

**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) June 4, 2020

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
or organization)

94-3025021

(I.R.S. Employer Identification No.)

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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock – \$.01 par value per share	SCHW	New York Stock Exchange
Depository Shares, each representing a 1/40th ownership interest in a share of 6.00% Non-Cumulative Preferred Stock, Series C	SCHW PrC	New York Stock Exchange
Depository Shares, each representing a 1/40th ownership interest in a share of 5.95% Non-Cumulative Preferred Stock, Series D	SCHW PrD	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

- (a) A Special Meeting of Stockholders of The Charles Schwab Corporation (CSC) was held on June 4, 2020 (CSC Special Meeting).
- (b) At the CSC Special Meeting, stockholders voted on (1) a proposal to approve the issuance of common shares, consisting of common stock and nonvoting common stock, to holders of shares of TD Ameritrade Holding Corporation (TD Ameritrade) common stock in connection with the merger contemplated with TD Ameritrade (First Proposal), and (2) a proposal to approve an amendment to the corporation's charter to increase the number of authorized shares of capital stock of the corporation by 300 million and create a new class of nonvoting common stock (Second Proposal). The First Proposal, which required the affirmative vote of the holders of a majority of shares of common stock present at the meeting or by proxy and entitled to vote at the CSC Special Meeting (and meeting the minimum requirement of a majority of votes cast), was approved. The Second Proposal, which required the affirmative vote of the holders of a majority of the shares of common stock outstanding and entitled to vote at the CSC Special Meeting, was approved.

The third proposal was a proposal to give the Board of Directors of CSC the authority to adjourn the special meeting if necessary to solicit additional proxies (Third Proposal) if there were not sufficient votes to approve the First Proposal and the Second Proposal. A preliminary count showed that there were more than enough votes to approve the First Proposal and the Second Proposal, and therefore the Third Proposal was deemed unnecessary and not called for a vote.

The final voting results were as follows:

1. Approve the issuance of Schwab common shares, consisting of common stock and nonvoting common stock, to holders of shares of TD Ameritrade common stock in connection with the merger contemplated with TD Ameritrade.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
1,116,692,654	1,773,291	324,338	0

2. Approve an amendment to the Schwab charter to increase the number of authorized shares of capital stock of Schwab by 300 million and create a new class of Schwab nonvoting common stock.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
1,105,221,500	12,911,633	657,150	0

Item 8.01 Other Events

On June 4, 2020, the U.S. Federal Trade Commission granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (HSR Act), with respect to the proposed transaction. Completion of the proposed transaction remains subject to the satisfaction (or, to the extent permitted by applicable law, waiver) of the remaining closing conditions set forth in the merger agreement.

On June 4, 2020, CSC issued a press release announcing that its common stockholders approved the First Proposal and the Second Proposal, and that the Antitrust Division of the United States Department of Justice had closed its investigation of CSC's proposed acquisition of TD Ameritrade. A copy of the press release is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated June 4, 2020.
104	Cover Page Interactive Data File – the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

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: June 5, 2020

By: /s/ Peter Crawford

Peter Crawford

Executive Vice President and Chief Financial Officer

News Release



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SCHWAB STOCKHOLDERS APPROVE ACQUISITION OF TD AMERITRADE Receives Notification Of Completion Of DOJ Review Of Transaction

SAN FRANCISCO, June 4, 2020 – The Charles Schwab Corporation (“Schwab”) today announced that Schwab stockholders approved the proposals related to Schwab’s acquisition of TD Ameritrade Holding Corporation (“TD Ameritrade”) at a special meeting of stockholders held earlier today.

More than 99% of the shares cast by Schwab stockholders were voted in favor of a proposal to issue new Schwab common shares to TD Ameritrade stockholders as consideration for the acquisition. More than 98% of the shares cast, representing over 85% of all outstanding shares, were voted in favor of an amendment to the fifth amended and restated certification of incorporation of Schwab to create a new class of nonvoting common stock to be issued to TD Bank and its affiliates as merger consideration. Pursuant to the Schwab charter amendment, the number of authorized shares of Schwab capital stock will increase by 300 million, and Schwab will be authorized to issue 300 million shares of Schwab nonvoting common stock, each with a par value of \$0.01 per share.

Schwab President and CEO Walt Bettinger said, “We are pleased that Schwab’s stockholders have approved the proposals related to our announced acquisition of TD Ameritrade. The combination will generate substantial long-term value for Schwab’s stockholders and bring together two leading firms with proud and similar histories of making investing more accessible to all. Together, with a focus on low cost, great service and technology, we will form a company that is uniquely positioned to serve the investment, trading and wealth management needs of investors-and the advisors who serve them-in every phase of their financial journey.”

Earlier on June 4, Schwab announced that the Antitrust Division of the United States Department of Justice (DOJ) informed Schwab that the DOJ has closed its investigation of Schwab’s proposed acquisition of TD Ameritrade. Completion of the transaction remains subject to the satisfaction (or, to the extent permitted by applicable law, waiver) of the customary closing conditions set forth in the merger agreement, including receipt of other regulatory approvals. Subject to the satisfaction of those conditions, the parties continue to expect that the transaction will close in the second half of the year.

About Charles Schwab

The Charles Schwab Corporation (NYSE: SCHW) is a leading provider of financial services, with more than 360 offices and 12.9 million active brokerage accounts, 1.7 million corporate retirement plan participants, 1.4 million banking accounts, and \$3.8 trillion in client assets as of April 30, 2020. Through its operating subsidiaries, the company provides a full range of wealth management, securities brokerage, banking, asset management, custody, and financial advisory services to individual investors and independent investment advisors. Its broker-dealer subsidiary, Charles Schwab & Co., Inc. (member SIPC, www.sipc.org), and affiliates offer a complete range of investment services and products including an extensive selection of mutual funds; financial planning and investment advice; retirement plan and equity compensation plan services; referrals to independent, fee-based investment advisors; and custodial, operational and trading support for independent, fee-based investment advisors through Schwab Advisor Services. Its banking subsidiary, Charles Schwab

Bank (member FDIC and an Equal Housing Lender), provides banking and lending services and products. More information is available at www.schwab.com and www.aboutschwab.com.

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Forward-Looking Statements

This press release contains forward-looking statements relating to Schwab's acquisition of TD Ameritrade, including timing of closing and stockholder and client benefits. Achievement of these expectations is subject to risks and uncertainties that could cause actual results to differ materially from the expressed expectations.

Important transaction-related factors that may cause such differences include, but are not limited to, failure of the parties to satisfy the closing conditions in the merger agreement in a timely manner or at all, including regulatory approvals; litigation challenging the merger; the risk that expected revenue, expense and other synergies from the transaction may not be fully realized or may take longer to realize than expected; the parties are unable to successfully implement their integration strategies; and disruptions to the parties' businesses as a result of the announcement and pendency of the merger. Other important factors include general market conditions, including the level of interest rates, equity valuations and trading activity; the parties' ability to attract and retain clients and registered investment advisors and grow those relationships and client assets; competitive pressures on pricing, including deposit rates; the parties' ability to develop and launch new and enhanced products, services, and capabilities, as well as enhance their infrastructure, in a timely and successful manner; client use of the parties' advisory solutions and other products and services; client sensitivity to rates; the level of client assets, including cash balances; capital and liquidity needs and management; the scope and duration of the COVID-19 pandemic and actions taken by governmental authorities to contain the spread of the virus and the economic impact; regulatory guidance; litigation or regulatory matters; any adverse impact of financial reform legislation and related regulations; and other factors set forth in Schwab's and TD Ameritrade's definitive joint proxy statement/prospectus dated May 4, 2020, as supplemented, and Schwab's and TD Ameritrade's most recent reports on Form 10-K and Form 10-Q.