

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) Bylaw Amendments

On October 22, 2018, the Board of Directors of Franklin Resources, Inc. (the “Company”) approved an amendment to, and restatement of, the Company’s Amended and Restated Bylaws (the “Bylaws”), effective as of such date, to provide the stockholders with the right to call a special meeting. Section 2.4 of the Bylaws provides that the Chairman of the Board of Directors or the Chief Executive Officer of the Company shall call a special meeting of stockholders upon the written request of a stockholder, or group of stockholders, owning not less than 25% of the outstanding capital stock of the Company continuously for at least one year, provided that the stockholder or stockholders satisfy the procedural requirements as specified in the Bylaws.

The foregoing description of the amendment to the Company’s Bylaws is qualified in its entirety by the full text of the Amended and Restated Bylaws filed as Exhibit 3.1 hereto and incorporated herein by reference.

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
3.1	<u>Amended</u> <u>and</u> <u>Restated</u> <u>Bylaws of</u> <u>Franklin</u> <u>Resources,</u> <u>Inc. (as</u> <u>adopted</u> <u>and</u> <u>effective</u> <u>October 22,</u> <u>2018)</u>

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: October 24, 2018 /s/ Maria Gray

Name: Maria Gray

Title: Vice President and Secretary