

STIFEL FINANCIAL CORP  
Form 8-K  
June 06, 2012

Form 8-K

**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 6, 2012**

**STIFEL FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**001-09305**

(Commission File Number)

**43-1273600**

(IRS Employer  
Identification No.)

**One Financial Plaza**

**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):

- 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))

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

On June 6, 2012, Stifel Financial Corp. (the "Company") held its 2012 annual stockholders' meeting (the "2012 Annual Meeting"). The holders of 52,035,509 shares of common stock, 97% of the outstanding shares entitled to vote as of the record date, which constituted a quorum were represented at the meeting in person or by proxy. The four proposals submitted to the Company's stockholders are described in detail in the Company's Proxy Statement as filed with the Securities and Exchange Commission on April 20, 2012, as amended on May 25, 2012. At the 2012 Annual Meeting, the stockholders elected five directors (proposal I), approved the compensation of our named executive officers (proposal II), approved the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ended December 31, 2012 (proposal III), and approved the stockholder proposal requesting the Board to initiate the appropriate process to amend the Company's articles and/or bylaws to provide that director nominees be elected by a majority vote in uncontested election (Proposal IV). Without any discussion or prior agreement with the proponent of the stockholder proposal, the Board of Directors reconsidered its initial recommendation on proposal IV and recommended a vote "FOR" the approval of the proposal.

The final results for the proposals approved prior to the adjournment of the 2012 Annual Meeting were as follows:

Proposal I:

The Company's stockholders elected five Class II directors to hold office until the 2015 annual meeting of stockholders 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 stockholders' votes:

For  
Withhold Authority  
Abstentions  
Broker  
Non-votes

Nominees for Class II:

Charles A. Dill

41,163,835  
5,018,375  
-  
5,853,299

Richard J. Himelfarb

42,179,575

	4,002,635
	-
	5,853,299
Alton F. Irby III	
	41,219,209
	4,963,001
	-
	5,853,299
Victor J. Nesi	
	39,927,239
	6,254,971
	-
	5,853,299
James M. Zemlyak	
	39,946,827
	6,235,383
	-
	5,853,299
Proposal II:	
	For
	Against
	Abstentions
	Broker
	Non-votes

Proposal to approve resolution relating to the compensation of our named executive officers

37,004,174

9,113,930

64,106

5,853,299

Proposal III:

For

Against

Abstentions

Ratification of Ernst & Young LLP as independent registered public accountants

51,785,621

223,311

26,577

Proposal IV:

For

Against

Abstentions

Broker

Non-votes

Stockholder proposal requesting the Board to initiate the appropriate process to amend the Company's articles and/or bylaws to provide that director nominees be elected by a majority vote in uncontested election

35,616,419

10,218,818

346,973

5,853,299



**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 6, 2012

By:

/s/ Ronald J. Kruszewski

Ronald J. Kruszewski

*President and Chief Executive Officer*