

INTL FCSTONE INC.  
Form 8-K/A  
March 16, 2015

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

---

Form 8-K/A  
(Amendment No. 2)

---

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 16, 2015

---

INTL FCStone Inc.  
(Exact name of registrant as specified in its charter)

---

|  |                          |                       |
|--|--------------------------|-----------------------|
| Delaware   | 000-23554                | 59-2921318            |
| (State of Incorporation)                                     | (Commission File Number) | (IRS Employer ID No.) |
| 708 Third Avenue, Suite 1500, New York, NY 10017             |                          |                       |
| (Address of principal executive offices, including Zip Code) |                          |                       |
| (212) 485-3500   |                          |                       |
| (Registrant's telephone number, including area code)         |                          |                       |

---

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))

EXPLANATORY NOTE

On January 7, 2015, INTL FCStone Inc. (the "Company") filed its Form 8-K ("the Original Form 8-K") to report the consummation of its acquisition of G.X. Clarke & Co. The Original Form 8-K did not include the audited financial statements of G.X. Clarke & Co. nor the pro forma unaudited financial statements of the combined entity. This Amendment No. 2 to the Form 8-K is filed to include the financial statement information required under Item 9.01 of Form 8-K in connection with the acquisition of G.X. Clarke & Co.

Except to the extent expressly set forth herein, this amended Form 8-K speaks as of the filing date of the Original Form 8-K and has not been updated to reflect events occurring subsequent to the original filing date. Accordingly, this amended Form 8-K should be read in conjunction with our filings made with the Securities and Exchange Commission subsequent to the filing of the Original Form 8-K.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

Financial statements of G.X. Clarke & Co. as required under Item 9.01 of Form 8-K in connection with the acquisition of G.X. Clarke & Co. are attached.

(b) Pro Forma Financial Information.

Pro forma financial information as required under Item 9.01 of Form 8-K in connection with the acquisition of the G.X. Clarke & Co. are attached.

(d) Exhibits.

Exhibit

Number Description

99.1 Financial statements and supplemental schedules of G.X. Clarke & Co. for the year ended December 31, 2014 (audited).

99.2 Unaudited pro forma condensed combined income statement for the year ended September 30, 2014 and unaudited pro forma condensed combined balance sheet at September 30, 2014.

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.

March 16, 2015  
(Date)

INTL FCStone Inc.  
(Registrant)  
/s/ WILLIAM J. DUNAWAY  
William J. Dunaway  
Chief Financial Officer