awaiting investment in depository institutions on behalf of our clients. A failure of a depository institution to return these deposits could severely impact our operating liquidity, could result in significant reputational damage, and adversely impact our financial performance.

We also incur credit risk by lending to businesses and individuals including, but not limited to, C&I loans, commercial and residential mortgage loans, tax-exempt loans, home equity lines of credit, and margin and non-purpose loans collateralized by securities. We incur credit risk through our investments which include MBS, collateralized mortgage obligations, auction rate securities, and other municipal securities.

Our credit risk and credit losses can increase if our loans or investments are concentrated among borrowers or issuers engaged in the same or similar activities, industries, geographies, or to borrowers or issuers who as a group may be uniquely or disproportionately affected by economic or market conditions. The deterioration of an individually large exposure, for example due to a natural disaster, act of terrorism, severe weather event, or economic event, could lead to additional loan loss provisions and/or charges-offs, or credit impairment of our investments, and subsequently have a material impact on our net income and regulatory capital.

Declines in the real estate market or sustained economic downturns may cause us to write down the value of some of the loans in RJ Bank's portfolio, foreclose on certain real estate properties or write down the value of some of our

available for sale securities portfolio. Credit quality generally may also be affected by adverse changes in the financial performance or condition of our debtors or deterioration in the strength of the U.S. economy. Our policies also can adversely affect borrowers, potentially increasing the risk that they may fail to repay their loans or satisfy their obligations to us.

See Item 7A, “Quantitative and Qualitative Disclosures about Market Risk,” in this report for additional information regarding our exposure to and approaches to managing credit risk.

Our business depends on fees generated from the distribution of financial products, fees earned from the management of client accounts by our asset management subsidiaries and on advisory fees.

A large portion of our revenues are derived from fees generated from the distribution of financial products, such as mutual funds and variable annuities. Changes in the structure or amount of the fees paid by the sponsors of these products could directly

Index

affect our revenues, business and financial condition. In addition, if these products experience losses or increased investor redemptions, we may receive lower fee revenue from the investment management and distribution services we provide on behalf of the mutual funds and annuities. The investment management fees we are paid may also decline over time due to factors such as increased competition, renegotiation of contracts and the introduction of new, lower-priced investment products and services. Changes in market values or in the fee structure of asset management accounts would affect our revenues, business and financial condition. Asset management fees often are primarily comprised of base management and incentive fees. Management fees are primarily based on assets under management. Assets under management balances are impacted by net inflow/outflow of client assets and market values. Below-market investment performance by our funds and portfolio managers could result in a loss of managed accounts and could result in reputational damage that might make it more difficult to attract new investors and thus further impacting our business and financial condition. If we were to experience the loss of managed accounts, our fee revenue would decline. In addition, in periods of declining market values, our asset values under management may resultantly decline, which would negatively impact our fee revenues.

Our underwriting, market making, trading, and other business activities place our capital at risk.

We may incur losses and be subject to reputational harm to the extent that, for any reason, we are unable to sell securities which we have underwritten at the anticipated price levels. As an underwriter, we also are subject to heightened standards regarding liability for material misstatements or omissions in prospectuses and other offering documents relating to offerings we underwrite. As a market maker, we may own positions in specific securities, and these undiversified holdings concentrate the risk of market fluctuations and may result in greater losses than would be the case if our holdings were more diversified. In addition, we may incur losses as a result of proprietary positions we hold primarily in connection with our market making or underwriting activities.

From time to time and as part of our underwriting processes, we may carry significant positions in securities of a single issuer or issuers engaged in a specific industry. Sudden changes in the value of these positions could impact our financial results.

We have made and may continue to make principal investments in private equity funds and other illiquid investments, which are typically private limited partnership interests and securities that are not publicly traded. There is risk that we may be unable to realize our investment objectives by sale or other disposition at attractive prices or that we may otherwise be unable to complete a desirable exit strategy. In particular, these risks could arise from changes in the financial condition or prospects of the portfolio companies in which investments are made, changes in economic conditions or changes in laws, regulations, fiscal policies or political conditions. It could take a substantial period of time to identify attractive investment opportunities and then to realize the cash value of such investments through resale. Even if a private equity investment proves to be profitable, it may be several years or longer before any profits can be realized in cash.

The soundness of other financial institutions and intermediaries affects us.

We face the risk of operational failure, termination or capacity constraints of any of the clearing agents, exchanges, clearing houses or other financial intermediaries that we use to facilitate our securities transactions. As a result of the consolidation over the years among clearing agents, exchanges and clearing houses, our exposure to certain financial intermediaries has increased and could affect our ability to find adequate and cost-effective alternatives should the need arise. Any failure, termination or constraint of these intermediaries could adversely affect our ability to execute transactions, service our clients and manage our exposure to risk.

Our ability to engage in routine trading and funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of

trading, clearing, funding, counterparty or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds and other institutional clients. Furthermore, although we do not hold any EU sovereign debt, we may do business with and be exposed to financial institutions that have been affected by the EU sovereign debt circumstances. Defaults by, or even rumors or questions about the financial condition of, one or more financial services institutions, or the financial services industry generally, have historically led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated when the collateral held by us cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due us. Although we have not suffered any material or significant losses as a result of the failure of any financial counterparty, any such losses in the future may have a material adverse effect on our results of operations.

Index

We have experienced increased pricing pressures in areas of our business which may impair our future revenue and profitability.

Our business continues to experience increased pricing pressures on trading margins and commissions in fixed income and equity trading. In the fixed income market, regulatory requirements have resulted in greater price transparency, leading to increased price competition and decreased trading margins. In the equity market, we have experienced increased pricing pressure from institutional clients to reduce commissions, and this pressure has been augmented by the increased use of electronic and direct market access trading, which has created additional competitive downward pressure on trading margins. We believe that price competition and pricing pressures in these and other areas will continue as institutional investors continue to reduce the amounts they are willing to pay, including by reducing the number of brokerage firms they use, and some of our competitors seek to obtain market share by reducing fees, commissions or margins.

Regions may fail to honor its indemnification obligations associated with Morgan Keegan matters.

Under the definitive stock purchase agreement dated January 11, 2012 entered into by RJF and Regions governing our acquisition of Morgan Keegan (the "SPA"), Regions has ongoing obligations to continue to indemnify RJF with respect to certain litigation as well as other matters. RJF is relying on Regions to continue fulfilling its indemnification obligations under the SPA with respect to such matters. Our inability to enforce these indemnification provisions, or our failure to recover losses for which we are entitled to be indemnified, could result in our incurring significant costs for defense, settlement and any adverse judgments and resultantly have an adverse effect on our results of operations, financial condition, and our regulatory capital levels.

See Note 3 of the Notes to Consolidated Financial Statements in this Form 10-K for further information regarding these indemnification agreements.

Growth of our business could increase costs and regulatory and integration risks.

Integrating acquired businesses, providing a platform for new businesses and partnering with other firms involve a number of risks and present financial, managerial and operational challenges. We may incur significant expenses in connection with further expansion of our existing businesses, or recruitment of financial advisors, or in connection with strategic acquisitions or investments, if and to the extent they arise from time to time. Our overall profitability would be negatively affected if investments and expenses associated with such growth are not matched or exceeded by the revenues that are derived from such investment or growth.

Expansion may also create a need for additional compliance, documentation, risk management and internal control procedures, and often involves the hiring of additional personnel to monitor such procedures. To the extent such procedures are not adequate to appropriately monitor any new or expanded business, we could be exposed to a material loss or regulatory sanction.

Moreover, to the extent we pursue strategic acquisitions, we may be unable to complete such acquisitions on acceptable terms, or be unable to successfully integrate the operations of any acquired business into our existing business. Such acquisitions could be of significant size and/or complexity. This effort, together with difficulties we may encounter in integrating an acquired business, could have an adverse effect on our business, financial condition, and results of operations. In addition, we may need to raise equity capital or borrow to finance such acquisitions, which could dilute our shareholders or increase our leverage. Any such borrowings might not be available on terms as favorable to us as our current borrowings, or perhaps at all.

We face intense competition.

We are engaged in intensely competitive businesses. We compete on the basis of a number of factors, including the quality of our financial advisors and associates, our products and services, pricing (such as execution pricing and fee levels), location and reputation in relevant markets. Over time there has been substantial consolidation and convergence among companies in the financial services industry which has significantly increased the capital base and geographic reach of our competitors. See the section entitled "Competition" of Item 1 of this report for additional information about our competitors.

We compete directly with national full service broker-dealers, investment banking firms, and commercial banks, and to a lesser extent, with discount brokers and dealers and investment advisors. In addition, we face competition from more recent entrants into the market and increased use of alternative sales channels by other firms. We also compete indirectly for investment assets with insurance companies, real estate firms, hedge funds, and others. This competition could cause our business to suffer.

To remain competitive, our future success also depends in part on our ability to develop and enhance our products and services. In addition, the continued development of internet, networking or telecommunication technologies or other technological changes

Index

could require us to incur substantial expenditures to enhance or adapt our services or infrastructure. An inability to develop new products and services, or enhance existing offerings, could have a material adverse effect on our profitability.

Our ability to attract and retain senior professionals, qualified financial advisors and other associates is critical to the continued success of our business.

Our ability to develop and retain our client base depends on the reputation, judgment, business generation capabilities and skills of our senior professionals, particularly our managing directors, and the members of our executive committees, as well as employees and financial advisors. To compete effectively we must attract, retain and motivate qualified professionals, including successful financial advisors, investment bankers, trading professionals, portfolio managers and other revenue producing or specialized personnel. The reputations and relationships of our senior professionals with our clients are a critical element in obtaining and executing client engagement. Competitive pressures we experience could have an adverse effect on our business, results of operations, financial condition and liquidity.

Turnover in the financial services industry is high. The cost of retaining skilled professionals in the financial services industry has escalated considerably. Employers in the industry are increasingly offering guaranteed contracts, upfront payments, and increased compensation. These can be important factors in a current employee's decision to leave us as well as a prospective employee's decision to join us. As competition for skilled professionals in the industry remains intense, we may have to devote significant resources to attracting and retaining qualified personnel. To the extent we have compensation targets, we may not be able to retain our employees which could result in increased recruiting expense or result in our recruiting additional employees at compensation levels that are not within our target range. In particular, our financial results may be adversely affected by the costs we incur in connection with any upfront loans or other incentives we may offer to newly recruited financial advisors and other key personnel. If we were to lose the services of any of our investment bankers, senior equity research, sales and trading professionals, asset managers, or executive officers to a new or existing competitor or otherwise, we may not be able to retain valuable relationships and some of our clients could choose to use the services of a competitor instead of our services. If we are unable to retain our senior professionals or recruit additional professionals, our reputation, business, results of operations and financial condition will be adversely affected. Further, new business initiatives and efforts to expand existing businesses generally require that we incur compensation and benefits expense before generating additional revenues.

Moreover, companies in our industry whose employees accept positions with competitors frequently claim that those competitors have engaged in unfair hiring practices. We have been subject to several such claims in the past and may be subject to additional claims in the future as we seek to hire qualified personnel, some of whom may currently be working for our competitors. Some of these claims may result in material litigation. We could incur substantial costs in defending ourselves against these claims, regardless of their merits. Such claims could also discourage potential employees who currently work for our competitors from joining us.

We are exposed to operational risk.

Our diverse operations expose us to risk of loss resulting from inadequate or failed internal processes, people and systems, external events, including technological or connectivity failures either at the exchanges in which we do business or between our data center, operations processing sites or our branches. Our businesses depend on our ability to process and monitor, on a daily basis, a large number of complex transactions across numerous and diverse markets. The inability of our systems to accommodate an increasing volume of transactions could also constrain our ability to expand our businesses. Our financial, accounting, data processing or other operating systems and facilities may fail to operate properly or become disabled as a result of events that are wholly or partially beyond our control, adversely affecting our ability to process these transactions or provide these services. Operational risk exists in every activity, function or unit of our business, and can take the form of internal or external fraud, employment and hiring



practices, an error in meeting a professional obligation, or failure to meet corporate fiduciary standards. It is not always possible to deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective in all cases. If our employees engage in misconduct, our businesses would be adversely affected. Operational risk also exists in the event of business disruption, system failures or failed transaction processing. Third parties with which we do business could also be a source of operational risk, including with respect to breakdowns or failures of the systems or misconduct by the employees of such parties. In addition as we change processes or introduce new products and services, we may not fully appreciate or identify new operational risks that may arise from such changes. Increasing use of automated technology has the potential to amplify risks from manual or system processing errors, including outsourced operations.

Our business contingency plan in place is intended to ensure we have the ability to recover our critical business functions and supporting assets, including staff and technology, in the event of a business interruption. Despite the diligence we have applied to the development and testing of our plans, due to unforeseen factors, our ability to conduct business may in any case be adversely affected by a disruption involving physical site access, catastrophic events including weather related events, events involving

Index

electrical, environmental or communications malfunctions, as well as events impacting services provided by others that we rely upon which could impact our employees or third parties with whom we conduct business.

See Item 7A, “Quantitative and Qualitative Disclosures about Market Risk,” in this report for additional information regarding our exposure to and approaches to managing operational risk.

Associate misconduct, which is difficult to detect and deter, could harm us by impairing our ability to attract and retain clients and subjecting us to significant legal liability and reputational harm.

There have been a number of highly-publicized cases involving fraud or other misconduct by associates in the financial services industry, and there is a risk that our associates could engage in misconduct that adversely affects our business. For example, our banking business often requires that we deal with confidential matters of great significance to our clients. If our associates were to improperly use or disclose confidential information provided by our clients, we could be subject to regulatory sanctions and suffer serious harm to our reputation, financial position, current client relationships and ability to attract future clients. We are also subject to a number of obligations and standards arising from our asset management business and our authority over the assets managed by our asset management business. In addition our financial advisors may act in a fiduciary capacity, providing financial planning, investment advice and discretionary asset management. The violation of these obligations and standards by any of our associates would adversely affect our clients and us. It is not always possible to deter associate misconduct, and the precautions we take to detect and prevent this activity may not be effective in all cases. If our associates engage in misconduct, our business would be adversely affected.

Our businesses depend on technology.

Our businesses rely extensively on electronic data processing and communications systems. In addition to better serving clients, the effective use of technology increases efficiency and enables us to reduce costs. Adapting or developing our technology systems to meet new regulatory requirements, client needs, and competitive demands is critical for our business. Introduction of new technology presents challenges on a regular basis. There are significant technical and financial costs and risks in the development of new or enhanced applications, including the risk that we might be unable to effectively use new technologies or adapt our applications to emerging industry standards.

Our continued success depends, in part, upon our ability to successfully maintain and upgrade the capability of our systems, our ability to address the needs of our clients by using technology to provide products and services that satisfy their demands, and our ability to retain skilled information technology employees. Failure of our systems, which could result from events beyond our control, or an inability to effectively upgrade those systems or implement new technology-driven products or services, could result in financial losses, liability to clients, violations of applicable privacy and other laws, and regulatory sanctions.

Client and customer, public, and regulatory expectations regarding operational and information security have increased. Thus, our operational systems and infrastructure must continue to be safeguarded and monitored for potential failures, disruptions and breakdowns. Our operations rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Although cyber security incidents among financial services firms are on the rise, to-date we have not experienced any material losses relating to cyber attacks or other information security breaches, however, there can be no assurance that we will not suffer such losses in the future. Notwithstanding that we take protective measures and endeavor to modify them as circumstances warrant, our computer systems, software and networks may be vulnerable to human error, natural disasters, power loss, spam attacks, unauthorized access, distributed denial of service attacks, computer viruses and other malicious code and other events that could have a security impact. If one or more of these events occur, this could jeopardize our, or our clients' or counterparties', confidential and other information processed, stored in, and transmitted through our

computer systems and networks, or otherwise cause interruptions or malfunctions in our, our clients', our counterparties' or third parties' operations. We may be required to expend significant additional resources to modify our protective measures, to investigate and remediate vulnerabilities or other exposures or to make required notifications, and we may be subject to litigation and financial losses that are either not insured or are not fully covered through any insurance we maintain. A technological breakdown could also interfere with our ability to comply with financial reporting and other regulatory requirements, exposing us to potential disciplinary action by regulators.

Extraordinary trading volumes beyond reasonably foreseeable spikes in volumes could cause our computer systems to operate at an unacceptably slow speed or even fail. While we have made investments to maintain the reliability and scalability of our systems and maintain hardware to address extraordinary volumes, there can be no assurance that our systems will be sufficient to handle truly extraordinary and unforeseen circumstances. Systems failures and delays could occur and could cause, among other things, unanticipated disruptions in service to our clients or slower system response time resulting in transactions not being processed as quickly as our clients desire, resulting in client dissatisfaction.

## Index

In providing services to clients, we may manage, utilize and store sensitive or confidential client or employee data, including personal data. As a result, we may be subject to numerous laws and regulations designed to protect this information, such as the U.S. federal and state laws governing the protection of personally identifiable information and international laws. These laws and regulations are increasing in complexity and number. If any person, including any of our associates, negligently disregards or intentionally breaches our established controls with respect to client or employee data, or otherwise mismanages or misappropriates that data, we could be subject to significant monetary damages, regulatory enforcement actions, fines and/or criminal prosecution. In addition, unauthorized disclosure of sensitive or confidential client or employee data, whether through systems failure, employee negligence, fraud or misappropriation, could damage our reputation and cause us to lose clients and their related revenue in the future. Potential liability in the event of a security breach of client data could be significant and depending on the circumstances giving rise to the breach, this liability may not be subject to a contractual limit of liability or an exclusion of consequential or indirect damages.

See Item 7A, “Quantitative and Qualitative Disclosures about Market Risk,” in this report for additional information regarding our exposure to and approaches to managing these types of operational risk.

Our operations could be adversely affected by serious weather conditions.

Certain of our principal operations are located in St. Petersburg, Florida. While we have a business continuity plan that permits significant operations to be conducted from our Southfield, Michigan and Memphis, Tennessee locations and our information systems processing is conducted out of our new information technology data center in the Denver, Colorado area (see Item 2, “Properties” in this report for further discussion), our operations could be adversely affected by hurricanes or other serious weather conditions that could affect the processing of transactions, communications, and the ability of our associates to get to our offices, or work from home. Refer to the “we are exposed to credit risk” risk factor in this Item 1A for a discussion of how events, including weather events, could adversely impact RJ Bank’s loan portfolio and the “we are exposed to operational risk” risk factor in this Item 1A, for a discussion of how weather related events could impact our ability to conduct business.

We are exposed to litigation risks.

Many aspects of our business involve substantial risks of liability, arising in the normal course of business. We have been named as a defendant or co-defendant in lawsuits and arbitrations involving primarily claims for damages. The risks associated with potential litigation often may be difficult to assess or quantify and the existence and magnitude of potential claims often remain unknown for substantial periods of time. Unauthorized or illegal acts of our associates could result in substantial liability for us. Advisors may not understand investor needs or risk tolerances. Such failures may result in the recommendation or purchase of a portfolio of assets that may not be suitable for the investor. To the extent we fail to know our clients or improperly advise them, we could be found liable for losses suffered by such clients, which could harm our business. Our Private Client Group business segment has historically had more risk of litigation than our institutional businesses.

In highly volatile markets, the volume of claims and amount of damages sought in litigation and regulatory proceedings against financial institutions has historically increased. These risks include potential liability under securities or other laws for alleged materially false or misleading statements made in connection with securities offerings and other transactions, issues related to the suitability of our investment advice based on our clients’ investment objectives, the inability to sell or redeem securities in a timely manner during adverse market conditions, contractual issues, employment claims and potential liability for other advice we provide to participants in strategic transactions. Substantial legal liability could have a material adverse financial effect or cause us significant reputational harm, which in turn could seriously harm our business and our prospects.

In addition to the foregoing financial costs and risks associated with potential liability, the costs of defending individual litigation and claims continue to increase over time. The amount of outside attorneys' fees incurred in connection with the defense of litigation and claims could be substantial and might materially and adversely affect our results of operations.

As it pertains to Morgan Keegan, a number of the types of claims and matters described above arising prior to our acquisition are subject to indemnification from Regions. Refer to the separate risk factor in this section entitled, "Regions may fail to honor its indemnification obligations associated with Morgan Keegan matters" for a discussion of the risks associated with these indemnifications.

See Item 3, "Legal Proceedings" in this report for a discussion of our legal matters and Item 7A, "Quantitative and Qualitative Disclosures about Market Risk," in this report for discussion regarding our approach to managing legal risk.

## Index

The preparation of the consolidated financial statements requires the use of estimates that may vary from actual results and new accounting standards could adversely affect future reported results.

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates and assumptions may require management to make difficult, subjective and complex judgments about matters that are inherently uncertain. One of our most critical estimates is RJ Bank’s allowance for loan losses. At any given point in time, conditions in the real estate and credit markets may influence the complexity and increase the uncertainty involved in estimating the losses inherent in RJ Bank’s loan portfolio. If management’s underlying assumptions and judgments prove to be inaccurate, one outcome could be that the allowance for loan losses could be insufficient to cover actual losses. Our financial condition, including our liquidity and capital, and results of operations could be materially and adversely impacted. See Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations-Critical Accounting Estimates,” in this report for additional information on the nature of these estimates.

Our financial instruments, including certain trading assets and liabilities, available for sale securities including Auction Rate Securities (“ARS”), certain loans, intangible assets and private equity investments, among other items, require management to make a determination of their fair value in order to prepare our consolidated financial statements. Where quoted market prices are not available, we may make fair value determinations based on internally developed models or other means which ultimately rely to some degree on our judgment. Some of these instruments and other assets and liabilities may have no direct observable inputs, making their valuation particularly subjective, being based on significant estimation and judgment. In addition, sudden illiquidity in markets or declines in prices of certain securities may make it more difficult to value certain items, which may lead to the possibility that such valuations will be subject to further change or adjustment and could lead to declines in our earnings in subsequent periods.

Our accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. From time to time the Financial Accounting Standards Board (“FASB”) and the SEC change the financial accounting and reporting standards that govern the preparation of our financial statements. In addition, accounting standard setters and those who interpret the accounting standards may change or even reverse their previous interpretations or positions on how these standards should be applied. These changes can be hard to predict and can materially impact how we record and report our financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in our restating prior period financial statements. For a further discussion of some of our significant accounting policies and standards, see the “Critical Accounting Estimates” discussion within Item 7 in this report, and Note 2 of the Notes to Consolidated Financial Statements, in this Form 10-K.

In December, 2012 the FASB issued a proposed standard on accounting for credit losses. The standard would replace multiple existing impairment models, including replacing an “incurred loss” model for loans with an “expected loss” model. The FASB announced it will establish the effective date when it issues the final standard. We cannot predict whether or when a final standard will be issued, when it will be effective, what its final provisions will be, or the potential impact its eventual adoption may have on our retained earnings.

Our risk management and conflicts of interest policies and procedures may leave us exposed to unidentified or unanticipated risk.

We seek to manage, monitor and control our operational, legal and regulatory risk through operational and compliance reporting systems, internal controls, management review processes and other mechanisms; however, there can be no

assurance that our procedures will be fully effective. Our banking and trading processes seek to balance our ability to profit from banking and trading positions with our exposure to potential losses. While we employ limits and other risk mitigation techniques, those techniques and the judgments that accompany their application cannot anticipate economic and financial outcomes or the specifics and timing of such outcomes.

Further, our risk management methods may not effectively predict future risk exposures, which could be significantly greater than the historical measures indicate. In addition, some of our risk management methods are based on an evaluation of information regarding markets, clients and other matters that are based on assumptions that may no longer be accurate. A failure to adequately manage our growth, or to effectively manage our risk, could materially and adversely affect our business and financial condition. Our risk management processes include addressing potential conflicts of interest that arise in our business. We have procedures and controls in place to address conflicts of interest. Management of potential conflicts of interest has become increasingly complex as we expand our business activities through more numerous transactions, obligations and interests with and among our clients. The failure to adequately address or the perceived failure to adequately address, conflicts of interest could affect our reputation,

## Index

the willingness of clients to transact business with us or give rise to litigation or regulatory actions. Therefore, there can be no assurance that conflicts of interest will not arise in the future that could cause material harm to us.

For more information on how we monitor and manage market and certain other risks, see Item 7A, “Quantitative and Qualitative Disclosures about Market Risk,” in this report.

We are exposed to risk from international markets.

We do business in other parts of the world, including a few developing regions of the world commonly known as emerging markets and, as a result, are exposed to a number of risks, including economic, market, litigation and regulatory risks, in non-U.S. markets. Our businesses and revenues derived from non-U.S. operations are subject to risk of loss from currency fluctuations, social or political instability, changes in governmental policies or policies of central banks, downgrades in the credit ratings of sovereign countries, expropriation, nationalization, confiscation of assets and unfavorable legislative and political developments. Action or inaction in any of these operations, including failure to follow proper practices with respect to regulatory compliance and/or corporate governance, could harm our operations and/or our reputation. We also invest or trade in the securities of corporations located in non-U.S. jurisdictions. Revenues from the trading of non-U.S. securities also may be subject to negative fluctuations as a result of the above factors. The impact of these fluctuations could be magnified because generally non-U.S. trading markets, particularly in emerging market countries, are smaller, less liquid and more volatile than U.S. trading markets. Additionally, a political, economic or financial disruption in a country or region could adversely impact our business and increase volatility in financial markets generally.

We have risks related to our insurance programs.

Our operations and financial results are subject to risks and uncertainties related to our use of a combination of insurance, self-insured retention and self-insurance for a number of risks, including most significantly: property and casualty, workers’ compensation, errors and omissions liability, general liability and the portion of employee-related health care benefits plans we fund, among others.

While we endeavor to purchase insurance coverage that is appropriate to our assessment of risk, we are unable to predict with certainty the frequency, nature or magnitude of claims for direct or consequential damages. Our business may be negatively affected if in the future our insurance proves to be inadequate or unavailable. In addition, insurance claims may divert management resources away from operating our business.

## RISKS RELATED TO OUR REGULATORY ENVIRONMENT

Financial services firms have been subject to increased scrutiny over the last several years, increasing the risk of financial liability and reputational harm resulting from adverse regulatory actions.

Firms in the financial services industry have been operating in a difficult regulatory environment which we expect will become even more stringent in light of recent well-publicized failures of regulators to detect and prevent fraud. The industry has experienced increased scrutiny from a variety of regulators, including the SEC, the NYSE, FINRA, the OCC, the CFPB, the Fed, and state attorneys general. Penalties and fines sought by regulatory authorities have increased substantially over the last several years. We may be adversely affected by changes in the interpretation or enforcement of existing laws and rules by these governmental authorities and self-regulatory organizations. Each of the regulatory bodies with jurisdiction over us has regulatory powers dealing with many aspects of financial services, including, but not limited to, the authority to fine us and to grant, cancel, restrict or otherwise impose conditions on the right to carry on particular businesses. For example, a failure to comply with the obligations imposed by the



Exchange Act on broker-dealers and the Investment Advisers Act on investment advisers, including record-keeping, advertising and operating requirements, disclosure obligations and prohibitions on fraudulent activities, or by the Investment Company Act of 1940, could result in investigations, sanctions and reputational damage. We also may be adversely affected as a result of new or revised legislation or regulations imposed by the SEC, other U.S. or foreign governmental regulatory authorities or FINRA or other self-regulatory organizations that supervise the financial markets. Substantial legal liability or significant regulatory action against us could have adverse financial effects on us or cause reputational harm to us, which could harm our business prospects.

Changes in regulations resulting from either the Dodd-Frank Act or any new regulations may affect our businesses.

The market and economic conditions over the past several years have led to legislation and numerous and continuing proposals for changes in the regulation of the financial services industry, including significant additional legislation and regulation in the

## Index

U.S. and abroad. The Dodd-Frank Act enacted sweeping changes in the supervision and regulation of the financial industry (see Item 1, Regulation, in this report for a discussion of such changes including the Volcker Rule). The ultimate impact that the Dodd-Frank Act will have on us, the financial industry and the economy cannot be known until all of the implementing regulations called for under the legislation have been finalized and implemented. These legislative and regulatory changes could affect our revenue, limit our ability to pursue business opportunities, impact the value of assets that we hold, require us to change certain of our business practices, impose additional costs on us, or otherwise adversely affect our businesses.

The Dodd-Frank Act impacts the manner in which we market our products and services, manage our business and operations and interact with regulators, all of which while not currently anticipated to, could materially impact our results of operations, financial condition and liquidity. Certain provisions of the Dodd-Frank Act that have or may impact our business include, but are not limited to: the establishment of a fiduciary standard for broker-dealers, regulatory oversight of incentive compensation, the imposition of capital requirements on financial holding companies and to a lesser extent, greater oversight over derivatives trading and restrictions on proprietary trading. There is also increased regulatory scrutiny (and related compliance costs) as we continue to grow and surpass certain thresholds outlined in the Dodd-Frank Act. These include but are not limited to RJ Bank's oversight by the CFPB. The CFPB has been active in investigating products, services and operations of credit providers, including banks, for compliance with various laws such as the Truth in Lending Act, the Equal Credit Opportunity Act, the Fair Credit Reporting Act, and the Real Estate Settlement Procedures Act. Any actions taken by the CFPB could result in requirements to alter or cease offering affected products and services, make them less attractive, restrict our ability to offer them, or increase our regulatory and compliance costs. To the extent the Dodd-Frank Act impacts the operations, financial condition, liquidity and capital requirements of unaffiliated financial institutions with whom we transact business, those institutions may seek to pass on increased costs, reduce their capacity to transact, or otherwise present inefficiencies in their interactions with us.

In December, 2013, the final version of the Volcker Rule was adopted (see Item 1, Regulation, in this report for discussion of the Volcker Rule). Although we have not historically engaged in significant levels of trading for our own account, due to our underwriting and market making activities, the Volcker Rule will likely increase our operational and compliance costs, and may reduce our trading revenues, require a change in our principal capital private equity investments, and as a result adversely affect our results of operations.

The SEC recently adopted amendments, most of which were effective October, 2013, to its financial responsibility rules, including changes to the net capital rule, the customer protection rule, the record-keeping rules, and the notification rules applicable to our broker-dealer subsidiaries. We are currently evaluating the impact of these amendments on our broker-dealer subsidiaries. Such impact could have an adverse effect on certain of our broker-dealer subsidiaries.

The Basel III capital standards will impose additional capital and other requirements on us that could decrease our competitiveness and profitability.

In July 2013, the OCC, the FRB and the FDIC released final U.S. Basel III regulatory capital rules implementing the global regulatory capital reforms of Basel III and certain changes required by the Dodd-Frank Act. The rule increases the quantity and quality of regulatory capital, establishes a capital conservation buffer, and makes selected changes to the calculation of risk-weighted assets. The rule becomes effective for us January 1, 2015, subject to a transition period for several aspects of the rule, including the new minimum capital ratio requirements, the capital conservation buffer, and the regulatory capital adjustments and deductions. We are currently evaluating the impact of these rules on both RJ Bank and RJF. The increased capital requirements could restrict our ability to grow during favorable market conditions or require us to raise additional capital. As a result, our business, results of operations, financial condition or prospects could be adversely affected.

Failure to comply with regulatory capital requirements primarily applicable to RJF, RJ Bank or our broker-dealer subsidiaries would significantly harm our business.

RJF and RJ Bank are subject to various regulatory and capital requirements administered by various federal regulators. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, RJF and RJ Bank must meet specific capital guidelines that involve quantitative measures of RJF and RJ Bank's assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. RJF's and RJ Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components of our capital, risk-weightings of assets, off-balance sheet transactions, and other factors. Quantitative measures established by regulation to ensure capital adequacy require RJF and RJ Bank to maintain minimum amounts and ratios of Total and Tier I Capital to risk-weighted assets and Tier I Capital to adjusted assets (as defined in the regulations). Failure to meet minimum capital requirements can trigger certain mandatory and possibly additional discretionary, actions by regulators that, if undertaken, could harm either RJF or RJ Bank's operations and our financial condition.

## Index

As more fully discussed in Item 1, Regulation, in this report, RJF is required to perform annual stress tests using certain scenarios provided by the Fed. While we believe that both the quality and magnitude of our capital base is sufficient to support our current operations given our risk profile, the results of the stress testing process may affect our approach to managing and deploying capital.

Additionally, as RJF is a holding company, it depends on dividends, distributions and other payments from its subsidiaries to fund payments of its obligations including, among others, debt service. We are subject to the SEC's uniform net capital rule (Rule 15c3-1) and the net capital rule of FINRA, which may limit our ability to make withdrawals of capital from our broker-dealer subsidiaries. The uniform net capital rule sets the minimum level of net capital a broker-dealer must maintain and also requires that a portion of its assets be relatively liquid. FINRA may prohibit a member firm from expanding its business or paying cash dividends if resulting net capital falls below its requirements. In addition, our Canada based broker-dealer subsidiary is subject to similar limitations under applicable regulation in that jurisdiction. Regulatory capital requirements applicable to some of our significant subsidiaries may impede access to funds the holding company needs to make payments on any such obligations.

See Note 26 of the Notes to Consolidated Financial Statements in this Form 10-K for further information on regulations and capital requirements.

We operate in a highly regulated industry in which future developments could adversely affect our business and financial condition.

The securities industry is subject to extensive regulation, and broker-dealers and investment advisors are subject to regulations covering all aspects of the securities business including, but not limited to, sales and trading methods, trade practices among broker-dealers, use and safekeeping of clients' funds and securities, capital structure of securities firms, anti-money laundering efforts, record keeping and the conduct of directors, officers and employees. If laws or regulations are violated, we could be subject to one or more of the following: civil liability, criminal liability, sanctions which could include the revocation of our subsidiaries' registrations as investment advisors or broker-dealers, the revocation of the licenses of our financial advisors, censures, fines or a temporary suspension or permanent bar from conducting business. Any of those events could have a material adverse effect on our business, financial condition and prospects.

The majority of our affiliated financial advisors are independent contractors. Legislative or regulatory action that redefines the criteria for determining whether a person is an employee or an independent contractor could materially impact our relationships with our advisors and our business, resulting in an adverse effect on our results of operations.

We are subject to financial holding company regulatory reporting requirements including the maintenance of certain risk-based regulatory capital levels that could impact various capital allocation decisions of one or more of our businesses. However, due to our strong current capital position, we do not anticipate that these capital level requirements will have any negative impact on our future business activities. See the section entitled "Business - Regulation" of Item 1 in this report for additional information.

As a financial holding company, we are regulated by the Fed. RJ Bank is regulated by the OCC, the Fed, the CFPB, and the FDIC. This oversight includes, but is not limited to, scrutiny with respect to affiliate transactions and compliance with consumer regulations. The economic and political environment over the past several years has caused increased focus on the regulation of the financial services industry, including many proposals for new rules. Any new rules issued by our regulators could affect us in substantial and unpredictable ways and could have an adverse effect on our business, financial condition, and results of operations. We also may be adversely affected as a result of changes in federal, state, or foreign tax laws, or by changes in the interpretation or enforcement of existing laws and regulations.

The SEC has proposed certain measures that would establish a new framework to replace the requirements of Rule 12b-1 under the Investment Company Act of 1940, with respect to how mutual funds pay fees to cover the costs of selling and marketing their shares. The staff of the Office of Compliance, Inspections and Examinations has indicated that it is reviewing use of fund assets to pay for fees to sub-transfer agents and sub-administrators for services that may be deemed to be distribution-related. Any adoption of such measures would be phased in over a number of years. As these measures are neither final nor undergoing implementation throughout the financial services industry, the impact of changes such as those currently proposed cannot be predicted at this time. As this regulatory trend continues, it could adversely affect our operations and, in turn, our financial results.

Asset management businesses have experienced a number of highly publicized regulatory inquiries which have resulted in increased scrutiny within the industry and new rules and regulations for mutual funds, investment advisors and broker-dealers. Some of our wholly owned subsidiaries are registered as an investment advisor with the SEC and the regulatory scrutiny and rulemaking initiatives may result in an increase in operational and compliance costs or the assessment of significant fines or penalties against our asset management business, and may otherwise limit our ability to engage in certain activities. It is impossible

## Index

to determine the extent of the impact of any new laws, regulations or initiatives that may be proposed, or whether any of the proposals will become law. Compliance with any new laws or regulations could make compliance more difficult and expensive and affect the manner in which we conduct business. Pursuant to the Dodd-Frank Act, the SEC was charged with considering whether broker-dealers should be subject to a standard of care similar to the fiduciary standard applicable to registered investment advisors. It is not clear whether the SEC will determine that a heightened standard of conduct should be applicable to broker-dealers; however, any such standard, if mandated, would likely require us to review our product and service offerings and result in changes to these, and require that we incur additional regulatory costs in order to ensure compliance.

In addition, in recent years, the U.S. and other governments have taken actions, and may continue to take further actions, including expanding current or enacting new standards, requirements and rules that may be applicable to us and our subsidiaries and in particular our investment management business. For example, several states and municipalities in the United States have recently adopted “pay-to-play” rules, which could limit our ability to charge advisory fees, and could therefore affect the profitability of that portion of our business. In addition, the use of “soft dollars,” where a portion of commissions paid to broker-dealers in connection with the execution of trades also pays for research and other services provided to advisors, is periodically reexamined and may in the future be limited or modified. Although a substantial portion of the research relied on by our investment management business in the investment decision making process is generated internally by our investment analysts, external research, including external research paid for with soft dollars, is important to the process. This external research generally is used for information gathering or verification purposes, and includes broker-provided research, as well as third party provided databases and research services. If the use of soft dollars is limited, we may have to bear some of these costs. Furthermore, new regulations regarding the management of hedge funds and the use of certain investment products may impact our investment management business and result in increased costs. For example, many regulators around the world adopted disclosure and reporting requirements relating to the hedge fund businesses or other businesses, and changes to the laws, rules and regulations in the U.S. related to the over-the-counter swaps and derivatives markets require additional registration, recordkeeping and reporting obligations.

See the section entitled “Business - Regulation” within Item 1 in this report for additional information regarding our regulatory environment and Item 7A, “Quantitative and Qualitative Disclosures about Market Risk,” in this report regarding our approaches to managing regulatory risk. Regulatory actions brought against us may result in judgments, settlements, fines, penalties or other results adverse to us, which could have a material adverse effect on our business, financial condition or results of operations.

RJ Bank is subject to the CRA and fair lending laws, and failure to comply with these laws could lead to penalties.

The CRA, the Equal Credit Opportunity Act, the Fair Housing Act, and other fair lending laws and regulations impose nondiscriminatory lending requirements on financial institutions. The U.S. Department of Justice and other federal agencies, including the CFPB, are responsible for enforcing these laws and regulations. A successful challenge to an institution’s performance under the CRA or fair lending laws and regulations could result in a wide variety of sanctions, including the required payment of damages and civil money penalties, injunctive relief, imposition of restrictions on mergers and acquisitions activity, and restrictions on expansion activity. Private parties may also have the ability to challenge an institution’s performance under fair lending laws in private class action litigation.

## Item 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

## Item 2. PROPERTIES

The RJF headquarters is located on approximately 55 acres of land within the Carillon Office Park in St. Petersburg, Florida. The RJF headquarters complex currently includes four main buildings which encompass a total of approximately 878,000 square feet of office space, the RJ Bank building which is a 44,000 square foot two-story building, and two five-story parking garages. At this St. Petersburg, Florida location, we also have the rights necessary to add approximately 490,000 square feet of new office space. We also utilize 30,000 square feet of leased warehouse space near the headquarters complex. During fiscal year 2011, we entered into an agreement to purchase approximately 65 acres of land located in Pasco County, Florida. As of September 30, 2014, the completion of this purchase transaction is subject to the satisfactory resolution of certain permitting matters. We conduct certain operations from our 85,000 square-foot office building located on 13 acres of land we own in Southfield, Michigan, and we operate a 40,000 square foot information technology data center on land we own in the Denver, Colorado area. We also conduct certain operations in approximately 237,000 square feet of leased office space in the 21-story Raymond James Tower located in downtown Memphis, Tennessee.

RJ Ltd. leases premises for its main offices in Vancouver, Calgary and Toronto and for branch offices throughout Canada. These leases have various expiration dates through 2026. RJ Ltd. does not own any land or buildings.

Index

We conduct branch office operations in various locations throughout the U.S. and in certain foreign countries. With the exception of a company-owned RJ&A branch office building in Crystal River, Florida, and certain interests in real estate holdings held under Morgan Properties, LLC which are insignificant in the aggregate, RJ&A branches are leased from third parties under leases that contain various expiration dates through 2024.

See Note 21 of the Notes to Consolidated Financial Statements in this Form 10-K for further information on our lease commitments.

Leases for branch offices of RJFS, the independent contractors of RJ Ltd., and RJIS, are the responsibility of the respective independent contractor financial advisors.

Item 3. LEGAL PROCEEDINGS

Pre-Closing Date Morgan Keegan matters (all of which are subject to indemnification by Regions)

In July 2006, MK & Co. and a former MK & Co. analyst were named as defendants in a lawsuit filed by a Canadian insurance and financial services company, Fairfax Financial Holdings, and its American subsidiary in the Circuit Court of Morris County, New Jersey. Plaintiffs made claims under a civil Racketeer Influenced and Corrupt Organizations (“RICO”) statute, for commercial disparagement, tortious interference with contractual relationships, tortious interference with prospective economic advantage and common law conspiracy. Plaintiffs alleged that defendants engaged in a multi-year conspiracy to publish and disseminate false and defamatory information about plaintiffs to improperly drive down plaintiff’s stock price, so that others could profit from short positions. Plaintiffs alleged that defendants’ actions damaged their reputations and harmed their business relationships. Plaintiffs alleged a number of categories of damages they sustained, including lost insurance business, lost financings and increased financing costs, increased audit fees and directors and officers insurance premiums and lost acquisitions, and have requested monetary damages. On May 11, 2012, the trial court ruled that New York law applied to plaintiff’s RICO claims, therefore the claims were not subject to treble damages. On June 27, 2012, the trial court dismissed plaintiffs’ tortious interference with prospective relations claim, but allowed other claims to go forward. A jury trial was set to begin on September 10, 2012. Prior to its commencement the court dismissed the remaining claims with prejudice. Plaintiffs have appealed the court’s rulings.

Certain of the Morgan Keegan entities, along with Regions, have been named in class-action lawsuits filed in federal and state courts on behalf of shareholders of Regions and investors who purchased shares of certain mutual funds in the Regions Morgan Keegan Fund complex (the “Regions Funds”). The Regions Funds were formerly managed by Morgan Asset Management (“MAM”), an entity which was at one time a subsidiary of one of the Morgan Keegan affiliates, but an entity which was not part of our Morgan Keegan acquisition (see information regarding the Morgan Keegan acquisition in Note 3 of the Notes to Consolidated Financial Statements in this Form 10-K). The complaints contain various allegations, including claims that the Regions Funds and the defendants misrepresented or failed to disclose material facts relating to the activities of the funds. In August 2013, the United States District Court for the Western District of Tennessee approved the settlement of the class action and the derivative action regarding the closed end funds for \$62 million and \$6 million, respectively. No class has been certified. Certain of the shareholders in the funds and other interested parties have entered into arbitration proceedings and individual civil claims, in lieu of participating in the class action lawsuits.

The states of Missouri and Texas are investigating alleged securities law violations by MK & Co. in the underwriting and sale of certain municipal bonds. An enforcement action was brought by the Missouri Secretary of State in April 2013, seeking monetary penalties and other relief. In November 2013, the state dismissed this enforcement action and refiled the same claims as a civil action in the Circuit Court for Boone County, Missouri. Civil actions were brought



by certain investors of the bonds beginning in March 2012, seeking a return of their investment and unspecified compensatory and punitive damages. A punitive class action was brought on behalf of purchasers of the bonds on September 4, 2012, seeking unspecified compensatory and punitive damages. This action was certified as a class action representing all purchasers of the bonds between July 23, 2010 and September 30, 2011. These actions are in various stages of litigation.

Prior to the Closing Date, Morgan Keegan was involved in other litigation arising in the normal course of its business. On all such matters, RJF is subject to indemnification from Regions pursuant to the terms of the stock purchase agreement.

Index

## Indemnification from Regions

As more fully described in Note 3 of the Notes to Consolidated Financial Statements in this Form 10-K, the SPA provides that Regions will indemnify RJF for losses incurred in connection with any legal proceedings pending as of the closing date or commenced after the closing date related to pre-closing matters. All of the pre-Closing Date Morgan Keegan matters described above are subject to such indemnification provisions. See Note 21 of the Notes to Consolidated Financial Statements in this Form 10-K for additional information regarding Morgan Keegan's pre-Closing Date legal matter contingencies.

## Other matters unrelated to Morgan Keegan

We are a defendant or co-defendant in various lawsuits and arbitrations incidental to our securities business, matters which are unrelated to the pre-Closing Date activities of Morgan Keegan. We are contesting the allegations in these cases and believe that there are meritorious defenses in each of these lawsuits and arbitrations. In view of the number and diversity of claims against us, the number of jurisdictions in which litigation is pending and the inherent difficulty of predicting the outcome of litigation and other claims, we cannot state with certainty what the eventual outcome of pending litigation or other claims will be. In the opinion of management, based on current available information, review with outside legal counsel, and consideration of amounts provided for in the accompanying consolidated financial statements with respect to these matters, ultimate resolution of these matters will not have a material adverse impact on our financial position or cumulative results of operations. However, resolution of one or more of these matters may have a material effect on the results of operations in any future period, depending upon the ultimate resolution of those matters and upon the level of income for such period.

See Note 21 of the Notes to Consolidated Financial Statements in this Form 10-K for additional information regarding legal matter contingencies.

## PART II

Item MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND  
5. ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is traded on the NYSE under the symbol "RJF." At November 19, 2014, there were approximately 21,000 holders of our common stock. Our transfer agent is Computershare Inc. whose address is P.O. Box 30170, College Station, TX 77842-3170.

The following table sets forth for the periods indicated the high and low trades for our common stock:

	Fiscal year			
	2014		2013	
	High	Low	High	Low
First quarter	\$52.47	\$40.01	\$39.99	\$36.26
Second quarter	\$56.31	\$48.13	\$48.22	\$39.23
Third quarter	\$56.32	\$47.49	\$46.73	\$39.31
Fourth quarter	\$56.61	\$48.91	\$45.55	\$41.11

Cash dividends per share of common stock paid during the quarter are reflected below. The dividends were declared during the quarter preceding their payment.

	Fiscal year	
	2014	2013
First quarter	\$0.14	\$0.13

Edgar Filing: RAYMOND JAMES FINANCIAL INC - Form 10-K

Second quarter	\$0.16	\$0.14
Third quarter	\$0.16	\$0.14
Fourth quarter	\$0.16	\$0.14

On August 20, 2014, our Board of Directors declared a quarterly dividend of \$0.16 in cash per share of common stock which was paid on October 15, 2014. Additionally, on November 20, 2014, our Board of Directors declared a quarterly dividend of \$0.18 in cash per share of common stock, to be paid January 15, 2015 to shareholders of record on January 2, 2015.

See Note 26 of the Notes to Consolidated Financial Statements in this Form 10-K for information regarding our intentions for paying cash dividends and the related capital restrictions.

30

---

Index

The following table presents information on our purchases of our own stock, on a monthly basis, for the twelve month period ended September 30, 2014:

	Number of shares purchased <sup>(1)</sup>	Average price per share
October 1, 2013 – October 31, 2013	11,890	\$43.16
November 1, 2013 – November 30, 2013	68,503	48.38
December 1, 2013 – December 31, 2013	24,774	48.48
First quarter	105,167	\$47.82
January 1, 2014 – January 31, 2014	1,427	\$52.18
February 1, 2014 – February 28, 2014	16,423	52.06
March 1, 2014 – March 31, 2014	2,631	51.39
Second quarter	20,481	\$51.98
April 1, 2014 – April 30, 2014	8,602	\$55.31
May 1, 2014 – May 31, 2014	22,160	49.32
June 1, 2014 – June 30, 2014	277	49.71
Third quarter	31,039	\$50.98
July 1, 2014 – July 31, 2014	273	\$50.54
August 1, 2014 – August 31, 2014	8,505	54.60
September 1, 2014 – September 30, 2014	4,150	54.82
Fourth quarter	12,928	\$54.58
Fiscal year total	169,615	\$49.41

(1) We purchase our own stock in conjunction with a number of activities, each of which are described below.

We do not have a formal stock repurchase plan. As of September 30, 2014, there is \$49.4 million remaining on the current authorization of our Board of Directors for open market share repurchases (the “Share Repurchase Authorization”). Under the Share Repurchase Authorization, our Board of Directors has authorized specific dollar amounts for repurchases of our own stock at the discretion of our Board’s Securities Repurchase Committee. The decision to repurchase securities is subject to cash availability and other factors. Historically we have considered such purchases when the price of our stock approaches 1.5 times book value. We did not purchase any shares under the Share Repurchase Authorization during the year ended September 30, 2014.

Share purchases for the trust fund that was established and funded to acquire our common stock in the open market and used to settle restricted stock units granted as a retention vehicle for certain employees of our wholly owned Canadian subsidiaries (see Note 2 and Note 11 of the Notes to Consolidated Financial Statements in this Form 10-K for more information on this trust fund) amounted to 17,668 shares for a total of \$850 thousand, for the fiscal year ended September 30, 2014. These share purchases are not subject to the Share Repurchase Authorization.

We also repurchase shares when employees surrender shares as payment for option exercises or withholding taxes. During the fiscal year ended September 30, 2014, there were 151,947 shares surrendered to us by employees for a total of \$7.5 million as payment for option exercises or withholding taxes. These share purchases are not subject to the Share Repurchase Authorization.



Index

## Item 6. SELECTED FINANCIAL DATA

	Year ended September 30,				
	2014	2013	2012	2011	2010
	(in thousands, except per share data)				
Operating results:					
Total revenues	\$4,965,460	\$4,595,798	\$3,897,900	\$3,399,886	\$2,979,516
Net revenues	\$4,861,369	\$4,485,427	\$3,806,531	\$3,334,056	\$2,916,665
Net income attributable to RJF	\$480,248	\$367,154	\$295,869	\$278,353	\$228,283
Net income per share - basic	\$3.41	\$2.64	\$2.22	\$2.20	\$1.83
Net income per share - diluted	\$3.32	\$2.58	\$2.20	\$2.19	\$1.83
Weighted-average common shares outstanding - basic	139,935	137,732	130,806	122,448	119,335
Weighted-average common and common equivalent shares outstanding - diluted	143,589	140,541	131,791	122,836	119,592
Cash dividends per common share - declared	\$0.64	\$0.56	\$0.52	\$0.52	\$0.44
Financial condition:					
Total assets	\$23,325,652	\$23,186,122	\$21,160,265	\$18,006,995	\$17,883,081 <sup>(1)</sup>
Long-term obligations:					
Non-current portion of other borrowings <sup>(2)</sup>	\$500,216	\$5,000	\$—	\$—	\$—
Non-current portion of loans payable of consolidated variable interest entities <sup>(3)</sup>	\$25,928	\$43,877	\$62,938	\$78,650	\$63,660
Non-current portion of corporate debt	\$1,186,750	\$1,190,978	\$1,322,576	\$602,127	\$352,709
Total long-term debt	\$1,712,894	\$1,239,855	\$1,385,514	\$680,777	\$416,369
Equity attributable to Raymond James Financial, Inc.	\$4,141,236	\$3,662,924	\$3,268,940	\$2,587,619	\$2,302,816
Shares outstanding <sup>(4)</sup>	140,836	138,750	136,076	123,273	121,041
Book value per share at end of year	\$29.40	\$26.40	\$24.02	\$20.99	\$19.03
Tangible book value per share at end of year (a non-GAAP measure) <sup>(5)</sup>	\$26.98	\$23.86	\$21.42	\$20.45	\$18.49

Total assets at September 30, 2010 include \$3.1 billion in qualifying assets, offset by \$2.4 billion in overnight (1) borrowings and \$700 million in additional RJBDEP deposits to meet point-in-time regulatory balance sheet composition requirements related to RJ Bank's qualifying as a thrift institution at such time.

(2) At September 30, 2014, the outstanding balance is primarily comprised of RJ Bank's borrowings from the Federal Home Loan Bank ("FHLB").

(3) Loans payable of consolidated variable interest entities ("VIE") are non-recourse to us.

(4) Excludes non-vested shares.

(5) This non-GAAP measure is computed by dividing shareholders' equity, less goodwill and other identifiable intangible assets, net of their related deferred tax balances (which are \$13 million, \$9 million, \$8 million and \$6 million as of September 30, 2014, 2013, 2012 and 2011 respectively), by the number of shares outstanding. Management believes tangible book value per share is a measure that is useful to assess capital strength and that

the GAAP and non-GAAP measures should be considered together.

Index

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the results of our operations and financial condition. The MD&A is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and accompanying notes to consolidated financial statements. Where "NM" is used in various percentage change computations, the computed percentage change has been determined not to be meaningful.

Executive overview

We operate as a financial services and bank holding company. Results in the businesses in which we operate are highly correlated to the general overall strength of economic conditions and, more specifically, to the direction of the U.S. equity and fixed income markets, the corporate and mortgage lending markets and commercial and residential credit trends. Overall market conditions, interest rates, economic, political and regulatory trends, and industry competition are among the factors which could affect us and which are unpredictable and beyond our control. These factors affect the financial decisions made by market participants which include investors, borrowers, and competitors, impacting their level of participation in the financial markets. These factors also impact the level of public offerings, trading profits, interest rate volatility and asset valuations, or a combination thereof. In turn, these decisions and factors affect our business results.

Year ended September 30, 2014 compared with the year ended September 30, 2013

For the fifth consecutive year, we achieved record net revenues of \$4.9 billion, a \$376 million or 8%, increase compared to the prior year. The increase generated by our on-going operations is even greater than that amount after factoring in the \$74 million of revenue reflected in the prior year that was associated with a private equity investment we sold last year. All four operating segments achieved record levels of net revenues, the fifth straight year for our Private Client Group and Capital Markets segments. Total client assets under administration increased to \$475 billion at September 30, 2014, a 12% increase over the prior year level.

We also achieved a record level of net income, to \$480 million, an increase of \$113 million, or 31%, compared to the prior year. Three of our four operating segments achieved record levels of profitability. Fully diluted earnings per share of \$3.32, increased \$0.74, or 29%, over the prior year amount. After excluding the acquisition related and other one-time expenses we incurred in the prior year, our adjusted net income increased \$61 million, or 15%, compared to the prior year period (a non-GAAP measure).<sup>(1)</sup> The increase in net income over the prior year level is even more significant given that the prior year net income included \$14 million (after the attribution to noncontrolling interests) arising from our indirect investment in Albion Medical Holdings, Inc. ("Albion"), a private equity holding which was sold during the prior year.

Non-interest expenses increased \$254 million, or 7%, compared to the prior year. The increase is primarily due to the increase in compensation, commissions and benefits expenses which were partially offset by the decrease in acquisition related expenses. Acquisition and integration related expenses in fiscal year 2014 are no longer material for separate reporting since our integration of Morgan Keegan was substantially complete as of September 30, 2013. The combination of increasing net revenues and overall expense control in fiscal year 2014 helped us achieve a 15.4% pre-tax margin on net revenues.

A summary of the most significant items impacting our financial results as compared to the prior year are as follows:



Our Private Client Group segment generated record net revenues of \$3.3 billion, a 12% increase, while pre-tax income increased \$100 million, or 43%, to a record \$330 million. The increase in revenues is primarily attributable to increased securities commissions and fee revenues, predominately arising from fee-based accounts, as well as an increase in mutual fund and annuity service fee revenues. Commission expenses increased in proportion to the increase in corresponding commission revenues while all other components of non-interest expense increased by only 1%. Client assets under administration of the Private Client Group increased 12% over the prior year level, to \$450.6 billion at September 30, 2014. Net inflows of client assets have been positively impacted by successful recruiting of financial advisors, among other favorable factors.

(1) Refer to the discussion and reconciliation of the GAAP results to the non-GAAP results in the “Reconciliation of the GAAP results to the non-GAAP measures” section of this MD&A.

Index

The Capital Markets segment generated record net revenues of \$966 million, a 3% increase, while pre-tax income increased \$28 million, or 28%, to a record \$131 million. Increases in trading profits, merger and acquisition fee revenues, equity underwriting fee revenues and institutional sales commissions on equity products more than offset a decline in institutional sales commissions on fixed income products. The decline in institutional fixed income commission revenues results from challenging fixed income market conditions during the fiscal year due to economic uncertainty, historically low interest rates, relatively low volatility of benchmark interest rates, and decreased customer trading volumes.

Our Asset Management segment generated record net revenues of \$370 million, a 26% increase, while pre-tax income increased \$32 million, or 33%, to a record \$128 million. Financial assets under management increased 15% from the prior year, to \$64.6 billion as of September 30, 2014. Both strong net inflows of client assets and market appreciation contributed to the increase. We also earned nearly \$10 million in performance fees in the current year (compared to nearly \$2 million in the prior year) as a result of positive net performance from certain of our managed funds (a portion of which are attributable to noncontrolling interests), which contributed to the increase in revenues and pre-tax income.

RJ Bank generated record net revenues of \$352 million, a 1% increase, while pre-tax income decreased \$25 million, or 9%, to \$243 million. Net interest income increased due to growth in average loans outstanding, offset in large part by a lower net interest margin. The provision for loan losses increased primarily as the result of significant loan portfolio growth, partially offset by decreases resulting from improved credit characteristics of the loan portfolio reflecting the positive impact from improved economic conditions. Non-interest expenses (excluding the provision for loan losses) increased \$19 million.

Activities in our Other segment resulted in a pre-tax loss that is \$48 million less than the prior year. Our non-interest expenses decreased substantially as we are no longer incurring acquisition and integration related costs since our integration of Morgan Keegan was substantially complete as of September 30, 2013. In addition, the prior year included significant revenues and pre-tax income associated with our indirect investment in Albion, which was sold in April 2013, thus having a significant impact on comparisons to the prior year.

Our fiscal year 2014 effective tax rate is 35.8%, up from the 34.9% in fiscal year 2013. Our fiscal year 2013 effective tax rate included a nonrecurring tax benefit resulting from a change in management's repatriation strategy of certain foreign earnings. Both years included significant non-taxable gains in the value of our company-owned life insurance portfolio.

The regulatory environment in which we operate our businesses continues to produce changes that result from new rules and additional regulations that could impact our businesses in the future. That being the case, our current view of the potential impact to us of future regulations remains substantially unchanged by the regulatory activities that occurred during the year. Based on our continuing review of the Dodd-Frank Act, and because of the nature of our businesses and our business practices, we presently do not expect the legislation to have a significant direct impact on our operations as a whole. However, because some of the implementing regulations either have yet to be adopted, have yet to become effective, or are under further analysis by various regulatory agencies, the specific impact on some of our businesses remains uncertain.

Index

Year ended September 30, 2013 compared with the year ended September 30, 2012

We achieved record net revenues of \$4.5 billion in fiscal year 2013, a \$679 million, or 18%, increase compared to the prior year. All four operating segments achieved record net revenues and pre-tax earnings. Revenues were higher in fiscal year 2013 in part because the results include twelve months of Morgan Keegan operations as compared to six months in fiscal year 2012. In addition, fiscal year 2013 net revenues include a \$65 million gain on a proprietary capital investment (a \$22.7 million impact to RJF net revenues after noncontrolling interests), which further elevated our revenues.

Our pre-tax income increased \$93 million in fiscal year 2013, or 20%, compared to the prior year, to \$564 million. Excluding the acquisition related expenses primarily resulting from the Morgan Keegan acquisition, in fiscal year 2013 we generated adjusted pre-tax income of \$644 million (a non-GAAP measure)<sup>(1)</sup>, a 21% increase over the prior year. Earnings per share in fiscal year 2013 increased 17% over the prior year, to \$2.58 per share. Excluding the acquisition related expenses mentioned above, fiscal year 2013 adjusted earnings per share (a non-GAAP measure)<sup>(1)</sup> increased 18%, to \$2.95 per share.

All of our operating segments performed well during fiscal year 2013, as each achieved record levels of pre-tax income. Total client assets under administration were a record \$425.4 billion at September 30, 2013, a 10% increase over the prior year level. Non-interest expenses in fiscal year 2013 increased \$553 million, or 17%, primarily as a result of the inclusion of a full year of expenses from legacy Morgan Keegan businesses. Increases in compensation related expenses, information technology expenses, and acquisition related expenses were partially offset by a decrease in the bank loan loss provision.

Significant milestones achieved in fiscal year 2013 include the mid-February 2013 transfer of all of the Morgan Keegan financial advisors and client accounts from the Morgan Keegan platform to the RJ&A platform. Following that conversion and allowing time for the former Morgan Keegan financial advisors to become proficient in the use of the RJ&A platform, in the June 2013 quarter we implemented staff reductions. These reductions occurred mainly within our information technology groups where there was significant overlap in historic Morgan Keegan and RJ&A support staffing that we had elected to maintain through the platform conversion date in order to ensure the continued high levels of service to financial advisors and clients while we operated on two different platforms. Retention levels remain very high for the legacy Morgan Keegan financial advisors. The Morgan Keegan Capital Markets businesses were also integrated (primarily fixed income and public finance investment banking) during fiscal year 2013, and further staff reductions were made. Given these accomplishments, as of September 30, 2013 our various Morgan Keegan integration initiatives have been substantially and successfully completed.

A summary of the most significant items impacting our financial results in fiscal year 2013 compared to the prior year, in addition to the impact of twelve months of Morgan Keegan operations in fiscal year 2013 compared to six months in the prior year, are as follows:

Our Private Client Group segment generated net revenues of \$2.9 billion in fiscal year 2013, an 18% increase, while pre-tax income increased 7% to \$230 million. The increase in revenues is primarily attributable to increased securities commissions and fee revenues, predominately arising from fee-based accounts. Pre-tax income in fiscal year 2013 was negatively impacted by an increase in commission expenses (driven primarily by the increase in corresponding commission revenues) as well as an increase in communication and information processing expense. Client assets under administration of the Private Client Group increased 9% over the prior year, to \$402.6 billion at September 30, 2013.

The Capital Markets segment generated net revenues of \$938 million in fiscal year 2013, a 15% increase, while pre-tax income increased 35% to \$102 million. We experienced significant increases in institutional fixed income

commission revenues, merger and acquisition fees, and fixed income investment banking revenues. Equity capital markets commission levels increased as a result of improved equity market conditions. Results from our equity capital markets investment banking business were uneven throughout fiscal year 2013, characterized by intermittent periods of significant activity, and ending the year with strong results. Our fixed income operations improved overall, but were negatively impacted during times of adverse fixed income market conditions. These adverse conditions resulted from medium and longer term interest rate volatility, which negatively impacted our trading results.

Our Asset Management segment generated revenues of \$293 million in fiscal year 2013, a 23% increase, while pre-tax income increased 43% to \$96 million. Assets under management in managed programs increased 31% to a record \$56 billion as of September 30, 2013. Strong net inflows of client assets in managed programs, including from legacy MK & Co. branches, market appreciation, and our acquisition of an interest in ClariVest, contributed to the increase.

(1) Refer to the discussion and reconciliation of the GAAP results to the non-GAAP results in the “Reconciliation of the GAAP results to the non-GAAP measures” section of this MD&A.

Index

RJ Bank generated \$268 million in pre-tax income in fiscal year 2013, an 11% increase over the prior year. The increase resulted primarily from the significant decrease in the loan loss provision expense and an increase in net interest income. The decrease in the loan loss provision expense resulted from an improved credit environment, the favorable resolution of certain problem loans, and a significant reduction in residential mortgage delinquent loans. The increase in net interest income was primarily the result of an increase in average loans outstanding.

In our non-operating Other segment, our fiscal year 2013 results reflect a \$6 million increase in our pre-tax loss. This segment includes certain corporate expenses, our principal capital and our private equity activities. Our results were favorably impacted by the sale of our indirect investment in Albion in April, 2013. The Albion investment generated an increase of \$18 million in pre-tax income (net of noncontrolling interests). We also experienced other less significant increases on other investments in our private equity portfolio. Those increases were more than offset by additional acquisition and integration related costs incurred from the Morgan Keegan acquisition, and a full year's interest expense associated with debt financings executed in March 2012 to finance a portion of the acquisition.

Our earnings benefited from a favorable effective tax rate in fiscal year 2013. Our effective tax rate in fiscal year 2013 decreased to 34.9% from 37.3% in fiscal year 2012. The tax rate decrease primarily resulted from a nonrecurring tax benefit resulting from a change in management's repatriation strategy of certain foreign earnings as well as a significant increase in nontaxable income associated with the change in market value of company-owned life insurance.

Index

## Segments

The following table presents our consolidated and segment gross revenues, net revenues and pre-tax income (loss), the latter excluding noncontrolling interests, for the years indicated:

	Year ended September 30,						
	2014	2013	% change	2012	% change		
	(in thousands)						
Total company							
Revenues	\$4,965,460	\$4,595,798	8	% \$3,897,900	18		%
Net revenues	4,861,369	4,485,427	8	% 3,806,531	18		%
Pre-tax income excluding noncontrolling interests	748,045	564,187	33	% 471,525	20		%
Private Client Group							
Revenues	3,276,566	2,930,603	12	% 2,484,670	18		%
Net revenues	3,266,946	2,918,978	12	% 2,473,631	18		%
Pre-tax income	330,278	230,315	43	% 215,091	7		%
Capital Markets							
Revenues	981,572	955,955	3	% 828,435	15		%
Net revenues	966,152	937,886	3	% 812,146	15		%
Pre-tax income	130,565	102,171	28	% 75,755	35		%
Asset Management							
Revenues	369,690	292,817	26	% 237,224	23		%
Net revenues	369,666	292,809	26	% 237,137	23		%
Pre-tax income	128,286	96,300	33	% 67,241	43		%
RJ Bank							
Revenues	360,317	356,130	1	% 345,693	3		%
Net revenues	351,770	346,906	1	% 336,034	3		%
Pre-tax income	242,834	267,714	(9)	)% 240,158	11		%
Other							
Revenues	42,203	126,401	(67)	)% 58,412	116		%
Net revenues	(35,253)	) 45,923	(177)	)% (3,937	) NM		
Pre-tax loss	(83,918)	) (132,313)	) 37	% (126,720)	) (4		)%
Intersegment eliminations							
Revenues	(64,888)	) (66,108)	)	(56,534)	)		
Net revenues	(57,912)	) (57,075)	)	(48,480)	)		

## Reconciliation of the GAAP results to the non-GAAP measures

We believe that the non-GAAP measures provide useful information by excluding material items that may not be indicative of our core operating results and that the GAAP and the non-GAAP measures should be considered together. There are no non-GAAP adjustments in the year ended September 30, 2014, as we no longer separately

report acquisition and integration related costs since our integration of Morgan Keegan was substantially complete as of September 30, 2013. The non-GAAP adjustments for the prior year periods presented are comprised of the one-time acquisition and integration costs incurred (primarily associated with the Morgan Keegan acquisition) and other non-recurring expenses, net of applicable taxes. Refer to the footnotes to the following table for further explanation of each non-recurring item.

Index

The following table provides a reconciliation of the GAAP basis to the non-GAAP measures:

	Year ended September 30,	
	2013	2012
	(\$ in thousands, except per share amounts)	
Net income attributable to RJF, Inc. - GAAP basis	\$367,154	\$295,869
Non-GAAP adjustments:		
Acquisition related expenses <sup>(1)</sup>	73,454	59,284
RJF's share of RJES goodwill impairment expense <sup>(2)</sup>	4,564	—
RJES restructuring expense <sup>(3)</sup>	1,902	—
Interest expense <sup>(4)</sup>	—	1,738
Pre-tax non-GAAP adjustments	79,920	61,022
Tax effect of non-GAAP adjustments <sup>(5)</sup>	(27,908	) (22,731
Adjusted net income attributable to RJF, Inc. - Non-GAAP basis	\$419,166	\$334,160
Non-GAAP adjustments to common shares outstanding:		
Effect of the February 2012 share issuance on weighted average common shares outstanding <sup>(6)</sup>	—	(1,396
Non-GAAP earnings per common share:		
Non-GAAP basic	\$3.01	\$2.53
Non-GAAP diluted	\$2.95	\$2.51
Average equity - GAAP basis <sup>(7)</sup>	\$3,465,323	\$3,037,789
Average equity - non-GAAP basis <sup>(8)</sup>	\$3,483,531	\$3,027,259
Return on equity	10.6	% 9.7
Return on equity - non-GAAP basis <sup>(9)</sup>	12.0	% 11.0

(1) The non-GAAP adjustment adds back to pre-tax income one-time acquisition and integration expenses associated with acquisitions that were incurred during each respective fiscal year.

(2) The non-GAAP adjustment adds back to pre-tax income RJF's share of the total goodwill impairment expense associated with our RJES reporting unit.

(3) The non-GAAP adjustment adds back to pre-tax income restructuring expenses associated with our RJES operations.

(4) The non-GAAP adjustment adds back to pre-tax income the incremental interest expense incurred during the March 31, 2012 quarter on debt financings that occurred in March 2012, prior to and in anticipation of, the closing of the Morgan Keegan acquisition.

(5) The non-GAAP adjustment reduces net income for the income tax effect of all the pre-tax non-GAAP adjustments, utilizing the effective tax rate applicable to the respective year.

(6) The non-GAAP adjustment to the weighted average common shares outstanding in the basic and diluted non-GAAP earnings per share computation reduces the actual shares outstanding for the effect of the 11,075,000 common shares issued by RJF in February 2012 as a component of our financing of the Morgan Keegan acquisition.

(7) Computed by adding the total equity attributable to RJF, Inc. as of each quarter-end date during the indicated fiscal year, plus the beginning of the year total, divided by five.

(8) The calculation of non-GAAP average equity includes the impact on equity of the non-GAAP adjustments described in the table above, as applicable for each respective year.



Computed by utilizing the adjusted net income attributable to RJF, Inc.-non-GAAP basis and the average (9) equity-non-GAAP basis, for each respective year. See footnotes (7) and (8) above for the calculation of average equity-non-GAAP basis.

Index

Net interest analysis

We have certain assets and liabilities, not only held in our RJ Bank segment but also held in our PCG, Capital Markets and Other segments, which are subject to changes in interest rates; these changes in interest rates have an impact on our overall financial performance. Given the relationship of our interest sensitive assets to liabilities held in each of these segments, an increase in short-term interest rates would result in an overall increase in our net earnings (we currently have more assets than liabilities with a yield that would be affected by a change in short-term interest rates). A gradual increase in short-term interest rates would have the most significant favorable impact on our PCG and RJ Bank segments (refer to the table in Item 7a - Interest Rate Risk in this report, which presents an analysis of RJ Bank's estimated net interest income over a 12 month period based on instantaneous shifts in interest rates using the asset/liability model applied by RJ Bank).

Based upon our latest analysis performed as of September 30, 2014, we estimate that a 100 basis point instantaneous rise in short-term interest rates would result in an increase in our pre-tax income of approximately \$150 million over a twelve month period. Approximately half of such an increase would be reflected in account and service fee revenues (resulting from an increase in the fees generated in lieu of interest income from our multi-bank sweep program with unaffiliated banks and the discontinuance of money market fee waivers) which are reported in the PCG segment, and the remaining portion of the increase would be reflected in net interest income reported primarily in our PCG and RJ Bank segments. This estimate is based on static balances as of September 30, 2014 and a conservative assumption related to interest credited to our clients on their cash balances in such an interest rate environment. The actual amount of any increase we would realize in the future will ultimately be based on a number of factors including, but not limited to, the actual change in balances, the rapidity and magnitude of the increase in interest rates, the competitive landscape at such time, and the returns on comparable investments which will factor into the interest rates we pay on client cash balances. The vast majority of any incremental benefit to pre-tax income from a rise in short-term interest rates would be expected to arise from the first 100 basis point increase, as we presume that a significant portion of any further incremental increase in short-term interest rates would be passed along to clients, and thus such additional interest revenues and interest sensitive fees would be offset by increases of similar amounts in our interest expense.

Index

The following table presents our consolidated average interest-earning asset and liability balances, interest income and expense balances, and the average yield/cost, for the years indicated:

	Year ended September 30,									
	2014			2013			2012			
	Average balance <sup>(1)</sup>	Interest inc./exp.	Average yield/cost	Average balance <sup>(1)</sup>	Interest inc./exp.	Average yield/cost	Average balance <sup>(1)</sup>	Interest inc./exp.	Average yield/cost	
	(\$ in thousands)									
<b>Interest-earning assets:</b>										
Margin balances	\$1,764,305	\$68,454	3.88 %	\$1,775,251	\$60,931	3.43 %	\$1,695,197	\$60,104	3.55 %	
Assets segregated pursuant to regulations and other segregated assets	2,783,598	15,441	0.55 %	3,554,917	17,251	0.49 %	3,236,290	16,050	0.50 %	
Bank loans, net of unearned income <sup>(2)</sup>	10,048,719	343,942	3.39 %	8,605,013	335,964	3.90 %	7,501,832	319,211	4.26 %	
Available for sale securities	648,515	6,560	1.01 %	739,976	8,005	1.08 %	659,053	9,076	1.38 %	
Trading instruments <sup>(3)</sup>	630,295	17,883	2.84 %	742,991	20,089	2.70 %	764,365	20,977	2.74 %	
Stock loan	423,466	8,731	2.06 %	349,285	8,271	2.37 %	577,879	9,110	1.58 %	
Loans to financial advisors <sup>(3)</sup>	413,600	6,427	1.55 %	421,645	6,510	1.54 %	342,858	4,797	1.40 %	
Corporate cash and all other <sup>(3)</sup>	2,113,313	13,448	0.64 %	3,076,912	16,578	0.54 %	2,415,466	13,933	0.58 %	
<b>Total</b>	<b>\$18,825,811</b>	<b>\$480,886</b>	<b>2.55 %</b>	<b>\$19,265,990</b>	<b>\$473,599</b>	<b>2.46 %</b>	<b>\$17,192,940</b>	<b>\$453,258</b>	<b>2.64 %</b>	
<b>Interest-bearing liabilities:</b>										
Brokerage client liabilities	\$3,967,811	1,269	0.03 %	\$4,866,091	\$2,049	0.04 %	\$4,258,197	\$2,213	0.05 %	
Bank deposits <sup>(2)</sup>	10,119,433	7,959	0.09 %	9,133,260	9,032	0.10 %	8,032,768	9,484	0.12 %	
Trading instruments sold but not yet purchased <sup>(3)</sup>	243,737	4,327	1.78 %	241,334	3,595	1.49 %	173,458	2,437	1.40 %	
Stock borrow	114,404	2,869	2.51 %	125,507	2,158	1.72 %	163,262	1,976	1.21 %	
Borrowed funds	259,568	3,939	1.52 %	361,317	4,724	1.31 %	314,975	5,915	1.88 %	
Senior notes	1,148,947	76,038	6.62 %	1,148,759	76,113	6.63 %	877,066	58,523	6.67 %	
Loans payable of consolidated variable interest entities <sup>(3)</sup>	51,518	2,900	5.63 %	70,325	3,959	5.63 %	88,762	5,032	5.67 %	
Other <sup>(3)</sup>	319,328	4,790	1.50 %	336,226	8,741	2.60 %	282,359	5,789	2.05 %	
<b>Total</b>	<b>\$16,224,746</b>	<b>\$104,091</b>	<b>0.64 %</b>	<b>\$16,282,819</b>	<b>\$110,371</b>	<b>0.68 %</b>	<b>\$14,190,847</b>	<b>\$91,369</b>	<b>0.64 %</b>	
		<b>\$376,795</b>			<b>\$363,228</b>			<b>\$361,889</b>		

Net interest  
income

- (1) Represents average daily balance, unless otherwise noted.
- (2) See Results of Operations – RJ Bank in this MD&A for further information.
- (3) Average balance is calculated based on the average of the end of month balances for each month within the period.

40

---

Index

Year ended September 30, 2014 compared with the year ended September 30, 2013 – Net Interest Analysis

Net interest income increased \$14 million, or 4%, compared to the prior year. Net interest income is earned primarily by our PCG and RJ Bank segments, which are discussed separately below.

Net interest income in the PCG segment increased \$4 million, or 5%, primarily resulting from the increase in margin interest rates we implemented as of October 1, 2013, offset by a slight decrease in average client margin balances outstanding.

The RJ Bank segment's net interest income increased \$8 million, or 2%, primarily as a result of an increase in loans outstanding offset by a decrease in net interest margin. Refer to the discussion of the specific components of RJ Bank's net interest income in the RJ Bank section of this MD&A.

Interest income earned on the available for sale securities portfolio decreased \$1 million, or 18%, from the prior year due to lower investment balances primarily resulting from sales and redemptions within the portfolio, and a slight decrease in yields (see Note 7 of our Notes to Consolidated Financial Statements in this Form 10-K for additional information on our available for sale securities).

Interest income earned on our trading instruments decreased \$2 million, or 11%, compared to the prior year due to lower average trading security inventory levels (see Note 6 of our Notes to Consolidated Financial Statements in this Form 10-K for additional information on our trading instruments).

Year ended September 30, 2013 compared with the year ended September 30, 2012 – Net Interest Analysis

Net interest income was relatively unchanged in fiscal year 2013 as compared to the prior year level. Net interest income is earned primarily by our PCG and RJ Bank segments, which are discussed separately below.

Net interest income in the PCG segment was also relatively unchanged in fiscal year 2013 as compared to the prior year. In the historically low rate interest environment that existed during fiscal year 2013, we earned a historically low interest spread on client cash balances, thus we experienced only a nominal favorable impact on our net interest revenues despite increases in client balances outstanding.

RJ Bank's net interest income in fiscal year 2013 increased \$17 million, or 5%, primarily as a result of an increase in average loans outstanding, partially offset by a decrease in net interest margin. Refer to the discussion of the specific components of RJ Bank's net interest income in the RJ Bank section of this MD&A.

Interest income earned on our available for sale securities portfolio in fiscal year 2013 decreased from the prior year due to significantly lower yields on the portfolio which more than offset the increase resulting from higher investment balances. The average balance of the portfolio increased primarily as a result of the ARS we acquired halfway through the prior year as a part of the Morgan Keegan acquisition. Given the significantly lower yields from these securities, the weighted-average yield on the total available for sale securities portfolio declined.

Interest expense on our senior notes in fiscal year 2013 increased approximately \$18 million over the prior year. The increase primarily results from our March 2012 issuances of \$350 million 6.9% senior notes and \$250 million 5.625% senior notes. Both of the March 2012 debt offerings were part of our acquisition financing activities and other transactions associated with the Morgan Keegan acquisition.



Index

## Results of Operations – Private Client Group

The following table presents consolidated financial information for our PCG segment for the years indicated:

	Year ended September 30,					
	2014	% change	2013	% change	2012	
	(\$ in thousands)					
<b>Revenues:</b>						
<b>Securities commissions and fees:</b>						
Equities	\$297,535	3	% \$289,395	10	% \$263,578	
Fixed income products	78,082	(21)	)% 98,994	18	% 83,698	
Mutual funds	678,577	9	% 621,459	21	% 514,146	
Fee-based accounts	1,261,267	24	% 1,016,340	26	% 808,361	
Insurance and annuity products	354,629	5	% 338,666	12	% 303,628	
New issue sales credits	88,341	(3)	)% 90,747	10	% 82,811	
Sub-total securities commissions and fees	2,758,431	12	% 2,455,601	19	% 2,056,222	
Interest	99,147	2	% 96,926	1	% 95,866	
<b>Account and service fees:</b>						
Client account and service fees	162,057	—	162,283	9	% 148,873	
Mutual fund and annuity service fees	212,342	26	% 168,055	23	% 136,514	
Client transaction fees	17,124	1	% 16,932	(21)	)% 21,547	
Correspondent clearing fees	3,022	(1)	)% 3,059	9	% 2,812	
Account and service fees – all other	293	4	% 282	29	% 219	
Sub-total account and service fees	394,838	13	% 350,611	13	% 309,965	
Other	24,150	(12)	)% 27,465	21	% 22,617	
Total revenues	3,276,566	12	% 2,930,603	18	% 2,484,670	
Interest expense	(9,620	) (17	)% (11,625	) 5	% (11,039	)
Net revenues	3,266,946	12	% 2,918,978	18	% 2,473,631	
<b>Non-interest expenses:</b>						
Sales commissions	2,002,831	13	% 1,765,933	18	% 1,491,286	
Admin & incentive compensation and benefit costs	490,453	2	% 481,253	14	% 420,553	
Communications and information processing	153,076	(6)	)% 163,125	43	% 113,931	
Occupancy and equipment	118,503	4	% 113,573	19	% 95,551	
Business development	80,950	23	% 65,679	—	65,505	
Clearance and other	90,855	(8)	)% 99,100	38	% 71,714	
Total non-interest expenses	2,936,668	9	% 2,688,663	19	% 2,258,540	
Pre-tax income	\$330,278	43	% \$230,315	7	% \$215,091	
Margin on net revenues	10.1	%	7.9	%	8.7	%

Revenues of the PCG segment are correlated with total PCG client assets under administration, which include assets in fee-based accounts, and the overall U.S. equities markets. PCG client asset balances are as follows as of the dates indicated:

	As of September 30,				
	2014	% change	2013	% change	2012
	(\$ in billions)				
Total PCG assets under administration	\$450.6	12	% \$402.6	9	% \$367.7

Edgar Filing: RAYMOND JAMES FINANCIAL INC - Form 10-K

PCG assets in fee-based accounts	\$167.7	20	%	\$139.9	21	%	\$115.7
----------------------------------	---------	----	---	---------	----	---	---------

Total PCG assets under administration increased 12% over September 30, 2013 primarily as a result of favorable equity markets and an increase net client inflows during fiscal year 2014. Total PCG assets in fee-based accounts increased 20% compared

42

---



Index

to September 30, 2013. Increased client assets under administration typically result in higher fee-based account revenues and mutual fund and annuity service fees. Improved equity markets not only result in increased assets under administration, but also generally lead to more client activity and therefore improved financial advisor productivity. Higher client cash balances generally lead to increased interest income and account fee revenues, depending upon the interest rates realized in our Client Interest Program and RJB DP.

The following table presents a summary of PCG financial advisors and the total number of PCG branch locations as of the periods indicated:

	Employees	Independent contractors	September 30, 2014 total	September 30, 2013 total
RJ&A	2,462	—	2,462	2,443
RJFS	—	3,329	3,329	3,275
RJ Ltd.	172	219	391	406
RJIS	—	83	83	73
Total financial advisors	2,634	3,631	6,265	6,197
Total branch locations			2,569	2,518

#### Year ended September 30, 2014 compared with the year ended September 30, 2013 – Private Client Group

Net revenues increased \$348 million, or 12%, to a record \$3.3 billion while pre-tax income increased \$100 million, or 43%, to a record \$330 million. PCG's pre-tax margin on net revenues increased to 10.1% as compared to 7.9% in fiscal year 2013.

Securities commissions and fees increased \$303 million, or 12%. The increase results predominately from growth in client assets under administration. The year over year increase in client assets was driven by the equity market conditions in the U.S., which were generally improved as compared to the prior year, and increased financial advisor productivity. The most significant increases in these revenues arose from revenues earned on fee-based accounts, which increased \$245 million, or 24%, and commission revenues on mutual fund products which increased \$57 million, or 9% (primarily due to increases in trailing commissions on mutual fund products), partially offset by a \$21 million, or 21%, decrease in commissions on fixed income products. Commission earnings on fixed income products decreased primarily due to historically low interest rates and a general lack of volatility of benchmark interest rates. Securities commissions and fee revenues generated by our Canadian operations increased 5% over the prior year.

Total account and service fee revenues increased \$44 million, or 13%, over the prior year. Mutual fund and annuity service fees increased \$44 million, or 26%, primarily as a result of an increase in mutual fund omnibus fees and education and marketing support ("EMS") fees (which include no-transaction-fee ("NTF") program revenues), all of which are paid to us by the mutual fund companies whose products we distribute. We continue to implement changes in the data sharing arrangements with many mutual fund companies, converting from a networking to an omnibus arrangement. The fees earned from omnibus arrangements are greater than those under networking arrangements in order to compensate us for the additional reporting requirements performed by the broker-dealer under omnibus arrangements. During fiscal year 2014, we implemented technology changes in our EMS program and standardized tiered service levels provided to many mutual fund companies, resulting in increased fees earned from EMS arrangements. In addition, effective with our mid-February 2013 platform integration, the former Morgan Keegan client mutual fund investments became eligible for our omnibus and EMS programs resulting in an increase in this fee revenue.

PCG net interest increased \$4 million, or 5%, primarily resulting from an increase in margin interest rates despite a slight decrease in average margin balances. Growth in margin loans in fiscal year 2014 has been negatively impacted

by the popularity of our securities based lending product offered by RJ Bank. As a result of the extremely low rate interest environment that existed during fiscal year 2014 and the related low net interest spreads earned, there was only a nominal impact on our net interest revenues resulting from changes in client cash balances. Refer to the discussion of how the pre-tax income of this segment could be favorably impacted by a 100 basis point instantaneous rise in short-term interest rates, in the net interest section of this MD&A.

Total segment revenues increased 12%. The portion of total segment revenues that we consider to be recurring is approximately 72% at September 30, 2014, as contrasted to 68% at September 30, 2013. Recurring commission and fee revenues include asset-based fees, trailing commissions from mutual funds and variable annuities/insurance products, mutual fund service fees, fees earned on funds in our multi-bank sweep program, and interest.

Index

Non-interest expenses increased \$248 million, or 9%, over the prior year. Sales commission expense increased \$237 million, or 13%, consistent with the 12% increase in commission and fee revenues. Business development expenses increased \$15 million, or 23%, due to increases in advertising, recruiting, incoming account transfer fee expenses, and conference costs.

Year ended September 30, 2013 compared with the year ended September 30, 2012 – Private Client Group

Net revenues in fiscal year 2013 increased \$445 million, or 18%, over the prior year, while pre-tax income increased \$15 million, or 7%. PCG's pre-tax margin on net revenues decreased to 7.9% as compared to 8.7% in fiscal year 2012.

A full year of MK & Co. private client group operations are included in the fiscal year 2013 results as compared to six months in fiscal year 2012. Therefore, comparisons of our legacy private client group operations to our fiscal year 2013 operations are not meaningful. As of mid-February 2013, all of the MK & Co. financial advisors and client accounts from the MK & Co. platform were transferred to, and integrated with, the RJ&A platform.

Securities commissions and fees in fiscal year 2013 increased \$399 million, or 19%. A significant portion of this increase resulted from our acquisition of Morgan Keegan on April 2, 2012, which brought over 900 financial advisors into PCG, 863 of whom were retained through the February 2013 integration of the Morgan Keegan operations into those of RJ&A. Securities commissions and fee revenues generated by our Canadian operations increased 6% over the prior year. Despite a small decrease in the total number of PCG financial advisors at September 30, 2013 compared to September 30, 2012, the average productivity per financial advisor for the same comparable period has increased 9%. Client assets under administration of \$402.6 billion in the PCG segment increased \$34.9 billion, or 9%, as compared to September 30, 2012, primarily resulting from equity market appreciation in the U.S.

Client account and service fee revenues in fiscal year 2013 increased \$13 million, or 9%, over the prior year. The increase primarily results from an increase in the fees we receive, in lieu of interest earnings, from our multi-bank sweep program. Balances in this program increased primarily as a result of the transfer of MK & Co. client accounts to the Raymond James program. Additional MK & Co. client accounts also resulted in an increase in service fee income, which increased as a result of the additional client account volume. In addition, we realized an increase in fees resulting from assets invested in alternative investment funds.

Mutual fund and annuity service fees in fiscal year 2013 increased \$32 million, or 23%, primarily as a result of an increase in mutual fund omnibus fees, EMS fees, and NTF program revenues, all of which are paid to us by the mutual fund companies whose products we distribute. In addition to an increase in the mutual fund assets on which these fees are generally paid, during fiscal year 2013 we implemented changes in the data sharing arrangements with many mutual fund companies, converting from a networking to an omnibus arrangement. The fees earned from omnibus arrangements are greater than those under networking arrangements in order to compensate us for the additional reporting requirements performed by the broker-dealer under omnibus arrangements. The offsetting increased costs we have incurred to third parties to provide the additional information is included in communications and information processing expenses discussed below. Effective with our mid-February 2013 platform integration, the former Morgan Keegan client mutual fund investments became eligible for our omnibus and EMS programs, further increasing this revenue.

Partially offsetting the increases in revenues described in the preceding two paragraphs, client transaction fees in fiscal year 2013 decreased \$5 million, or 21%, primarily as a result of certain mutual fund relationships converting during fiscal year 2013 to a NTF program and an April 2012 reduction in transaction fees associated with certain non-discretionary asset-based programs. Under the mutual fund NTF program, we receive increased fees from mutual fund companies which are included within mutual fund and annuity service fee revenue described above, but our clients no longer pay us transaction fees on mutual fund trades within certain of our managed programs.

Other revenues in fiscal year 2013 increased by \$5 million, or 21%, primarily as a result of spreads earned on cross-currency transactions within our Canadian operations.

Total segment revenues in fiscal year 2013 increased 18%. The portion of total segment revenues that we consider to be recurring is approximately 68% at September 30, 2013, as contrasted to the September 30, 2012 level of 64%. Recurring commission and fee revenues include asset-based fees, trailing commissions from mutual funds and variable annuities/insurance products, mutual fund service fees, fees earned on funds in our multi-bank sweep program, and interest. Assets in fee-based accounts as of September 30, 2013 were \$139.9 billion (a majority of which is included in our asset management programs) an increase of 21% as compared to the \$115.7 billion of assets in fee-based accounts at September 30, 2012.

The amount of net interest in the PCG segment in fiscal year 2013 was nearly unchanged from the prior year level. Increases in client margin balances and client cash balances outstanding over the year were nearly completely offset by further decreases

Index

in interest rates. As a result of the extremely low rate interest environment that existed during fiscal year 2013, there was only a nominal impact on our net interest revenues resulting from the client cash balance increase as the interest spread earned on client balances were at historically low levels.

Non-interest expenses in fiscal year 2013 increased \$430 million, or 19%, over the prior year. Sales commission expense increased \$275 million, or 18%, consistent with the 19% increase in commission and fee revenues. Administrative and incentive compensation expenses increased \$61 million, or 14%. This increase resulted primarily from the impact of a full year of salaries and benefits expense associated with the increased support staff and information technology and operations headcount arising from the addition of the Morgan Keegan associates.

Communications and information processing expense in fiscal year 2013 increased \$49 million, or 43%. Computer software development costs and other information technology related costs, which include consulting expenses, increased over \$42 million as compared to the prior year as a result of various information technology enhancements to existing platforms, costs associated with operating two platforms for a portion of the year, additional reporting requirements including regulatory requirements, and expenses associated with omnibus arrangements (refer to the increase in mutual fund and annuity service fee revenue arising from these arrangements discussed above).

Occupancy and equipment expense in fiscal year 2013 increased \$18 million, or 19%, primarily due to a full year's rent and other facility related expenses associated with the increase of approximately 140 branch office locations resulting from the Morgan Keegan acquisition.

Clearance and other expenses in fiscal year 2013 increased \$27 million, or 38%. These expense increases can generally be attributed to clearing and floor brokerage expenses resulting from the additional volume of client accounts and transactions arising from the Morgan Keegan acquisition, growth in our legacy operations, and the application of differing clearing charge allocation methodologies between segments than within the historic MK & Co. operations, which impacts prior year comparisons.

Index

## Results of Operations – Capital Markets

The following table presents consolidated financial information for our Capital Markets segment for the years indicated:

	Year ended September 30,						
	2014	% change	2013	% change	2012		
	(\$ in thousands)						
Revenues:							
Institutional sales commissions:							
Equity	\$260,934	6	% \$246,588	7	%	\$230,080	
Fixed income	246,131	(25)	)% 326,792	22	%	266,884	
Sub-total institutional sales commissions	507,065	(12)	)% 573,380	15	%	496,964	
Equity underwriting fees	100,091	14	% 87,466	14	%	76,446	
Merger and acquisitions fees	151,000	19	% 126,864	61	%	78,761	
Fixed income investment banking revenues	55,275	15	% 48,133	30	%	36,987	
Tax credit funds syndication fees	34,473	40	% 24,656	(22)	)%	31,693	
Investment advisory fees	22,966	20	% 19,202	52	%	12,644	
Net trading profit	59,701	112	% 28,117	(44)	)%	50,426	
Interest	20,746	(6)	)% 22,145	(3)	)%	22,930	
Other	30,255	16	% 25,992	20	%	21,584	
Total revenues	981,572	3	% 955,955	15	%	828,435	
Interest expense	(15,420	) (15	)% (18,069	) 11	%	(16,289	)
Net revenues	966,152	3	% 937,886	15	%	812,146	
Non-interest expenses:							
Sales commissions	192,774	(13)	)% 222,424	22	%	181,809	
Admin & incentive compensation and benefit costs	453,190	6	% 428,215	10	%	388,755	
Communications and information processing	67,835	3	% 65,728	13	%	58,305	
Occupancy and equipment	34,859	(4)	)% 36,435	14	%	31,865	
Business development	40,409	3	% 39,308	3	%	38,019	
Losses and non-interest expenses of real estate partnerships held by consolidated VIEs	41,072	57	% 26,083	27	%	20,579	
Impairment of goodwill associated with RJES	—	(100)	)% 6,933	100	%	—	
Clearance and all other	50,060	12	% 44,774	(9)	)%	49,435	
Total non-interest expenses	880,199	1	% 869,900	13	%	768,767	
Income before taxes and including noncontrolling interests	85,953	26	% 67,986	57	%	43,379	
Noncontrolling interests	(44,612	)	(34,185	)		(32,376	)
Pre-tax income excluding noncontrolling interests	\$130,565	28	% \$102,171	35	%	\$75,755	

Year ended September 30, 2014 compared with the year ended September 30, 2013 – Capital Markets

Net revenues increased \$28 million, or 3%, while pre-tax income increased \$28 million, or 28%.

Institutional equity sales commissions increased \$14 million, or 6%, resulting from both favorable equity markets throughout the year, and an active new issue market environment at certain times during fiscal year 2014. The active new issue market resulted in a 14% increase in equity underwriting fee revenues to \$100 million. Underwriting fee revenues increased in both our domestic as well as our Canadian equity capital markets operations. The sectors in which we generated the most significant amounts of underwriting fee revenues in fiscal year 2014 were real estate, financial services and energy.

Institutional fixed income sales commissions decreased \$81 million, or 25%, primarily due to the challenging fixed income market conditions throughout fiscal year 2014 resulting from economic uncertainty, the continuation of historically low interest rates, periods of relatively low volatility of benchmark interest rates, and the resulting decreased customer trading volumes. Despite such conditions, trading results were solid and steady during the year, resulting in a \$32 million, or 112%, improvement over the

Index

prior year, which included a quarter (the third quarter of fiscal year 2013) which was particularly negative. These trading profits are generated primarily from fixed income securities. These favorable trading results in fiscal year 2014 were achieved even as we continued to maintain relatively lower average balances of trading securities in response to the market uncertainty (refer to the table of average interest earning asset and liability balances in the net interest section of this MD&A for information on our average levels of trading instruments held during each respective year).

Merger and acquisitions and advisory fee revenues increased \$24 million, or 19%, compared to the prior year. The current year includes increases in revenues in both our domestic and Canadian operations. The sectors in which we generated the most significant amounts of such fee revenues in fiscal year 2014 were technology services, healthcare, energy, financial services, technology, and general industrials.

Tax credit fund syndication fee revenues increased by \$10 million, or 40%, due to a 16% increase in the volume of tax credit fund partnership interests sold during the current year and current year recognition of certain revenues that were associated with partnership interests sold in prior years which had been deferred in those years. Current year recognition of these previously deferred revenues result from the favorable resolution of certain conditions associated with the partnership interests which, once favorably resolved, result in the recognition of previously deferred revenues.

Non-interest expenses increased \$10 million, or 1%, compared to the prior year. Administrative and incentive compensation and benefit expense increased \$25 million, or 6%, compared to the prior year offset by a decrease in sales commission expense of \$30 million, or 13%, which is directly correlated with the 12% decrease in overall institutional sales commission revenues. Incentive compensation expense increases are primarily the result of higher volumes of underwriting, mergers & acquisitions and advisory fees, investment banking and tax credit fund syndication fee revenues, as well as to a lesser extent, annual salary increases applicable to all of our operations. The prior year included goodwill impairment expense of \$7 million related to our RJES operations which did not recur in the current year.

Losses of real estate partnerships held by consolidated VIEs result directly from the consolidation of certain low-income housing tax credit funds, and reflect an increase of \$15 million, or 57%, over the prior year. Since we only hold an insignificant interest in these consolidated funds, nearly all of these losses are attributable to others and are therefore included in the offsetting noncontrolling interests. Refer to Note 11 of the Notes to Consolidated Financial Statements in this Form 10-K for further information on the consolidation of VIEs.

Noncontrolling interests includes the impact of consolidating certain low-income housing tax credit funds, which impacts other revenue, interest expense, and the losses of real estate partnerships held by consolidated VIEs (as described in the preceding paragraph), and RJES for the first six months of the prior year period (thereafter, we acquired the interests previously held by others), and reflects the portion of these consolidated entities which we do not own. Total segment expenses attributable to others increased by \$10 million compared to the prior year. The increase in expenses associated with noncontrolling interests resulting from losses of real estate partnerships held by consolidated VIEs discussed above, are offset by the impact of the prior year consolidation of RJES. As a result of our April 2013 acquisition of the RJES interest previously held by others, there is no comparable noncontrolling interest impact from the consolidation of RJES in the current year.

Year ended September 30, 2013 compared with the year ended September 30, 2012 – Capital Markets

Pre-tax income in fiscal year 2013 in the Capital Markets segment increased \$26 million, or 35%, over the prior year.

Certain of the Capital Markets businesses of Morgan Keegan were immediately integrated into RJ&A's operations on the date of acquisition. Other Morgan Keegan Capital Markets businesses were integrated into RJ&A over time and



were completed by mid-February 2013. A full year of Morgan Keegan equity capital markets and fixed income operations are included in fiscal year 2013 results, as compared to only six months in fiscal year 2012, impacting comparisons of our legacy capital markets results, especially fixed income operations, to fiscal year 2013 results.

Our fixed income revenues in fiscal year 2013 were significantly higher as compared to the prior year primarily due to the inclusion of a full year's Morgan Keegan results. The combination of our former fixed income operations with Morgan Keegan's fixed income operations results in a combined department that is approximately three times the size of our legacy fixed income business.

Net revenues in fiscal year 2013 increased by \$126 million, or 15%. Total institutional sales commissions increased 15% over the prior year. Equity institutional sales commissions increased \$17 million, or 7%, primarily due to improved equity market conditions. The \$60 million, or 22%, increase in fixed income institutional sales commissions over the prior year is primarily due to the increased size of our fixed income operations after the Morgan Keegan acquisition and the inclusion of twelve months of

Index

the combined entities operations in the current year as compared to only six months in the prior year. Our significantly larger public finance fixed income operations as a result of the Morgan Keegan acquisition favorably impacted both our investment banking revenues and our securities commissions and fees.

The number of lead and co-managed equity underwritings, as well as merger & acquisition transactions, during fiscal year 2013 increased significantly in our U.S. operations as compared to the prior year. In the latter part of the first quarter of our fiscal 2013, concerns related to the then pending fiscal cliff crisis had, at least in part, a favorable impact on our equity capital markets business as underwriting and merger and acquisition activity improved significantly as issuers sought to complete certain equity transactions in advance of any anticipated tax law changes. The activity levels experienced in the first quarter of fiscal year 2013 slowed considerably thereafter until a very active fourth quarter. For fiscal year 2013, the sectors in which we generated the most significant amounts of merger and acquisition fees were technology services, energy, technology, financial services, healthcare, and general industrials. Capital markets activities in our Canadian operations have remained sluggish throughout fiscal year 2013, continuing to reflect the adverse market conditions which existed throughout the prior fiscal year, particularly in the businesses in which we focus such as natural resources.

The primary contributor to our fixed income investment banking revenues in fiscal year 2013 is our public finance investment banking operations. The volume of our lead and co-managed public finance underwritings increased significantly over the prior year. This favorable comparison is in part due to the positive impact of the inclusion of the public finance operations we acquired from Morgan Keegan in our results for an entire year.

The decrease in tax credit syndication fee revenues in fiscal year 2013 results from an increase in the amount of fee revenues that have been deferred, to be recognized at later dates upon completion of certain revenue recognition criteria. The volume of tax credit fund partnership interests sold during fiscal year 2013 is slightly higher than in the prior year.

Despite our increase in fixed income trading capacity resulting from the Morgan Keegan acquisition, our trading profit results for fiscal year 2013, while positive overall, were unfavorably impacted by adverse conditions in the municipal fixed income market. This market was impacted during fiscal year 2013 by a number of factors. Municipal fixed income markets were negatively impacted during the first quarter by discussions and rumors regarding potential changes in the tax laws pertaining to limits, or caps, on the tax-exempt advantages of municipal fixed income instruments (the "fiscal cliff"). In response to these uncertainties, interest rates on municipal securities increased during December 2012, which negatively impacted our trading results. During the third quarter, the 10-year benchmark interest rate increased over 60 basis points in a very short period of time (May through June 30, 2013), resulting in very little demand for municipal fixed income securities in the market and valuation losses on municipal securities held in inventory, which negatively impacted our third quarter trading results. During the fourth quarter interest rates retreated somewhat back to their early May 2013 levels, and our trading results were strong, especially in municipal products, during that period. All of these factors, considered in conjunction with what were strong municipal fixed income trading results in the prior year, resulted in unfavorable trading profits in year-over-year comparisons.

Non-interest expenses in fiscal year 2013 increased \$101 million, or 13%, over the prior year primarily driven by the inclusion of twelve months of the Morgan Keegan fixed income operations. Sales commission expense increased \$41 million, or 22%, which is correlated with the increase in overall institutional sales commission revenues of 15%, and includes the impact of the shift to a higher proportion of commissions being fixed income sales which are paid higher commissions including certain retention-related expenses implemented as part of the Morgan Keegan acquisition. Administrative and incentive compensation and benefit expense increased \$39 million, or 10%, primarily driven by the significant increase in personnel from the Morgan Keegan acquisition. Communications and information processing expense increased \$7 million, or 13%, as a result of new technology initiatives and a full year of Morgan Keegan expenses. Goodwill impairment expense associated with RJES of \$7 million (see discussion below) and a \$6

million increase in losses of real estate partnerships held by consolidated variable interest entities (discussed below) contributed to the increase in other expense. These increases are partially offset by a decrease in clearance and other expense of \$5 million, or 9%. The decrease results primarily from the application of differing clearing charge allocation methodologies between the Capital Markets and the PCG segments within RJ&A as compared to the historic MK & Co. operations which favorably impact prior year comparisons (refer to the PCG results of operations herein for a discussion of an offsetting unfavorable prior year comparison within that segment).

During the second quarter of fiscal year 2013, we incurred impairment expense associated with the RJES operations of \$6.9 million. However, since we did not own 100% of RJES as of March 31, 2013, \$2.3 million of this expense is attributable to others and is included in the offsetting noncontrolling interests amount attributable to others. Therefore the net impact of this goodwill impairment on the pre-tax results after consideration of amounts attributable to noncontrolling interests is \$4.6 million. Refer to the goodwill section of this Item 7 and Note 13 of the Notes to Consolidated Financial Statements in this Form 10-K for further information on this goodwill impairment expense.

Index

Losses of real estate partnerships held by consolidated VIEs result directly from the consolidation of certain low-income housing tax credit funds. Since we only hold an insignificant interest in these consolidated funds, nearly all of these losses are attributable to others and are therefore included in the offsetting noncontrolling interests. Refer to Note 11 of the Notes to Consolidated Financial Statements in this Form 10-K for further information on the consolidation of VIEs.

Noncontrolling interests include the consolidation of RJES (for periods prior to April 2013, the period in which we acquired the interests previously held by others) as well as the impact of consolidating certain low-income housing tax credit funds, which impacts other revenue, interest expense, and losses of real estate partnerships held by consolidated VIEs (as described in the previous paragraph) by including the portion of these consolidated entities which we do not own. Total segment expenses attributable to noncontrolling interests in fiscal year 2013 increased by \$2 million as compared to the prior year in part as a result of the portions of the RJES goodwill impairment expense attributable to others as well as the increase in losses of real estate partnerships held by VIEs.

## Results of Operations – Asset Management

The following table presents consolidated financial information for our Asset Management segment for the years indicated:

	Year ended September 30,					
	2014	% change	2013	% change	2012	
	(\$ in thousands)					
<b>Revenues:</b>						
Investment advisory fees	\$318,244	29	% \$247,162	25	%	\$198,369
Other	51,446	13	% 45,655	18	%	38,855
Total revenues	369,690	26	% 292,817	23	%	237,224
<b>Expenses:</b>						
Admin & incentive compensation and benefit costs	102,674	12	% 91,994	13	%	81,418
Communications and information processing	21,861	15	% 19,056	16	%	16,378
Occupancy and equipment	4,587	5	% 4,364	23	%	3,536
Business development	9,208	11	% 8,288			