WADDELL & REED FINANCIAL INC
Form 8-K
March 04, 2019

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):

March 3, 2019

WADDELL & REED FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-13913**	**51-0261715**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

6300 Lamar Avenue

Overland Park, Kansas 66202

(Address of Principal Executive Offices) (Zip Code)

(913) 236-2000

(Registrant s telephone number, including area code)

(Registrant s 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 o

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. o

ITEM 5.02: DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On March 3, 2019, the Board of Directors (the Board) of Waddell & Reed Financial, Inc. (the Company), upon the recommendation of the Nominating and Corporate Governance Committee (the Nominating Committee), appointed Kathie J. Andrade, 58, to serve as a Class III director to fill the current vacancy on the Board. Ms. Andrade is the former CEO of TIAA s retail financial services business and has over 33 years of experience in the financial services industry. Class III directors will be up for election at the Company s 2019 annual meeting of stockholders. The Board also appointed Ms. Andrade to serve on the Nominating Committee.

Ms. Andrade will receive the standard compensation for non-employee directors, as described in the section entitled Compensation of Directors in the Company s proxy statement filed with the Securities and Exchange Commission (the SEC) on March 2, 2018, including a prorated cash retainer and grant of restricted stock to reflect her term of service in 2019. In addition, the Company intends to enter into an indemnification agreement with Ms. Andrade in substantially the form filed as Exhibit 10.1 to the Company s Current Report on Form 8-K filed with the SEC on November 16, 2009.

There is no arrangement or understanding between Ms. Andrade and any other person pursuant to which she was appointed as a director of the Company and there are no familial relationships between Ms. Andrade and any of the Company s directors or executive officers. There are no transactions to which the Company is a party and in which Ms. Andrade has a direct or indirect material interest that would be required to be disclosed under Item 404(a) of Regulation S-K. The Board has affirmatively determined that Ms. Andrade qualifies as an independent director under the New York Stock Exchange listing requirements.

SIGNATURES

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

WADDELL & REED FINANCIAL, INC.

Date: March 4, 2019	By:	/s/ Mark P. Buyle Senior Vice President, Chief Legal Officer, General Counsel and Secretary