

**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 1, 2021

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.)

3000 Schwab Way, Westlake, TX 76262

(Address of principal executive offices, including zip code)

(817) 859-5000

(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 5.95% Non-Cumulative Preferred Stock, Series D | SCHW PrD | New York Stock Exchange |
| Depository 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On June 1, 2021, The Charles Schwab Corporation (the Company) filed a Certificate of Elimination with the Secretary of State of the State of Delaware with respect to the Company's 6.00% Non-Cumulative Preferred Stock, Series C (Series C Preferred Stock) which, effective upon filing, eliminated from the Company's Fifth Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations for the Series C Preferred Stock.

A copy of the Certificate of Elimination with respect to the Company's Series C Preferred Stock is attached as Exhibit 3.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 3.1 | Certificate of Elimination of the 6.00% Non-Cumulative Perpetual Preferred Stock, Series C of The Charles Schwab Corporation. |
| 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 2, 2021

By: /s/ Peter Crawford

Peter Crawford

Executive Vice President and Chief Financial Officer

**CERTIFICATE OF ELIMINATION
OF THE
6.00% NON-CUMULATIVE PERPETUAL
PREFERRED STOCK, SERIES C
OF
THE CHARLES SCHWAB CORPORATION**

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)

The Charles Schwab Corporation, a Delaware corporation (the “Corporation”), hereby certifies as follows:

1. Resolutions were adopted by the Pricing Committee of the Board of Directors of the Corporation, which resolutions are set forth in a Certificate of Designations filed with the Secretary of State of the State of Delaware on July 30, 2015 (the “Series C Certificate of Designations”), providing for and authorizing the issuance of 600,000 shares of 6.00% Non-Cumulative Perpetual Preferred Stock, Series C (the “Series C Preferred Stock”).

2. Resolutions were adopted by the Board of Directors of the Corporation on October 22, 2020 authorizing (a) the redemption of the Series C Preferred Stock, subject to certain conditions and final determination by the Corporation’s Chief Financial Officer, and (b) the filing of a Certificate of Elimination with respect to the Series C Preferred Stock.

3. All shares of the Series C Preferred Stock that were previously issued have been redeemed.

4. The Board of Directors of the Corporation adopted the following resolutions:

RESOLVED, that after completion of the redemption of the Series C Preferred Stock, none of the authorized shares of Series C Preferred Stock will be outstanding, and none will be issued subject to the Series C Certificate of Designations; and

RESOLVED FURTHER, that each of the Chief Financial Officer, the Corporate Secretary and any Assistant Corporate Secretary of the Corporation is hereby authorized and directed, in the name and on behalf of the Corporation, to, after completion of the redemption of the Series C Preferred Stock, prepare, execute, and file with the Secretary of State of the State of Delaware a Certificate of Elimination of the Series C Preferred Stock to eliminate from the Corporation’s Fifth Restated Certificate of Incorporation, as amended, all matters set forth in the Series C Certificate of Designations with respect to the Series C Preferred Stock.

5. In accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, all matters set forth in the Series C Certificate of Designations shall be eliminated from the Fifth Restated Certificate of Incorporation, as amended, of the Corporation and the shares of Series C Preferred Stock shall resume the status of authorized but unissued shares of Preferred Stock undesignated as to series.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed and acknowledged this 1st day of June, 2021.

THE CHARLES SCHWAB CORPORATION

By: /s/ R. Scott McMillen

Name: R. Scott McMillen

Title: Assistant Corporate Secretary