

SCHWAB CHARLES CORP  
Form 8-K  
March 10, 2015

**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): March 10, 2015**

**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)**

**94-3025021**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**211 Main Street, San Francisco, CA 94105**

**(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))

### **Item 8.01 Other Events**

On March 10, 2015, The Charles Schwab Corporation (the Company) issued \$625,000,000 aggregate principal amount of 1.500% Senior Notes due 2018 and \$375,000,000 aggregate principal amount of 3.000% Senior Notes due 2025 (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 Sixth Supplemental Indenture, dated as of March 10, 2015 (the Sixth Supplemental Indenture). The offering was made pursuant to a Prospectus dated December 15, 2014 and a Prospectus Supplement dated March 3, 2015, filed pursuant to the Company's Shelf Registration Statement on Form S-3 (File No. 333-200939).

On March 3, 2015, the Company entered into an Underwriting Agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., Goldman, Sachs & Co. and Wells Fargo Securities, 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 Sixth Supplemental Indenture and the forms of 1.500% Senior Note due 2018 and 3.000% Senior Note due 2025 are attached as Exhibits 1.1, 4.33, 4.34 and 4.35, respectively, to this 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 Report on Form 8-K.

### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 1.1 Underwriting Agreement, dated March 3, 2015, among the Company and Citigroup Global Markets Inc., Goldman, Sachs & Co. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.
- 4.33 Sixth Supplemental Indenture, dated as of March 10, 2015, between the Company and The Bank of New York Mellon Trust Company, N.A.
- 4.34 Form of 1.500% Senior Note due 2018 (included in Exhibit 4.33).
- 4.35 Form of 3.000% Senior Note due 2025 (included in Exhibit 4.33).
- 5.1 Opinion of Arnold & Porter LLP, dated March 10, 2015.
- 23.1 Consent of Arnold & Porter LLP, dated March 10, 2015 (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: March 10, 2015

By: /s/ Joseph R. Martinetto  
Joseph R. Martinetto  
Executive Vice President and Chief Financial Officer

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
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| 4.33               | Sixth Supplemental Indenture, dated as of March 10, 2015, between the Company and The Bank of New York Mellon Trust Company, N.A.   |
| 4.34               | Form of 1.500% Senior Note due 2018 (included in Exhibit 4.33).   |
| 4.35               | Form of 3.000% Senior Note due 2025 (included in Exhibit 4.33).   |
| 5.1                | Opinion of Arnold & Porter LLP, dated March 10, 2015.   |
| 23.1               | Consent of Arnold & Porter LLP, dated March 10, 2015 (included in Exhibit 5.1).   |