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): January 29, 2026

The Charles Schwab Corporation
(Exact name of registrant as specified in its charter)

Delaware	1-9700	94-3025021
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

3000 Schwab Way Westlake, Texas	76262
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (817) 859-5000

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:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock - $.01 par value per share	SCHW	New York Stock Exchange
Depositary 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
Depositary Shares, each representing a 1/40th ownership interest in a share of 4.450% Non-Cumulative Preferred Stock, Series J	SCHW PrJ	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 29, 2026, the Board of Directors of The Charles Schwab Corporation (the "Company") appointed Dennis Howard as Managing Director, Chief Technology, Operations and Data Officer of the Company, effective immediately.

Mr. Howard, age 57, has served as the Company's Managing Director, Chief Information Officer since 2022 and previously served as the Company's Executive Vice President, Chief Information Officer from 2016 to 2022. He joined the Company in 2014 as Senior Vice President, Core Technology Solutions. Before joining the Company, Mr. Howard was Senior Vice President and Chief Information Officer for Visa Inc.

Mr. Howard was not appointed pursuant to any arrangement or understanding between him and any other person. Mr. Howard does not have any family relationships with any director or executive officer of the Company, and there are no transactions in which Mr. Howard has a direct or indirect material interest requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On January 29, 2026, the Company issued a press release announcing several leadership transitions, including the appointment of Mr. Howard as Managing Director, Chief Technology, Operations and Data Officer. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information being furnished pursuant to Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to the liability of that section, and shall not be incorporated by reference into any other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release of The Charles Schwab Corporation dated January 29, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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: January 29, 2026

By: /s/ Peter J. Morgan III

Peter J. Morgan III
Managing Director, General Counsel and Corporate Secretary

Exhibit 99.1

News Release

Contacts:

MEDIA:	**INVESTORS/ANALYSTS:**
Mayura Hooper	Jeff Edwards
Charles Schwab	Charles Schwab
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CHARLES SCHWAB CORPORATION ANNOUNCES EXECUTIVE TRANSITIONS

WESTLAKE, TEXAS – January 29, 2026 – The Charles Schwab Corporation (NYSE: SCHW) today announced several executive transitions, including two planned retirements and organizational updates.

Charles Schwab Bank Leadership Transition

Paul Woolway, CEO of Charles Schwab Bank, will retire on July 1, 2026, after more than 16 years with the company. Tyler Woulfe, Managing Director, Banking & Trust Services, will succeed Woolway as President and CEO of Charles Schwab Bank, effective July 1, 2026, and will report to Neesha Hathi, Managing Director, Wealth Advisory and Banking Services.

Internal Audit Leadership Transition

Mitch Mantua, General Auditor, also retires on July 1, 2026, after a decade of service. Jessica Bramhall, Managing Director, Internal Audit - Corporate, will become General Auditor, effective July 1, 2026, and will report functionally to the Audit Committee and administratively to Schwab President and CEO Rick Wurster.

Wealth Advisory and Banking Services

Neesha Hathi will lead a newly created Wealth Advisory and Banking Services organization, expanding her current responsibilities to include Charles Schwab Bank effective July 1, 2026. This organization will focus on deepening relationships with individual investors and advisors through expanded wealth advisory and lending capabilities. Hathi will continue to report to Wurster.

Technology, Operations, and Data

Dennis Howard, currently Chief Information Officer, will lead a newly formed Technology, Operations, and Data organization, expanding his current responsibilities to include operations alongside technology and data functions. As Chief Technology, Operations and Data Officer, Howard will continue to report to Wurster.

“These changes reflect the strength and depth of our leadership bench,” said Rick Wurster, President and CEO. “I want to thank Paul and Mitch for their significant contributions to Schwab and our clients. As they prepare for retirement, I’m confident that Tyler and Jessica will continue building on the strong foundations Paul and Mitch have established. These moves position us to continue delivering for the individuals, families, and businesses who trust Schwab with their financial lives.”

About Charles Schwab

The Charles Schwab Corporation (NYSE: SCHW) is a leading provider of financial services, with 38.5 million active brokerage accounts, 5.7 million workplace plan participant accounts, 2.2 million banking accounts, and $11.90 trillion in client assets. 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, https://www.sipc.org), and its 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 primary banking subsidiary, Charles Schwab Bank, SSB (member FDIC and an Equal Housing Lender), provides banking and lending services and products. More information is available at https://www.aboutschwab.com.