

SCHWAB CHARLES CORP
Form SC 13G
February 11, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No.: 0)*

Name of issuer: Charles Schwab Corp/The

Title of Class of Securities: Common Stock

CUSIP Number: 808513105

Date of Event Which Requires Filing of this Statement: **December 31, 2015**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following page(s))

13G

CUSIP No.: 808513105

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Vanguard Group - 23-1945930

2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP

A.

B.

3. SEC USE ONLY

4. CITIZENSHIP OF PLACE OF ORGANIZATION

Pennsylvania

(For questions 5-8, report the number of shares beneficially owned by each reporting person with:)

5. SOLE VOTING POWER

2,212,404

6. SHARED VOTING POWER

118,500

7. SOLE DISPOSITIVE POWER

66,524,196

8. SHARED DISPOSITIVE POWER

2,350,396

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

68,874,592

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.23%

12. TYPE OF REPORTING PERSON

IA

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Act of 1934

Check the following [line] if a fee is being paid with this statement N/A

Item 1(a) - Name of Issuer:

Charles Schwab Corp/The

Item 1(b) - Address of Issuer's Principal Executive Offices:

211 Main Street

San Francisco, CA 94105

Item 2(a) - Name of Person Filing:

The Vanguard Group - 23-1945930

Item 2(b) - Address of Principal Business Office or, if none, residence:

100 Vanguard Blvd.

Malvern, PA 19355

Item 2(c) – Citizenship:

Pennsylvania

Item 2(d) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

808513105

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4 - Ownership:

(a) Amount Beneficially Owned:

68,874,592

(b) Percent of Class:

5.23%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 2,212,404

(ii) shared power to vote or direct to vote: 118,500

(iii) sole power to dispose of or to direct the disposition of: 66,524,196

(iv) shared power to dispose or to direct the disposition of: 2,350,396

Comments:

Item 5 - Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 02/10/16

By /s/ F. William McNabb III*

F. William McNabb III

President and Chief Executive Officer

*By: /s/ Glenn Booraem

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference

Appendix A

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 1,860,596 shares or .14% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 841,608 shares or .06% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

By /s/ F. William McNabb III*

F. William McNabb III

President and Chief Executive Officer

*By: /s/ Glenn Booraem

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference

th="34%">

In addition, the Filing Persons may take actions which relate to or may result in any of the following:

- (a) The acquisition of additional securities of the Issuer or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer;
- (c) A sale or transfer of a material amount of the Issuer's assets;
- (d) A change in the Issuer's present Board of Directors or management, including to change the number of directors or to fill any vacancies on the Board;
- (e) A material change in the Issuer's present capitalization or dividend policy;
- (f) Any other material change in the Issuer's business or corporate structure; or
- (g) Changes in the Issuer's charter or bylaws or any other actions which may impede the acquisition of control of the Issuer by any person.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, the Group owns shares of the Common Stock, shares of Series C-2 Convertible Preferred Stock (the "Preferred Stock") presently convertible into shares of Common Stock and Warrants for Common Stock (the "Warrants") exercisable for Common Stock representing 11.6% of the outstanding Common Stock, assuming the conversion of all of the Preferred Stock and the exercise of all Warrants owned by the Group which are exercisable commencing on October 2, 2008. The Common Stock, including shares of Common Stock acquired upon conversion of all of the Preferred Stock and exercise of all Warrants exercisable commencing on October 2, 2008, is held by members of the Group as follows:

<u>Name</u>	<u>Number of Shares</u>
MT Trading LLC	2,460,500
Sondra J. Beit	3,394,331
RH Trading LLC	<u>385,000</u>
Group Total	6,239,831

(b) Each of the Filing Persons has sole power to vote and dispose of such shares held by it or her; however, Mr. Roger Beit, the husband of Sondra J. Beit, also has investment authority over the investment accounts in which such shares are held.

CUSIP NO: 206156101

13D/A

Page 8 of 8

(c) 100,000 shares and 50,000 shares of the Preferred Stock were purchased by MT Trading LLC and Sondra J. Beit, respectively, from the Issuer in a private transaction on July 3, 2008 at a price of \$10.00 per share, or an aggregate of \$1,000,000 and \$500,000, respectively. Each share of the Preferred Stock is presently convertible into 10 shares of Common Stock, subject to adjustment as provided in the Certificate of Designation of the Preferred Stock. MT Trading LLC and Sondra J. Beit also acquired Warrants to purchase 2,000,000 shares of Common Stock and 1,000,000 shares of Common Stock, respectively, in the same transaction for no additional consideration. Of such Warrants, 1,000,000 and 500,000 held by MT Trading LLC and Sondra J. Beit, respectively, are exercisable commencing on October 2, 2008 at an exercise price of \$0.01 per share and 1,000,000 and 500,000, respectively, are exercisable commencing on July 3, 2009 at an exercise price of \$0.01 per share.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The Members of MT Trading LLC and RH Trading LLC are Mark S. Paley and Sondra J. Beit. Roger Beit is the husband of Sondra Beit. Although no formal agreement exists, such persons can be expected to act in concert with respect to their investments.

Item 7. Material to be Filed as Exhibits.

A Filing Agreement, dated as of May 22, 2008, among MT Trading LLC, Sondra Beit and RH Trading LLC was previously filed as Exhibit 99.1 to this Schedule 13D on May 27, 2008 and is incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 8, 2008

/S/ ROGER BEIT
Roger Beit, Authorized Agent