

INTL FCSTONE INC.  
Form 8-K  
April 16, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K  
CURRENT REPORT

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

Date of report: April 16, 2013  
Date of earliest event reported: April 11, 2013

INTL FCStone Inc.  
(Exact Name of Registrant as Specified in Charter)

|                                                                     |                                       |                                               |
|---------------------------------------------------------------------|---------------------------------------|-----------------------------------------------|
| Delaware                                                            | 000-23554                             | 59-2921318                                    |
| (State or Other Jurisdiction of Incorporation)<br>of Incorporation) | (Commission File No.)<br>File Number) | (IRS Employer Id. No.)<br>Identification No.) |
| 708 Third Avenue, Suite 1500, New York, New York                    |                                       | 10017                                         |
| (Address of Principal Executive Offices)                            |                                       | (Zip Code)                                    |

Registrant's telephone number, including area code: (212) 485-3500

(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):

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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 1.01. Entry into a Material Definitive Agreement

On April 11, 2013, INTL FCStone Inc. (f/k/a International Assets Holding Corporation), as Guarantor, its subsidiary FCStone Group, Inc., as Guarantor, and its indirect wholly owned subsidiary FCStone, LLC, (the "Company") as Borrower, entered into the Fifth Amendment to Amended and Restated Credit Agreement with Bank of Montreal, as Administrative Agent, and BMO Harris Financing, Inc., as a lender party thereto (the "Amendment"). The Amendment amends the Amended and Restated Credit Agreement dated as of June 21, 2010, as amended, between the Company, the Guarantors, the Administrative Agent, and the lending parties (the Credit Agreement, together with any Amendments, are hereinafter collectively referred to as the "Amended Credit Agreement").

The amended termination date of the Amended Credit Agreement is April 10, 2014, or such earlier date as the commitments are terminated pursuant to the Amended Credit Agreement.

The Amended Credit Agreement maintains the aggregate amount of all commitments allowed under the Amended Credit Facility at \$75,000,000, and amends the termination date as noted above.

The description in this report of the Fifth Amendment to Amended and Restated Credit Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment. A copy of the Amendment is attached to this report as Exhibit 10.1 and is incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of the Registrant.

The information included in Item 1.01 of this report is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed herewith:

| Exhibit No. | Description of Document                                                                                                                                                                                                                                                                                  |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1        | Fifth Amendment to Amended and Restated Credit Agreement, made as of April 11, 2013, by and between FCStone, LLC, as Borrower, FCStone Group, Inc., as Guarantor, INTL FCStone Inc., as Guarantor, Bank of Montreal, as Administrative Agent, and BMO Harris Financing, Inc., as a lender party thereto. |

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.

Date: April 16, 2013

INTL FCStone Inc.

By: /s/ Brian T. Sephton\_\_\_\_\_

Brian T. Sephton, its Chief Legal & Governance Officer

Exhibit Index

Exhibit No.

Description of Document

10.1

Fifth Amendment to Amended and Restated Credit Agreement, made as of April 11, 2013, by and between FCStone, LLC, as Borrower, FCStone Group, Inc., as Guarantor, INTL FCStone Inc., as Guarantor, Bank of Montreal, as Administrative Agent, and BMO Harris Financing, Inc., as a lender party thereto.