

STIFEL FINANCIAL CORP
Form 8-A12B
January 14, 2013

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)

One Financial Plaza

43-1273600
(IRS Employer Identification No.)

63102-2102

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501 North Broadway

St. Louis, MO

(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

5.375% Senior Notes due 2022

Class is to be so Registered

New York Stock Exchange

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: **333-178969** (if applicable)

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

None

Item 1. Description of Securities to be Registered.

The title of the Registrant's securities to be registered hereunder is 5.375% Senior Notes due 2022 (the Senior Notes). The Senior Notes have been issued pursuant to the Registrant's effective registration statement on Form S-3 (No. 333-178969). The description of the Senior Notes, as set forth under the caption "Description of the Securities" in the prospectus dated January 11, 2012, filed with the Securities and Exchange Commission on January 11, 2012, as supplemented by the description set forth under the caption "Description of Notes" in the prospectus supplement dated December 18, 2012, filed with the Securities and Exchange Commission on December 19, 2012, is incorporated herein by reference.

Item 2. Exhibits.

| Exhibit No. | Description of Exhibit |
|-------------|---|
| 1. | Indenture dated January 23, 2012, between Stifel Financial Corp. and U.S. Bank National Association, as trustee, incorporated herein by reference to Exhibit 4.1 to Stifel Financial Corp.'s Current Report on Form 8-K filed on January 23, 2012. |
| 2. | Second Supplemental Indenture dated December 21, 2012, between Stifel Financial Corp. and U.S. Bank National Association, as trustee (including a form of Note), incorporated herein by reference to Exhibit 4.2 to Stifel Financial Corp.'s Current Report on Form 8-K filed on December 21, 2012. |

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.

(Registrant)

Date: January 14, 2013

By: /s/ Ronald J. Kruszewski

Name: Ronald J. Kruszewski

Title: President and Chief Executive Officer

EXHIBIT INDEX

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