SCHWAB CHARLES CORP
Form 8-K
May 22, 2018

**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): May 22, 2018**

**The Charles Schwab Corporation**

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

**Commission File Number: 1-9700**

| **Delaware** | **94-3025021** |
|---|---|
| **(State or other jurisdiction of incorporation)** | **(I.R.S. Employer Identification No.)** |

**211 Main Street, San Francisco, CA 94105**

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

**(415) 667-7000**

**(Registrant s telephone number, including area code)**

**N/A**

**(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:

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))

Indicate by check mark whether the registrant is an emerging growth company 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

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.

**Item 8.01 Other Events**

On May 22, 2018, The Charles Schwab Corporation (the Company ) issued $600,000,000 aggregate principal amount of Floating Rate Senior Notes due 2021, $600,000,000 aggregate principal amount of 3.250% Senior Notes due 2021 and $750,000,000 aggregate principal amount of 3.850% Senior Notes due 2025 (collectively, the Notes ). The Notes were issued under a Senior Indenture, dated as of June 5, 2009 (the Senior Indenture ), between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee, as supplemented by the Eleventh Supplemental Indenture, dated as of May 22, 2018 (the Eleventh Supplemental Indenture ). The offering was made pursuant to a Prospectus dated December 14, 2017 and a Prospectus Supplement dated May 17, 2018, filed pursuant to the Company s Shelf Registration Statement on Form S-3 (File No. 333-222063).

On May 17, 2018, the Company entered into an Underwriting Agreement (the Underwriting Agreement ) with Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein (the Underwriters ), pursuant to which the Company agreed to issue and sell the Notes to the Underwriters.

Copies of the Underwriting Agreement, the Eleventh Supplemental Indenture and the forms of Floating Rate Senior Notes due 2021, 3.250% Senior Notes due 2021 and 3.850% Senior Notes due 2025 are attached as Exhibits 1.1, 4.43, 4.44, 4.45 and 4.46, respectively, to this Current Report on Form 8-K and are incorporated herein by reference. A copy of the legal opinion delivered in connection with the transactions described above is attached as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| | |
|---|---|
| 1.1 | Underwriting Agreement, dated May 17, 2018, by and among the Company and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein. |
| 4.43 | Eleventh Supplemental Indenture, dated as of May 22, 2018, between the Company and The Bank of New York Mellon Trust Company, N.A. |
| 4.44 | Form of Floating Rate Senior Note due 2021 (included in Exhibit 4.43). |
| 4.45 | Form of 3.250% Senior Note due 2021 (included in Exhibit 4.43). |
| 4.46 | Form of 3.850% Senior Note due 2025 (included in Exhibit 4.43). |
| 5.1 | Opinion of Arnold & Porter Kaye Scholer LLP, dated May 22, 2018. |
| 23.1 | Consent of Arnold & Porter Kaye Scholer LLP, dated May 22, 2018 (included in Exhibit 5.1). |

**Signature(s)**

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.

**THE CHARLES SCHWAB CORPORATION**

Date: May 22, 2018

By: /s/ Peter Crawford
Peter Crawford
Executive Vice President and Chief Financial Officer