

SCHWAB CHARLES CORP  
Form 8-K  
March 02, 2017

**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 2, 2017**

**The Charles Schwab Corporation**

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

**Commission File Number: 1-9700**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**94-3025021**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**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))

### **Item 8.01 Other Events**

On March 2, 2017, The Charles Schwab Corporation (the *Company*) issued \$650,000,000 aggregate principal amount of 3.200% Senior Notes due 2027 (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 Eighth Supplemental Indenture, dated as of March 2, 2017 (the *Eighth Supplemental Indenture*). The offering was made pursuant to a Prospectus dated December 15, 2014 and a Prospectus Supplement dated February 27, 2017, filed pursuant to the Company's Shelf Registration Statement on Form S-3 (File No. 333-200939).

On February 27, 2017, the Company entered into an Underwriting Agreement (the *Underwriting Agreement*) with Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein (collectively, *Underwriters*), pursuant to which the Company agreed to issue and sell the Notes to the Underwriters.

Copies of the Underwriting Agreement, the Eighth Supplemental Indenture and the form of 3.200% Senior Note due 2027 are attached as Exhibits 1.1, 4.38, and 4.39, 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 February 27, 2017, by and among the Company and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein.
- 4.38 Eighth Supplemental Indenture, dated as of March 2, 2017, between the Company and The Bank of New York Mellon Trust Company, N.A.
- 4.39 Form of 3.200% Senior Note due 2027 (included in Exhibit 4.38).
- 5.1 Opinion of Arnold & Porter Kaye Scholer LLP, dated March 2, 2017.
- 23.1 Consent of Arnold & Porter Kaye Scholer LLP, dated March 2, 2017 (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: March 2, 2017

By: /s/ Joseph R. Martinetto

Joseph R. Martinetto

Senior Executive Vice President and Chief Financial  
Officer

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated February 27, 2017, by and among the Company and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein.
4.38	Eighth Supplemental Indenture, dated as of March 2, 2017, between the Company and The Bank of New York Mellon Trust Company, N.A.
4.39	Form of 3.200% Senior Note due 2027 (included in Exhibit 4.38).
5.1	Opinion of Arnold & Porter Kaye Scholer LLP, dated March 2, 2017.
23.1	Consent of Arnold & Porter Kaye Scholer LLP, dated March 2, 2017 (included in Exhibit 5.1).