

STIFEL FINANCIAL CORP  
Form 8-K  
April 13, 2010

**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**

**April 13, 2010**

**Date of Report (Date of earliest event reported)**

**STIFEL FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation)

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**1-9305**

(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)

**(314) 342-2000**

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

(e) 2010 Executive Incentive Performance Plan

On April 13, 2010, at the Annual Stockholders' Meeting (the "2010 Annual Meeting") of Stifel Financial Corp. (the "Company"), the Company's stockholders approved the Company's 2010 Executive Incentive Performance Plan (the "2010 Plan"). The 2010 Plan had been approved by the Company's Board of Directors on February 9, 2010, subject to stockholder approval. The purpose of the 2010 Plan is to permit the Company to take a tax deduction for the full amount of annual incentive compensation, which qualifies as "performance-based awards" within the meaning of Section 162(m) of the U.S. Internal Revenue Code, paid to employees who are "covered employees." An award under the 2010 Plan may be paid in the form of cash, an award under the Stifel, Nicolaus & Company, Incorporated Wealth Accumulation Plan, an award of restricted stock, stock units or other benefit under the Stifel Financial Corp. Incentive Stock Plan, or any other form of payment approved by the Compensation Committee of the Company's Board of Directors. The foregoing description of the 2010 Plan is qualified in its entirety by reference to the text of the complete 2010 Plan, which was included as Appendix A to the Company's proxy statement for the 2010 Annual Meeting filed with the Securities and Exchange Commission on February 26, 2010 and is incorporated herein by reference (the "Proxy Statement").

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

At the 2010 Annual Meeting, three proposals were submitted to and approved by the Company's stockholders. The holders of 28,845,522 shares of common stock, 93% 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 proposals are described in detail in the Company's Proxy Statement. The final results were as follows:

**Proposal I:**

**For**

**Withhold Authority**

**Abstentions**

**Broker**

**Non-votes**

Election of Directors:

John P. Dubinsky

26,497,973

435,510

1,912,039

Robert E. Lefton

21,538,565

5,394,918

1,912,039

Scott B. McCuaig

22,557,459

4,376,024

1,912,039

James M. Oates

21,409,879

5,523,604

1,912,039

Ben A. Plotkin

22,518,556

4,414,927

1,912,039

**Proposal II:**

**For**

**Against**

**Abstentions**

**Broker  
Non-votes**

Approval of the Stifel Financial Corp. 2010 Executive Incentive Performance Plan

22,608,397

3,883,276

441,810

1,912,039

**Proposal III:**

**For**

**Against**

**Abstentions**

**Broker  
Non-votes**

Ratification of Ernst & Young LLP as independent registered public accountants

28,626,747

160,974

57,801



**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: April 13, 2010

By:

/s/ Ronald J. Kruszewski

Ronald J. Kruszewski

President and Chief Executive Officer