

AMERIPRISE FINANCIAL INC
Form 8-K
March 11, 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

Date of Report (Date of earliest event reported): **March 8, 2010**

AMERIPRISE FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32525
(Commission File Number)

13-3180631
(IRS Employer
Identification No.)

55 Ameriprise Financial Center
Minneapolis, Minnesota
(Address of principal executive offices)

55474
(Zip Code)

Registrant's telephone number, including area code: **(612) 671-3131**

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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- 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))
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Item 1.01 Entry Into a Material Definitive Agreement

On March 11, 2010, Ameriprise Financial, Inc. (the Company) issued \$750,000,000 principal amount of 5.30% Senior Notes due 2020 (the Notes). The Notes were issued in the form filed as Exhibit 4.1 hereto and were sold pursuant to the Underwriting Agreement (the Underwriting Agreement) which the Company entered into on March 8, 2010 with Goldman, Sachs & Co., Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated, as representatives of the several underwriters therein (collectively, the Underwriters). The Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities.

The Notes sold pursuant to the Underwriting Agreement will be governed by the terms of an Indenture, dated as of May 5, 2006, entered into with U.S. Bank National Association, as trustee. The Notes will be senior unsecured obligations of the Company and will rank prior to all of the Company's subordinated indebtedness and on an equal basis with all of the Company's other senior unsecured indebtedness. Interest on the Notes will accrue at a rate of 5.30% per annum and will be payable semi-annually in arrears on each March 15 and September 15, commencing September 15, 2010. The Company may, at any time and from time to time, redeem the Notes, in whole or in part at its option, on not less than 30 nor more than 60 days' prior notice mailed to the holders of the Notes. The Notes will be redeemable at a redemption price, plus accrued and unpaid interest to the date of redemption, equal to the greater of (1) 100% of the principal amount of the Notes to be redeemed or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes to be redeemed that would be due after the related redemption date but for such redemption (except that, if such redemption date is not an interest payment date, the amount of the next succeeding scheduled interest payment will be reduced by the amount of interest accrued thereon to the redemption date), discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury rate plus 25 basis points. Delivery of the Notes in book-entry form only through the facilities of The Depository Trust Company was made on March 11, 2010. A copy of the form of the Notes is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

The information contained herein is not an offer to purchase or the solicitation of an offer to purchase the Notes. The Company's offer to purchase the Notes is set forth in the prospectus supplement dated March 8, 2010 and filed with the Securities and Exchange Commission (the Commission) on March 10, 2010 (the Prospectus Supplement), to the prospectus dated May 26, 2009 (the Prospectus) and filed with the Commission pursuant to Rule 424(b)(3) under the Securities Act of 1933, as amended, on May 26, 2009, as part of our registration statement on Form S-3 (Registration No. 333-158972).

Item 9.01 Financial Statements and Exhibits

The purpose of this Current Report is to disclose the entry into the Underwriting Agreement and to file with the Commission the following documents relating to the Notes: (i) the form of the Notes, and (ii) the opinion of John C. Junek, Esq. The following exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No. 333-158972) filed by the Company with the Commission.

(d) Exhibits

- 1.1 Underwriting Agreement, dated March 8, 2010, among the Company and Goldman, Sachs & Co., Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated, as representatives of the several underwriters.
- 4.1 Form of 5.30% Senior Note due 2020.
- 5.1 Opinion of John C. Junek, Esq.
- 23.1 Consent of John C. Junek, Esq. (included as part of Exhibit 5.1)

SIGNATURES

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, thereunto duly authorized.

AMERIPRISE FINANCIAL, INC.
(REGISTRANT)

DATE: March 11, 2010

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|--------|--------------------------------------|
| By: | /s/ David K. Stewart |
| Name: | David K. Stewart |
| Title: | Senior Vice President and Controller |

Index to Exhibits

| Exhibit No. | Description | Method of Filing |
|--------------------|--|-------------------------|
| 1.1 | Underwriting Agreement, dated March 8, 2010, among the Company and Goldman, Sachs & Co., Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated, as representatives of the several underwriters. | Electronic Transmission |
| 4.1 | Form of 5.30% Senior Note due 2020. | Electronic Transmission |
| 5.1 | Opinion of John C. Junek, Esq. | Electronic Transmission |
| 23.1 | Consent of John C. Junek, Esq. (included as part of Exhibit 5.1). | Electronic Transmission |