STIFEL FINANCIAL CORP Form 8-K June 03, 2011

Form 8-K

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): June 1, 2011

STIFEL FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation)

001-09305

(Commission File Number)

43-1273600

(IRS Employer Identification No.)

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501 North Broadway

St. Louis, Missouri 63102-2102

(Address of principal executive offices, including zip code)

(Registrant's telephone number, including area code): (314) 342-2000

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 (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 1, 2011, Stifel Financial Corp. (the "Company") held its 2011 annual stockholders' meeting (the "2011 Annual Meeting"). The holders of 37,031,451 shares of common stock, 70% of the outstanding shares entitled to vote as of the record date, which constituted a quorum were represented at the meeting in person or by proxy. The five proposals submitted to the Company's stockholders are described in detail in the Company's Proxy Statement as filed with the Securities and Exchange Commission on April 18, 2011 (the "Proxy Statement"). At the 2011 Annual Meeting, the stockholders elected nine directors (Proposal I), approved the compensation of certain Company executives (Proposal III), recommended by advisory vote, the frequency of future advisory votes on executive compensation (Proposal IV), and approved the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ended December 31, 2011 (Proposal V).

To permit additional time to solicit stockholder votes on Proposal II, as described in the Company's Proxy Statement, the 2011 Annual Meeting was adjourned until Monday, June 27, 2011, at 11 a.m. (central daylight time) and scheduled to reconvene at that time at the Company's offices located at One Financial Plaza, 2nd Floor, 501 North Broadway, St. Louis, Missouri, 63102.

The final results for the proposals considered at the 2011 Annual Meeting were as follows:

Proposal I:

Nominees for Class I:

The Company's stockholders elected six Class I directors to hold office until the 2014 annual meeting of stockholders or until their respective successors are elected and qualified or until their earlier death, resignation or removal, one Class II director to hold office until the 2012 annual meeting of stockholders or until his successor is elected and qualified or until his earlier death, resignation or removal, and two Class III directors to hold office until the 2013 annual meeting of stockholders or until their respective successors are elected and qualified or until their earlier death, resignation or removal. The following table shows the results of the stockholders' votes:

For

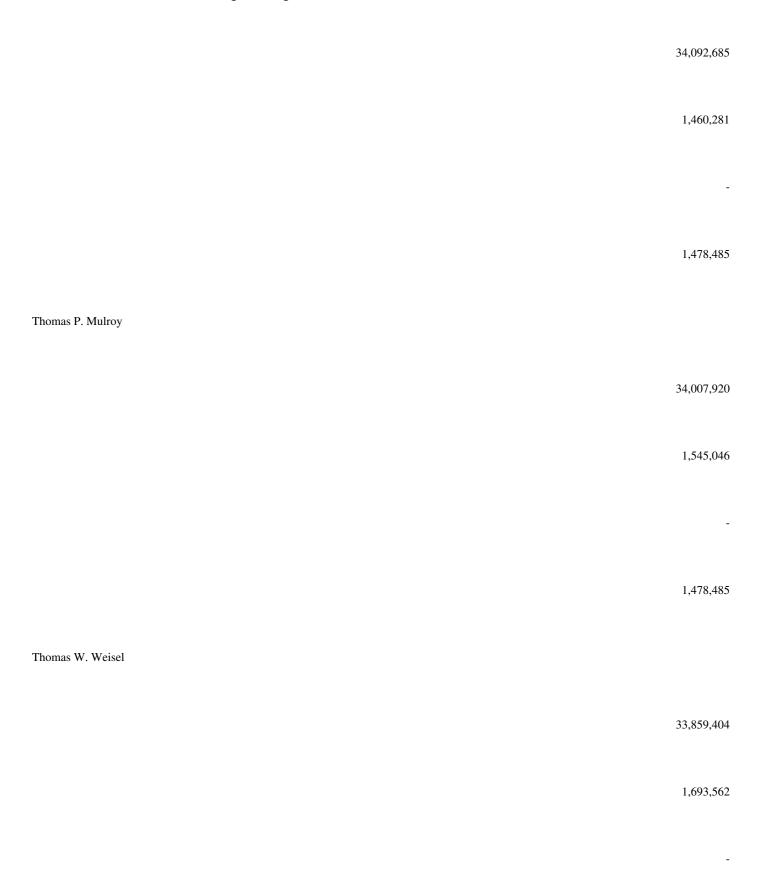
Withhold Authority

Abstentions

Broker
Non-votes

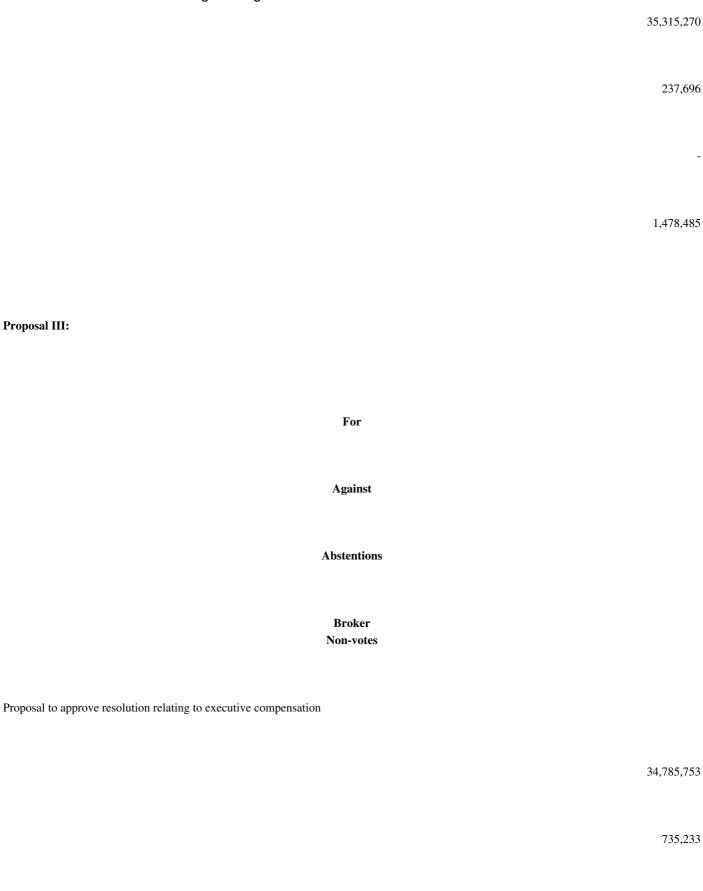
Bruce A. Beda 32,443,776 3,109,190 1,478,485 Frederick O. Hanser 33,106,042 2,446,924 1,478,485

Ronald J. Kruszewski





	-
	1,478,485
Nominees for Class III:	
	-
Michael W. Brown	
	35,304,008
	248,958
	-
	1,478,485
Robert F. Grady	



31,980

1,478,485

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Proposal IV:	
1 Year	
2 Years	
3 Years	
Abstentions	
Recommendation, by advisory vote, on the frequency of future advisory votes on executive c	ompensation
	20,450,592
	174,883
	14,670,872
	256,619
Broker non-votes for Proposal IV were 1,478,485.	
Proposal V:	
For	

Against

Abstentions

Ratification of Ernst & Young LLP as independent registered public accountants

36,695,186

327,804

8,461

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.				
STIFEL FINANCIAL CORP.				
Date: June 3, 2011				
By:				
/s/ Ronald J. Kruszewski				
Ronald J. Kruszewski				
President and Chief Executive Officer				
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