

STIFEL FINANCIAL CORP  
Form FWP  
December 18, 2012

**Free Writing Prospectus**

**Filed pursuant to Rule 433**

**Registration Number 333-178969**

**Stifel Financial Corp.**

\$150,000,000

5.375% Senior Notes due December 2022

Term Sheet

December 18, 2012

Issuer:	Stifel Financial Corp. (NYSE: SF)
Title of Security:	5.375% Senior Notes due December 2022
Type of Offering:	SEC Registered
Principal Amount:	\$150,000,000
Trade Date:	December 18, 2012
Settlement Date (T+3):	December 21, 2012
Maturity Date:	December 31, 2022
Optional Redemption:	Par call on or after December 31, 2015
Expected Ratings:	S&P: BBB- (Stable)
Coupon:	5.375% per annum
Interest Payment Dates:	Each January 15, April 15, July 15 and October 15
First Interest Payment Date:	April 15, 2013
Price to Public:	\$25.00 per Security
Underwriters Discount:	\$0.75 per Security
Price to Issuer:	\$24.25
Proceeds, Before Expenses:	\$145,500,000
CUSIP / ISIN:	860630 300 / US8606303001
Proposed Listing:	NYSE
Joint Book-Running Managers:	Stifel, Nicolaus & Company, Incorporated

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

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Co-Managers: Morgan Stanley & Co. LLC  
Keefe, Bruyette & Woods, Inc.

JMP Securities LLC

US Bancorp Investments, Inc.

**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement, including a prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Stifel, Nicolaus & Company, Incorporated at 1-443-224-1988; Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Morgan Stanley & Co. LLC toll-free at 1-866-718-1649.**

**This pricing term sheet supplements the preliminary form of prospectus supplement issued by Stifel Financial Corp. on December 18, 2012 relating to its Prospectus dated January 11, 2012.**