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PIPER JAFFRAY COMPANIES

Form 8-K/A

May 06, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

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

January 27, 2016

Date of report (Date of earliest event reported)

PIPER JAFFRAY COMPANIES

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-31720

30-0168701

(State of Incorporation) (Commission File Number) (I.R.S. Employer
Identification No.)

800 Nicollet Mall, Suite 1000

Minneapolis, Minnesota

55402

(Address of Principal Executive Offices) (Zip Code)

(612) 303-6000

(Registrant's Telephone Number, Including Area Code)

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):

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

Piper Jaffray Companies (the “Company”) is filing this Amendment No. 1 on Form 8-K/A to amend the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 27, 2016 (the “Original Filing”) to disclose the appointment of Sherry M. Smith to committees of the Company’s board of directors (the “Board”). Ms. Smith’s initial election to the Board was disclosed in the Original Filing and, at that time, the Board had not determined the committees to which Ms. Smith would be appointed. Except as stated herein, the Original Filing remains unchanged.

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

Effective immediately following the Company’s 2016 annual meeting of shareholders, which was held on May 4, 2016 (the “Annual Meeting”), the Board appointed Sherry M. Smith to the Compensation Committee and Nominating and Governance Committee. As previously reported, Ms. Smith will participate in the Company’s 2016 non-employee director compensation plan, and in connection therewith, will receive a pro-rated cash retainer for her service on these committees.

In connection with Ms. Smith’s committee appointments, the Board approved certain changes to the membership of its three standing committees effective immediately following the Annual Meeting. Following these changes, the membership of the committees is as follows:

Audit Committee:

Scott C. Taylor, Chair
William R. Fitzgerald
Philip E. Soran

Compensation Committee:

Michele Volpi, Chair
William R. Fitzgerald
Sherry M. Smith
Scott C. Taylor

Nominating and Governance Committee:

B. Kristine Johnson, Chair and lead director
Sherry M. Smith
Philip E. Soran

SIGNATURES

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.

PIPER JAFFRAY COMPANIES

Date: May 5, 2016 By /s/ John W. Geelan
 John W. Geelan
 General Counsel and Secretary