

SCHWAB CHARLES CORP  
Form 8-K  
October 24, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 19, 2017

The Charles Schwab Corporation

(Exact name of registrant as specified in its charter)

Commission File

Number: 1-9700

Delaware

(State 94-3025021

or (I.R.S.

other Employer

jurisdiction Identification

of No.)

incorporation)

211 Main Street, San Francisco, CA 94105

(Address of principal executive offices, including zip code)

(415) 667-7000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On October 19, 2017, the Compensation Committee of the Board of Directors of The Charles Schwab Corporation (“CSC”) approved the amendment and restatement of the Deferred Compensation Plan II (the “Plan”). The Plan permits officers of CSC and its subsidiaries to defer a portion of certain cash compensation they may earn. Among other things, the Plan was amended to extend the ability to defer salary to officers with the title of executive vice president and above, thereby making all officers eligible to defer salary in addition to incentive compensation payments. A copy of the Plan is included as Exhibit 10.377 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit<br>No. | Description   |
|----------------|---|
| 10.377         | <u>The Charles Schwab Corporation Deferred Compensation Plan II, as amended and restated as of October 19, 2017</u> |

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Signature(s)

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE CHARLES SCHWAB CORPORATION

/s/ Peter Crawford

Date: October 23, 2017 By: Peter Crawford

Executive Vice President and Chief Financial Officer