



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

Departure of Officer

On March 12, 2019, Kenneth A. Lewis, Executive Vice President and Chief Financial Officer of Franklin Resources, Inc. (the "Company"), notified the Company of his retirement from his position as Executive Vice President and Chief Financial Officer of the Company effective as of May 6, 2019. He plans to serve in an advisory capacity through a period of transition.

Appointment of Officer

On March 13, 2019, Matthew Nicholls was appointed Executive Vice President and Chief Financial Officer of the Company, effective as of May 6, 2019. Mr. Nicholls, 46 years of age, has been employed by Citigroup, Inc. since 1995. Since 2017, he was the Managing Director, Global Head of Financial Institutions, Corporate/Finance Banking, and Global Head of Asset Management, Corporate and Investment Banking. From 2014 to 2017, he was Managing Director, Co-Head, Financial Institutions Corporate and Investment Banking, North America, and Global Head of Asset Management.

Mr. Nicholls initially will receive compensation including an annual base salary of \$525,000, an annual bonus of \$2.6 million, a restricted stock grant valued at \$1.5 million, a long term performance award of \$375,000, relocation expenses estimated at up to \$179,200, and generally will be able to participate in the Company's benefit plans.

On March 18, 2019, the Company issued the attached press release announcing the retirement of Mr. Lewis and the appointment of Mr. Nicholls.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The exhibit listed on the Exhibit Index is incorporated herein by reference.

Exhibit Index

Exhibit No. Description

99.1 Press Release dated March 18, 2019 issued by Franklin Resources, Inc.

SIGNATURE

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.

FRANKLIN RESOURCES, INC.

Date: March 18, 2019 /s/ Maria Gray

Name: Maria Gray

Title: Vice President and Secretary