

SCHWAB CHARLES CORP
Form 11-K
June 20, 2014
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 1-9700

A. Full title and address of the Plan, if different from that of the issuer named below:

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN
211 Main Street
San Francisco, CA 94105

B. Name of issuer of the securities held pursuant to the Plan and the address of its principal executive office:

THE CHARLES SCHWAB CORPORATION
211 Main Street
San Francisco, CA 94105

REQUIRED INFORMATION

The SchwabPlan Retirement Savings and Investment Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA). Therefore, in lieu of the Requirements of Items 1-3 of Form 11-K, the financial statements and schedules of the Plan for the two fiscal years ended December 31, 2013 and 2012, which have been prepared in accordance with the financial reporting requirements of ERISA.

SchwabPlan®

Retirement Savings
and Investment Plan

EIN: 94-3025021

Plan Number: 002

Financial Statements as of and for the Years Ended
December 31, 2013 and 2012, Supplemental
Schedules as of December 31, 2013 and Report of
Independent Registered Public Accounting Firm



SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

TABLE OF CONTENTS

	Page
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	1
FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012:	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 – 11
SUPPLEMENTAL SCHEDULES	
Form 5500, Schedule H, Part IV, Line 4i—Schedule of Assets (Held at End of Year) as of December 31, 2013	12
Form 5500, Schedule H, Part IV, Line 4j—Schedule of Reportable Transactions for the year ended December 31, 2013	13
EXHIBIT INDEX	14
SIGNATURE	15

NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Employee Benefits Administrative Committee and Participants of the SchwabPlan Retirement Savings and Investment Plan:

We have audited the accompanying statements of net assets available for benefits of the SchwabPlan Retirement Savings and Investment Plan (the Plan) as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules listed in the Table of Contents are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2013 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP
San Francisco, California

June 20, 2014

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31,	2013	2012
Assets		
Investments – at fair value:		
Mutual and other funds	\$ 1,239,217,215	\$ 1,004,334,464
Self-directed brokerage accounts	526,614,085	427,219,052
Common stock funds of The Charles Schwab Corporation	520,095,853	329,102,102
Collective trust funds	227,862,137	163,342,179
Money market fund	71,149,025	50,744,071
Total investments	2,584,938,315	1,974,741,868
Receivables:		
Employer contributions	63,897,078	58,128,437
Participant notes receivable	45,734,132	44,503,085
Due from broker for investments sold	4,998,820	6,374,727
Accrued dividends and interest	142,498	176,163
Total receivables	114,772,528	109,182,412
Total assets	2,699,710,843	2,083,924,280
Liabilities		
Due to broker for investments purchased	4,005,093	6,313,004
Net Assets Available for Benefits	\$ 2,695,705,750	\$ 2,077,611,276

See Notes to Financial Statements.

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31,	2013	2012
Additions to Net Assets Available for Benefits		
Investment income:		
Dividends and interest	\$ 34,108,993	\$ 35,521,242
Net appreciation (depreciation) in fair value of investments:		
Mutual and other funds:		
Large-cap stock funds	144,049,527	62,300,230
Small/Mid-cap stock funds	65,984,525	22,493,288
International stock funds	34,597,054	24,181,046
Bond funds	(7,482,942)	5,428,862
Total mutual and other funds	237,148,164	114,403,426
Self-directed brokerage accounts	65,248,998	32,647,578
Common stock funds of The Charles Schwab Corporation		
Schwab 401(k) Equity Unit Fund	145,232,199	43,623,258
Schwab ESOP Equity Unit Fund	101,881,088	31,398,718
Total common stock funds of The Charles Schwab Corporation	247,113,287	75,021,976
Collective trust funds:		
Schwab Managed Retirement Trust Funds	36,466,298	20,371,933
Charles Schwab Stable Value Fund	-	943,041
Total collective trust funds	36,466,298	21,314,974
Total net investment income	620,085,740	278,909,196
Contributions:		
Participants' salary deferral and rollover	130,681,467	112,225,485
Net employer contributions	63,765,655	57,995,391
Total contributions	194,447,122	170,220,876
Interest income on participant notes receivable	1,492,864	1,470,449
Total additions to Net Assets Available for Benefits	816,025,726	450,600,521
Deductions from Net Assets Available for Benefits		
Distributions to participants	(197,931,252)	(182,657,729)
Net Increase in Net Assets Available for Benefits	618,094,474	267,942,792
Net Assets Available For Benefits		
Beginning of year	2,077,611,276	1,809,668,484
End of year	\$ 2,695,705,750	\$ 2,077,611,276

See Notes to Financial Statements.

3

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2013 AND 2012

1. PLAN DESCRIPTION

The following description of the SchwabPlan Retirement Savings and Investment Plan (the Plan), which describes the terms of the Plan as of December 31, 2013, provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a 401(k) salary deferral program (generally defined as an employee stock ownership plan with a cash or deferred arrangement) sponsored by The Charles Schwab Corporation (CSC) and covers all eligible employees of CSC and participating affiliates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Business Trust Division (BTD) serves as trustee of the Plan. BTD is a division of Charles Schwab Bank, a depository institution subsidiary of CSC. A purchasing agent, designated by BTD, acts as the agent of BTD with respect to purchases and sales of CSC common stock funds held by the Plan.

401(k) Salary Deferral Program—Eligible employees may participate in the 401(k) salary deferral program on the first day of the fourth calendar month following their dates of hire (or, in the case of eligible employees whose service commences on the first day or business day of a month, the first day of the third calendar month following their commencement of service). Participants may elect to have up to 50 percent of their eligible compensation (generally defined as wages as reported on Form W-2) contributed directly to the Plan, not to exceed the limit on 401(k) deferrals under the Internal Revenue Code (IRC) (\$17,500 for 2013 and \$17,000 for 2012). Such contributions are not currently taxable to participants and may be matched by CSC's contribution (Basic Match) equal to 200 percent of the first \$250 of salary deferred plus 100 percent of salary deferred thereafter, up to a maximum of five percent of eligible compensation. The Plan also permits eligible participants who will reach age 50 before the end of the Plan year and eligible participants older than age 50 to make catch-up contributions up to 50 percent of their eligible compensation

subject to the limit on catch-up contributions under section 414(v) of the IRC (\$5,500 for both 2013 and 2012). Catch-up contributions are not eligible for the Basic Match. The Basic Match contribution was provided by CSC in 2013 and 2012.

Employees eligible to participate in the 401(k) salary deferral program are eligible to elect and make Roth 401(k) contributions, which are made on an after-tax basis. Combined pre-tax contributions and Roth 401(k) contributions may not exceed the limit on 401(k) deferrals under the IRC. CSC may match Roth 401(k) contributions in the same manner as the pre-tax 401(k) Basic Match. Any of CSC's Roth 401(k) match contributions are made on a pre-tax basis and will be taxed to the participant upon distribution from the Plan.

At the discretion of CSC, an additional contribution (Profit Contribution) based on CSC's performance may also be made. No Profit Contribution was made by CSC in 2013 or 2012.

CSC's Basic Match and Profit Contribution, if any, are made in the first quarter of the subsequent year. A participant must be an eligible employee on the last workday of the year to receive a Basic Match or Profit Contribution for that Plan year. However, if a participant terminates employment during the year due to death, retirement or disability as defined in the Plan, the participant is eligible to receive the Basic Match and the Profit Contribution for that Plan year, if made. The Basic Match allocation will be based on the participant's salary deferral contribution and eligible compensation while an employee during the Plan year. The Profit Contribution allocation will be based on eligible compensation while an employee during the Plan year.

Participant Accounts—Individual accounts are maintained for each Plan participant. Each participant account is credited with the participant's contribution, the Basic Match, the Profit Contribution, if any, and Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2013 AND 2012

Investment Options—As of December 31, 2013, participants had 15 core investment options, which included mutual and other funds that cover stocks and bonds, common stock funds of CSC, and a money market fund.

Additionally, CSC provided a set of collective trust funds – Schwab Managed Retirement Trust Funds™. The Schwab Managed Retirement Trust Funds are designed to provide a single investment solution that is adjusted over time to meet participants' changing risks and return objectives depending on retirement age. The Schwab Managed Retirement Trust Funds are diversified across multiple asset classes, including commodities, large-cap equities, mid-cap equities, small-cap equities, international equities, fixed income, treasury inflation protected securities, real estate investment trusts, stable value funds, and money market funds. CSC also provided the Charles Schwab Stable Value Fund, a collective trust fund that was terminated effective April 30, 2012.

CSC also provides a self-directed brokerage account investment alternative called Schwab Personal Choice Retirement Account® (PCRA), which offers participants additional investment choices beyond the collective trust funds and core investment options. Participants are responsible for paying trading fees and commissions in their PCRA. PCRA investments are regulated by ERISA, and CSC policies. Participants may choose to invest all or part of their Plan balance in a PCRA.

Participants may invest their 401(k) contributions or rebalance their accounts in any or all of these options in increments of one percent.

Participant Notes Receivable—Participants may borrow a minimum of \$1,000 up to a maximum of 50 percent of their 401(k) account balances or \$50,000, whichever is less. Loan terms may not exceed 5 years (or 15 years for the purchase of a primary residence). A loan is secured by the balance in the participant's account and bears interest at a rate equal to the prime rate, at the time the loan application is made, plus one percent. Principal and interest are paid ratably through payroll deductions. Loan payoffs can be made with no prepayment penalties.

Vesting—Participants are immediately vested in their 401(k) contributions, rollovers, Basic Match, and investment earnings on these amounts. Participants with at least four years of service are fully vested in the value of any discretionary Profit Contribution. A year of service is defined as a calendar year during which the participant has completed at least 1,000 hours of service.

Distributions—A participant is entitled to receive a distribution of the vested portion of his or her account upon termination of employment for any reason, including on account of death, disability, or retirement. Distributions may be made only in the form of a single lump sum, unless the participant is receiving a minimum required distribution as defined in the Plan. Distributions are also available in the event of certain defined events constituting financial hardship and upon meeting specific criteria. Once distributed to the participant, the hardship distribution cannot be deposited back into the participant's account. The Plan also allows a terminating participant to receive a distribution in-kind to a Charles Schwab & Co., Inc. brokerage account, for certain mutual fund shares instead of cash, and permits a terminating participant to elect to receive, in cash or in-kind, the value of his or her account in the Plan that had been invested in CSC's common stock through investment in CSC's unitized stock funds.

Forfeitures—Participants forfeit any nonvested portion of any discretionary Profit Contribution upon termination of employment for any reason other than death, disability, or retirement. Retirement is defined as the earlier of age 55 with ten years of service or age 65 (age 50 with seven years of service for participants who were participating in the Plan as of December 31, 2008). The forfeited amount may be restored if the participant is rehired, depending upon the circumstances. Participants must also forfeit any portion of a Basic Match associated with a salary deferral contribution that is in excess of the IRC 401(k) deferral limit. Forfeitures of any discretionary Profit Contributions or Basic Match arising during the plan year are generally used to reduce the amount of the employer contribution for that year. During 2013 and 2012, forfeiture amounts used to reduce the employer contribution were not material.

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2013 AND 2012

Administrative Expenses—The Plan document provides for payment of professional fees and other administrative expenses by the Plan, but permits such expenses to be paid by CSC. During 2013 and 2012, substantially all such fees and expenses were paid by CSC. Certain administrative functions are performed by officers or employees of CSC. No such officer or employee receives compensation from the Plan.

Termination of the Plan—CSC has the right under the Plan document to discontinue its contributions at any time or to terminate the Plan, subject to the provisions of ERISA. CSC has not expressed any intent to terminate the Plan. In the event that the Plan is terminated, affected participants' account balances will become fully vested and distributed immediately.

2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation—The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP), which require management to make certain estimates and assumptions that affect the reported amounts in the accompanying financial statements. Actual results may differ from those estimates.

Risks and Uncertainties—The investments of the Plan are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

Investments—The Plan's investments are generally stated at fair value. The Plan classifies its investments into three levels: Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs.

When available, the Plan uses quoted prices in active markets to measure the fair value of assets. When quoted prices do not exist, the Plan uses quoted prices for similar securities and valuations provided by alternative pricing sources supported by observable inputs, such as interest rates, prepayment speeds, credit risk, and illiquidity and/or non-transferability discounts. Investments classified as Level 2 include positions that are not traded in active markets and/or are subject to transfer restrictions. The Plan did not adjust any valuations to reflect entity-specific illiquidity or non-transferability at December 31, 2013 or 2012.

CSC's common stock is valued at the closing price reported on the New York Stock Exchange on the last business day of the Plan year. Shares of mutual and other funds, collective trust funds, and the money market fund are valued at the quoted net asset value of shares held by the Plan or using quoted prices of the underlying investments of these funds at year end. Investments held in a PCRA are valued using quoted market prices at year end, when available. When quoted prices do not exist, investments are valued using quoted prices for similar securities and valuations provided by alternative pricing sources supported by observable inputs.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Distributions and benefits are recorded when paid or at the time of in-kind distribution.

Management fees and operating expenses charged to the Plan for investments in mutual and other funds and collective trust funds are deducted from income earned by such investments on a daily basis and are not separately disclosed on the statements of changes in net assets available for benefits.

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2013 AND 2012

Participant Notes Receivable—Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document and are reported as taxable income to the participant regardless of whether the loan amount was provided from pre-tax or after-tax accounts. Participant loans are considered delinquent upon becoming 90 days past due as to interest or principal.

Payment of Benefits—Benefit payments to participants are recorded upon distribution.

Administrative Expenses—Certain administrative functions are performed by officers or employees of CSC or its subsidiaries. No such officer or employee receives compensation from the Plan. The day-to-day operation of the Plan involves expenses for basic administrative services, such as plan record keeping, accounting, and legal and trustee services, which are necessary for administering the Plan as a whole. Additional services, such as telephone voice response systems, access to a customer service representative, educational seminars, retirement planning software, investment advice, electronic access to plan information, daily valuation and online transactions, can result in additional administrative expenses. In some instances, the costs of administrative services will be covered by investment fees that are deducted directly from investment returns of the investments in the Plan. Otherwise, if administrative costs are separately charged, they will be borne either by CSC or charged directly against the assets of the Plan. Currently, direct administrative costs of the Plan not covered by investment fees are paid by CSC.

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2013 AND 2012

3. INVESTMENTS

The following presents investments that represent five percent or more of the Plan's net assets available for benefits:

	December 31, 2013	2012
* Schwab 401(k) Equity Unit Fund — 11,670,979 shares and 13,316,318 shares, respectively	\$ 305,611,043	\$ 192,898,902
Dodge & Cox Stock Fund — 1,318,978 and 1,349,487 shares, respectively	\$ 222,735,885	\$ 164,502,524
* Schwab ESOP Equity Unit Fund — 8,203,587 shares and 9,417,625 shares, respectively	\$ 214,484,810	\$ 136,203,200
** Schwab S&P 500 Index Fund — 6,282,016 and 6,662,118 shares, respectively	\$ 181,236,176	\$ 147,832,403
Vanguard Growth Index Institutional Fund — 3,214,695 and 0 shares, respectively	\$ 153,887,462	\$ -
American Funds Europacific Growth Fund of America — 2,427,481 shares and 2,539,973 R6 shares, respectively	\$ 119,019,370 (1)	\$ 104,596,101
PIMCO Total Return Fund — 9,914,968 and 10,386,509 Institutional shares, respectively	\$ 105,991,009 (1)	\$ 116,744,353

(1) This investment represented less than five percent of the Plan's net assets available for benefits at the respective date.

* A party in interest as defined by ERISA.

** Managed by a party in interest as defined by ERISA.

4. FAIR VALUE MEASUREMENTS

For a description of the fair value hierarchy and the Plan's fair value methodologies, see note "2. Summary of Significant Accounting Policies."

The Plan did not have any investments utilizing Level 3 inputs as of December 31, 2013 or 2012. Investments are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. There were no transfers in or out of Levels 1, 2, or 3, for the years ended December 31, 2013 or 2012.

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2013 AND 2012

The following tables present the fair value hierarchy for the Plan's investments measured at fair value:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at Fair Value
December 31, 2013				
Investments:				
Mutual and other funds:				
Large-cap stock funds	\$ 557,859,523	\$ -	\$ -	\$ 557,859,523
Small/Mid-cap stock funds	263,871,128	-	-	263,871,128
International stock funds	215,948,668	-	-	215,948,668
Bond funds	141,615,239	59,922,657	-	201,537,896
Total mutual and other funds	1,179,294,558	59,922,657	-	1,239,217,215
Self-directed brokerage accounts:				
Mutual funds	188,897,560	-	-	188,897,560
Common stock	135,886,628	-	-	135,886,628
Cash equivalents	110,535,844	1,987,053	-	112,522,897
Unit investment trusts	81,996,392	-	-	81,996,392
Corporate debt securities	-	3,184,646	-	3,184,646
Other assets	3,627,381	498,581	-	4,125,962
Total self-directed brokerage accounts	520,943,805	5,670,280	-	526,614,085
Common stock funds of The Charles Schwab Corporation:				
Schwab 401(k) Equity Unit Fund	305,611,043	-	-	305,611,043
Schwab ESOP Equity Unit Fund	214,484,810	-	-	214,484,810

Total common stock funds of The Charles Schwab Corporation	520,095,853	-	-	520,095,853
Collective trust funds:				
Schwab Managed Retirement Trust Funds	-	227,862,137	-	227,862,137
Money market fund:				
Schwab Value Advantage Money Fund	71,149,025	-	-	71,149,025
Total investments at fair value	\$ 2,291,483,241	\$ 293,455,074	\$ -	\$ 2,584,938,315

9

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2013 AND 2012

December 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at Fair Value
Investments:				
Mutual and other funds:				
Large-cap stock funds	\$ 415,610,098	\$ -	\$ -	\$ 415,610,098
Small/Mid-cap stock funds	68,049,489	121,870,415	-	189,919,904
International stock funds	172,371,345	-	-	172,371,345
Bond funds	154,790,233	71,642,884	-	226,433,117
Total mutual and other funds	810,821,165	193,513,299	-	1,004,334,464
Self-directed brokerage accounts:				
Common stock	143,956,617	440,476	-	144,397,093
Mutual funds	115,271,301	28,728	-	115,300,029
Cash equivalents	96,521,550	2,026,748	-	98,548,298
Unit investment trusts	62,605,104	-	-	62,605,104
Corporate debt securities	-	2,333,509	-	2,333,509
Other assets	3,010,834	1,024,185	-	4,035,019
Total self-directed brokerage accounts	421,365,406	5,853,646	-	427,219,052
Common stock funds of The Charles Schwab Corporation:				
Schwab 401(k) Equity Unit Fund	192,898,902	-	-	192,898,902
Schwab ESOP Equity Unit Fund	136,203,200	-	-	136,203,200
Total common stock funds of The Charles Schwab Corporation	329,102,102	-	-	329,102,102

Collective trust funds:

Schwab Managed Retirement Trust

Funds	-	163,342,179	-	163,342,179
-------	---	-------------	---	-------------

Money market fund:

Schwab Value Advantage Money Fund	50,744,071	-	-	50,744,071
-----------------------------------	------------	---	---	------------

Total investments at fair value	\$ 1,612,032,744	\$ 362,709,124	\$ -	\$ 1,974,741,868
---------------------------------	------------------	----------------	------	------------------

Certain of the Plan's investments at fair value have been estimated using the net asset value per share of the investment. Plan participants had the ability to redeem those investments with the investee at net asset value per share at December 31, 2013 and 2012. There were no unfunded commitments, normal course of business redemption restrictions, or other redemption restrictions on those investments at December 31, 2013 or 2012.

5.TAX STATUS

The Internal Revenue Service (IRS) determined, and informed CSC in a letter dated May 25, 2007, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan and related trust are currently being operated in compliance with those sections. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan applied for a new IRS determination letter on October 31, 2011. As of June 20, 2014, the letter had not been received by the Plan.

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2013 AND 2012

GAAP requires management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan's management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

6. ADMINISTRATION OF PLAN ASSETS

The Plan's assets, including CSC common stock, are held in trust by BTM. The dividend income earned on the CSC common stock held by the Plan was \$5,123,178 and \$5,687,566 for 2013 and 2012, respectively.

CSC contributions are held by BTM, which invests cash received, interest, and dividend income and makes distributions to participants in shares or cash value, as directed by the participants.

Subsidiaries of CSC also provide investment management services related to several plan investments.

See note "2. Summary of Significant Accounting Policies" for detail relating to administrative expenses of the Plan, including services for which such expenses are incurred.

7.SUBSEQUENT EVENTS

CSC has evaluated the impact of events that have occurred subsequent to December 31, 2013, through the date the Plan's financial statements were filed with the SEC. Based on this evaluation, other than as recorded or disclosed within these financial statements and related notes, CSC has determined none of these events were required to be recognized or disclosed.

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

(EIN: 94-3025021; PN 002)

FORM 5500, SCHEDULE H, PART IV, LINE 4i—

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a) (b)	(c) Shares or Par Value	(d) Cost (1)	(e) Current Value
COMMON STOCK FUNDS OF THE CHARLES SCHWAB CORPORATION:			
* Schwab 401(k) Equity Unit Fund	11,670,979		\$ 305,611,043
* Schwab ESOP Equity Unit Fund	8,203,587		214,484,810
Total common stock funds of The Charles Schwab Corporation	19,874,566		520,095,853
MUTUAL AND OTHER FUNDS:			
Dodge & Cox Stock Fund	1,318,978		222,735,885
** Schwab S&P 500 Index Fund	6,282,016		181,236,176
Vanguard Growth Index Fund	3,214,695		153,887,462
American Funds Europacific Growth Fund of America – R6 Shares	2,427,481		119,019,370
Vanguard Small-Cap Growth Index Fund	3,135,098		107,910,076
PIMCO Total Return Fund – Institutional Shares	9,914,968		105,991,009
** Schwab Small-Cap Index Fund®	2,965,413		81,815,758
Vanguard Small-Cap Value Index Fund	3,172,670		74,145,294
Short Duration Bond Strategy	5,840,415		59,922,657
** Schwab International Index Fund®	2,952,383		58,693,366
Dodge & Cox International Stock Fund	888,381		38,235,932
Vanguard Total Bond Market Index Fund	3,373,507		35,624,230
Total mutual and other funds	45,486,005		1,239,217,215
SELF-DIRECTED BROKERAGE ACCOUNTS			526,614,085
COLLECTIVE TRUST FUNDS:			
** Schwab Managed Retirement Trust 2040 Fund	1,945,692		49,868,086
** Schwab Managed Retirement Trust 2030 Fund	1,839,919		45,501,190

Edgar Filing: SCHWAB CHARLES CORP - Form 11-K

** Schwab Managed Retirement Trust 2020 Fund	1,690,044	38,533,014
** Schwab Managed Retirement Trust 2035 Fund	1,870,723	25,516,662
** Schwab Managed Retirement Trust 2025 Fund	1,440,776	19,234,365
** Schwab Managed Retirement Trust 2050 Fund	1,319,022	18,149,742
** Schwab Managed Retirement Trust 2045 Fund	1,181,141	15,579,252
** Schwab Managed Retirement Trust Income Fund	413,437	6,387,595
** Schwab Managed Retirement Trust 2010 Fund	237,914	4,848,681
** Schwab Managed Retirement Trust 2015 Fund	326,427	4,243,550
 Total collective trust funds	 12,265,095	 227,862,137
 CASH EQUIVALENT:		
** Schwab Value Advantage Money Fund®	71,149,025	71,149,025
 * PARTICIPANT NOTES RECEIVABLE:		
5,688 loans with interest rates ranging from 3.25% to 10.50%, maturing through 2029		45,734,132
 TOTAL		 \$ 2,630,672,447

(1) Cost information not required as investments are participant directed.

* A party in interest as defined by ERISA.

** Managed by a party in interest as defined by ERISA.

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

(EIN: 94-3025021; PN 002)

FORM 5500, SCHEDULE H, PART IV, LINE 4j—

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDING DECEMBER 31, 2013

(a)	(b)		(c)	(d)	(e)	(f)	(g)	(h)
Identity of party involved	Description of asset	Number of transactions	Purchase price	Selling price	Lease rental	Expense incurred	Cost of asset	Current value on transaction date(s)
Aggregate Transactions								
The Vanguard Group	Vanguard Small-Cap Growth Index Fund	Total purchases	114	\$ 103,578,657	N/A	-	-	\$ 103,578,657
The Vanguard Group	Vanguard Growth Index Fund		1	\$ 120,973,881	N/A	-	-	\$ 120,973,881
The Vanguard Group	Vanguard Growth Index Fund		114	\$ 24,042,157	N/A	-	-	\$ 24,042,157
The Vanguard Group	Vanguard Growth Index Fund	Total purchases	115	\$ 145,016,038	N/A	-	-	\$ 145,016,038
Capital Research and Management Co.	American Funds Growth Fund of America – R6 Shares		1	N/A	\$ 120,835,395	-	-	\$ 83,071,275

Capital Research and Management Co.	American Funds Growth Fund of America – R6 Shares American Funds Growth Fund		139	N/A	\$ 14,524,159	-	-	\$ 10,706,137	\$ 14,5
Capital Research and Management Co.	Fund of America – R6 Shares	Total sales	140	N/A	\$ 135,359,554	-	-	\$ 93,777,412	\$ 135

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

Exhibit Index

The following exhibit is filed as part of this Annual Report on Form 11-K.

Exhibit
Number Exhibit

23.1 Consent of Independent Registered Public Accounting Firm

14

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Employee Benefits Administrative Committee of the SchwabPlan Retirement Savings and Investment Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

SCHWABPLAN RETIREMENT SAVINGS AND INVESTMENT PLAN

Date: June 20, 2014 /s/ John C. Clark
John C. Clark
Senior Vice President —
Human Resources and Employee Services