

LEGG MASON, INC.  
Form 8-K  
January 22, 2014

**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) January 16, 2014**

**LEGG MASON, INC.**  
**(Exact name of registrant as specified in charter)**

**Maryland**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-8529**  
**(Commission**  
**File No.)**

**52-1200960**  
**(I.R.S. Employer**  
**Identification No.)**

**100 International Drive, Baltimore, Maryland**

**21202**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (410) 539-0000**

**Not Applicable**

**(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 1.01 Entry into a Material Definitive Agreement.**

On January 22, 2014, Legg Mason, Inc. (the Company), completed the closing of the issuance and sale of \$400,000,000 aggregate principal amount of the Company's 5.625% Senior Notes due 2044 (the Notes).

The Notes were issued pursuant to an indenture (the Base Indenture) dated as of January 22, 2014, between the Company and The Bank of New York Mellon, as trustee, as supplemented by a supplemental indenture dated as of January 22, 2014 (the First Supplemental Indenture). The Notes have been registered under the Securities Act of 1933, as amended, by a Registration Statement on Form S-3ASR (Registration No. 333-193321) which became effective January 13, 2014 (the Registration Statement). A form of the Base Indenture was filed as Exhibit 4(a) to the Registration Statement and is incorporated herein by reference. A copy of the First Supplemental Indenture and form of the Note are attached hereto as Exhibits 4.2 and 4.3, respectively, and are incorporated herein by reference.

A copy of the opinions of Thomas C. Merchant, Executive Vice President and General Counsel of the Company and Shearman & Sterling LLP, counsel to the Company, relating to the validity of the Notes are attached hereto as Exhibits 5.1 and 5.2, respectively.

**Item 8.01 Other Events.**

On January 16, 2014, the Company entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC and Citigroup Global Markets Inc., as representatives of the underwriters named therein. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Subject Matter
1.1	Underwriting Agreement, dated January 16, 2014, among Legg Mason, Inc. and J.P. Morgan Securities LLC and Citigroup Global Markets Inc., as representatives of the underwriters named therein.
4.1	Form of Indenture for Senior Securities between Legg Mason, Inc., as Issuer and The Bank of New York Mellon, as Trustee, filed as Exhibit 4(a) to the Company's Registration Statement (Registration No. 333-193321) on Form S-3 dated January 13, 2014 and incorporated herein by reference.
4.2	First Supplemental Indenture, dated as of January 22, 2014, between Legg Mason, Inc., and The Bank New York Mellon, as trustee.
4.3	Form of 5.625% Senior Note due 2044.
5.1	Opinion of Thomas C. Merchant, Executive Vice President and General Counsel of the Company.
5.2	Opinion of Shearman & Sterling LLP, counsel to the Company.
23.1	Consent of Thomas C. Merchant (included in Exhibit 5.1).
23.2	Consent of Shearman & Sterling LLP (included in Exhibit 5.2).

**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 hereunto duly authorized.

**LEGG MASON, INC.**

Date: January 22, 2014

By: /s/ Thomas C. Merchant

Thomas C. Merchant

Executive Vice President and General Counsel

**LEGG MASON, INC.**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Subject Matter</b>
1.1	Underwriting Agreement, dated January 16, 2014, among Legg Mason, Inc. and J.P. Morgan Securities LLC and Citigroup Global Markets Inc., as representatives of the underwriters named therein.
4.1	Form of Indenture for Senior Securities between Legg Mason, Inc., as Issuer and The Bank of New York Mellon, as Trustee, filed as Exhibit 4(a) to the Company's Registration Statement (Registration No. 333-193321) on Form S-3 dated January 13, 2014 and incorporated herein by reference.
4.2	First Supplemental Indenture, dated as of January 22, 2014, between Legg Mason, Inc., and The Bank New York Mellon, as trustee.
4.3	Form of 5.625% Senior Note due 2044.
5.1	Opinion of Thomas C. Merchant, Executive Vice President and General Counsel of the Company.
5.2	Opinion of Shearman & Sterling LLP, counsel to the Company.
23.1	Consent of Thomas C. Merchant, Executive Vice President and General Counsel of the Company (included in Exhibit 5.1).
23.2	Consent of Shearman & Sterling LLP, counsel to the Company (included in Exhibit 5.2).