

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-A12B

Form for the registration/listing of a class of securities on a national securities exchange pursuant to Section 12(b)

Filing Date: **2013-01-14**  
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### FILER

#### STIFEL FINANCIAL CORP

CIK: **720672** | IRS No.: **431273600** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-A12B** | Act: **34** | File No.: **001-09305** | Film No.: **13528361**  
SIC: **6211** Security brokers, dealers & flotation companies

#### Mailing Address

ATTN: JAMES G.  
LASCHOBER  
501 N. BROADWAY  
ST. LOUIS MO 63102-2102

#### Business Address

ATTN: JAMES G.  
LASCHOBER  
501 N. BROADWAY  
ST. LOUIS MO 63102-2102  
314-342-2000

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

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**FORM 8-A**

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

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**STIFEL FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

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

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

**One Financial Plaza  
501 North Broadway  
St. Louis, MO**  
(Address of principal executive offices)

**63102-2102**  
(Zip Code)

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

| <u>Title of Each Class to be so Registered</u> | <u>Name of Each Exchange on Which Each<br/>Class is to be so Registered</u> |
|--|---|
| <b>5.375% Senior Notes due 2022</b>            | <b>New York Stock Exchange</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: **333-178969** (if applicable)

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

None

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**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.**

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>   |
|--------------------|---|
| 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. |

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**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

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Name: Ronald J. Kruszewski

Title: President and Chief Executive Officer

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## EXHIBIT INDEX

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