

STIFEL FINANCIAL CORP  
Form 8-A12B  
February 28, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**STIFEL FINANCIAL CORP.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation or organization)**

**43-1273600**  
**(IRS Employer Identification No.)**

**One Financial Plaza**

**501 North Broadway**

**St. Louis, MO**

**63102-2102**

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Name of Each Exchange on Which Each

Title of Each Class to be so Registered

Depository Shares, Each Representing 1/1,000<sup>th</sup>

Class is to be so Registered

New York Stock Exchange, Inc.

Interest in a Share of 6.25% Non-Cumulative

Preferred Stock, Series B

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-219926 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Securities to be Registered.**

The securities to be registered hereby are the depositary shares (the "Depositary Shares"), each representing a 1/1,000 interest in a share of 6.25% Non-Cumulative Preferred Stock, Series B, \$1.00 par value per share and \$25,000 liquidation preference per share (the "Series B Preferred Stock"), of Stifel Financial Corp. (the "Registrant"). The descriptions of the Series B Preferred Stock and the Depositary Shares are contained in the sections captioned "Description of the Preferred Stock" and "Description of the Depositary Shares," each in the Registrant's Prospectus Supplement, dated February 21, 2019, to the Registrant's Prospectus, dated August 17, 2017, included in the Registrant's registration statement on Form S-3 (File No. 333-219926) and each of those sections is incorporated herein by reference.

If any additional securities registered hereby are issued, a prospectus supplement relating to such securities will be filed with the Securities and Exchange Commission and will be incorporated herein by reference.

**Item 2. Exhibits.**

| Exhibit<br>No. | Description of Exhibit  |
|----------------|---|
| 1.             | Certificate of Designations of 6.25% Non-Cumulative Preferred Stock, Series B, incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on February 28, 2019.  |
| 2.             | Deposit Agreement, dated February 28, 2019, between the Registrant, Computershare Inc., and Computershare Trust Company, N.A., jointly as Depositary, incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on February 28, 2019. |
| 3.             | Form of Depositary Receipt (included in Exhibit 2 hereto).  |
| 4.             | Form of certificate representing the Series B Preferred Stock.  |

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

STIFEL FINANCIAL CORP.

Date: February 28, 2019

By: /s/ James M. Marischen  
Name: James M. Marischen  
Title: Chief Financial Officer

**EXHIBIT INDEX**

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