

Item 2.02 Results of Operations and Financial Condition.

On July 28, 2017, Franklin Resources, Inc. (the “Company”) issued a press release announcing the financial results for the Company’s third fiscal quarter ended June 30, 2017. The Company also posted a third quarter earnings commentary on its internet website, as stated in the press release. A copy of the press release is attached hereto as Exhibit 99.1 and a copy of the commentary is attached hereto as Exhibit 99.2, and each is incorporated herein by reference.

The information in this report, including the exhibits hereto, (x) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section and (y) shall not be incorporated by reference into any filing of the Company with the Securities and Exchange Commission, whether made before or after the date hereof, regardless of any general incorporation language in such filings (unless the Company specifically states that the information or exhibits in this particular report are incorporated by reference).

Item 9.01 Financial Statements and Exhibits.

The exhibits listed on the Exhibit Index are incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRANKLIN RESOURCES, INC.

Date: July 28, 2017 /s/ Kenneth A. Lewis

Name: Kenneth A. Lewis

Title: Chief Financial Officer and Executive Vice President

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Exhibit Index

Exhibit No. Description

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| 99.1 | <u>Press Release dated July 28, 2017 issued by Franklin Resources, Inc.</u> |
| 99.2 | <u>Franklin Resources, Inc. Q3 2017 Executive Quarterly Earnings Commentary.</u> |