

SCHWAB CHARLES CORP
Form 8-K
October 31, 2018

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): October 31, 2018

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)

211 Main Street, San Francisco, CA 94105

94-3025021
(I.R.S. Employer

Identification No.)

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On October 31, 2018, The Charles Schwab Corporation (the Company) issued \$500,000,000 aggregate principal amount of 3.550% Senior Notes due 2024 and \$600,000,000 aggregate principal amount of 4.000% Senior Notes due 2029 (collectively, 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 Twelfth Supplemental Indenture, dated as of October 31, 2018 (the Twelfth Supplemental Indenture). The offering was made pursuant to a Prospectus dated December 14, 2017 and a Prospectus Supplement dated October 29, 2018, filed pursuant to the Company's Shelf Registration Statement on Form S-3 (File No. 333-222063).

On October 29, 2018, the Company entered into an Underwriting Agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein (the Underwriters), pursuant to which the Company agreed to issue and sell the Notes to the Underwriters.

Copies of the Underwriting Agreement, the Twelfth Supplemental Indenture and the forms of 3.550% Senior Notes due 2024 and 4.000% Senior Notes due 2029 are attached as Exhibits 1.1, 4.47, 4.48 and 4.49, 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 October 29, 2018, by and among the Company and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein.
- 4.47 Twelfth Supplemental Indenture, dated as of October 31, 2018, between the Company and The Bank of New York Mellon Trust Company, N.A.
- 4.48 Form of 3.550% Senior Note due 2024 (included in Exhibit 4.47).
- 4.49 Form of 4.000% Senior Note due 2029 (included in Exhibit 4.47).
- 5.1 Opinion of Arnold & Porter Kaye Scholer LLP, dated October 31, 2018.
- 23.1 Consent of Arnold & Porter Kaye Scholer LLP, dated October 31, 2018 (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: October 31, 2018

By: /s/ Peter Crawford
Peter Crawford

Executive Vice President and Chief Financial
Officer