

STIFEL FINANCIAL CORP  
Form 8-K  
June 11, 2014

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): June 11, 2014**

**STIFEL FINANCIAL CORP.**

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

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

**001-09305**  
**(Commission**  
**File Number)**  
**One Financial Plaza**

**43-1273600**  
**(IRS Employer**  
**Identification No.)**

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**501 North Broadway**

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

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

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

**Not Applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

The 2014 Annual Meeting of Shareholders (the Annual Meeting) of Stifel Financial Corp. (the Company) was held on June 11, 2014 to (i) elect six members of the Board of Directors; (ii) approve, on an advisory basis, the compensation of the named executive officers of the Company, as disclosed in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 30, 2014; and (iii) ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm.

As of April 14, 2014, the record date for the Annual Meeting, there were 65,466,939 shares of common stock outstanding and entitled to vote. At the Annual Meeting, 62,930,867 shares of common stock were represented in person or by proxy, constituting a quorum. The final results for the proposals voted on at the Annual Meeting are set forth below.

*Proposal I* Election of Six Directors:

The Company's shareholders elected six Class I directors to hold office until the 2017 annual meeting of shareholders or until their respective successors are elected and qualified or until their earlier death, resignation or removal. The following table shows the results of the shareholders' votes:

	<b>For</b>	<b>Withhold Authority</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
<b>Nominees for Class I:</b>				
Bruce A. Beda	42,224,109	16,457,628		4,249,130
Frederick O. Hanser	42,493,139	16,188,598		4,249,130
Ronald J. Kruszewski	53,754,762	4,926,975		4,249,130
Thomas P. Mulroy	50,914,455	7,767,282		4,249,130
Thomas W. Weisel	52,878,709	5,803,028		4,249,130
Kelvin R. Westbrook	57,083,272	1,598,465		4,249,130

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

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
38,806,544	17,074,651	2,800,542	4,249,130

*Proposal III* To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2014:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
62,809,582	95,804	25,481	

**SIGNATURE**

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

**STIFEL FINANCIAL CORP.**

Date: June 11, 2014

By: /s/ Ronald J. Kruszewski

Name: Ronald J. Kruszewski

Title: *President and Chief Executive Officer*