
**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): October 26, 2022

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

Delaware
(State or other jurisdiction
of incorporation)

1-9700
(Commission
File Number)

94-3025021
(IRS Employer
Identification No.)

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

76262
(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
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 26, 2022, at a meeting of the Board of Directors (the “Board”) of The Charles Schwab Corporation (the “Company”), the Board approved an increase in the size of the Board from 17 to 18 directors and elected Carolyn (Carrie) Schwab-Pomerantz to fill the resulting vacancy, effective immediately. Ms. Schwab-Pomerantz will serve as a member of the class of directors whose term expires at the Company’s annual meeting of stockholders in 2023 and will serve as a member of the Risk Committee of the Board.

Ms. Schwab-Pomerantz has served as President of Charles Schwab Foundation, the Company’s charitable foundation, since 2002, and as Chair of Charles Schwab Foundation since 2014. She has served as Managing Director, Consumer Education of Charles Schwab & Co., Inc., a subsidiary of the Company (“CS&Co.”), since April 2022 and served as Senior Vice President, Consumer Education of CS&Co. from 2005 to May 2022. She has also served as Chair of Schwab Charitable Fund, a donor-advised fund, since 2012 and as Chair of the Board of Governors for Boys & Girls Clubs of America, a nonprofit corporation, since 2021. She also serves on the Board of Directors of the Haas School of Business at the University of California, Berkeley. Ms. Schwab-Pomerantz has been employed by CS&Co. for 39 years. In order to provide for an orderly transition of her responsibilities, she will continue in her management roles at CS&Co., Charles Schwab Foundation and Schwab Charitable Fund until June 2023 after which she will serve on the Board as a non-management director.

Ms. Schwab-Pomerantz is the daughter of the Company’s Co-Chairman and founder Charles R. Schwab. There is no arrangement or understanding between Ms. Schwab-Pomerantz and any other person(s) pursuant to which she was selected to be a director of the Company. Ms. Schwab-Pomerantz earned approximately \$915,000 in salary, bonus and benefits during 2021, including a grant of 3,451 restricted stock units. Ms. Schwab-Pomerantz will receive no additional compensation in connection with her service on the Board as long as she is a member of the Company’s management.

Item 7.01. Regulation FD Disclosure.

On October 28, 2022, the Company issued a press release to announce the election of Ms. Schwab-Pomerantz to the Board. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 28, 2022
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

(Registrant)

Date: October 28, 2022

/s/ Peter Crawford

Peter Crawford

Managing Director and Chief Financial Officer



News Release

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THE CHARLES SCHWAB CORPORATION ANNOUNCES APPOINTMENT OF NEW BOARD MEMBER

WESTLAKE, TX, October 28, 2022 — The Charles Schwab Corporation today announced its Board of Directors has approved the appointment of Carrie Schwab-Pomerantz as a director, effective immediately.

Schwab-Pomerantz is currently a managing director at Charles Schwab & Co., leading the firm’s efforts across financial literacy, community service and philanthropy. She is also a recognized personal finance expert and author, known for her popular investing advice column Ask Carrie. She originally joined the firm in 1983 and began her tenure in client-facing and product roles. She has served as Board Chair of the Charles Schwab Foundation since 2014 and as Board Chair of Schwab Charitable since 2012. She is Chair of the National Board of Governors for Boys & Girls Clubs of America and serves on the Board of Directors of the Haas School of Business at the University of California, Berkeley. She has advised two presidential administrations on financial literacy, as a member of the Advisory Council for Financial Capability under President Barack Obama and as an advisor to the Advisory Council for Financial Literacy under President George W. Bush.

“We are fortunate to have Carrie join the Schwab Board,” said Walt Bettinger, Co-Chairman and Chief Executive Officer of The Charles Schwab Corporation. “She brings a life-long passion for helping both investors and communities thrive, as well as recognized expertise in guiding investors towards financial wellbeing – an important element of the firm’s long-term success.”

Schwab-Pomerantz will serve on the Board’s Risk Committee. She will join the class of directors whose term expires at the Company’s annual meeting of stockholders in 2023. She will retire from her current executive role in the firm and step down as chair of the Charles Schwab Foundation and Schwab Charitable boards in the first half of 2023.

About Charles Schwab

The Charles Schwab Corporation (NYSE: SCHW) is a leading provider of financial services, with 33.9 million active brokerage accounts, 2.3 million corporate retirement plan participants, 1.7 million banking accounts, and \$6.64 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 subsidiaries, Charles

Schwab & Co., Inc., TD Ameritrade, Inc., and TD Ameritrade Clearing, Inc., (member SIPC, www.sipc.org), and their 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 www.aboutschwab.com.

TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc. are separate but affiliated companies and subsidiaries of TD Ameritrade Holding Corporation. TD Ameritrade Holding Corporation is a wholly owned subsidiary of The Charles Schwab Corporation. TD Ameritrade is a trademark jointly owned by TD Ameritrade IP Company, Inc. and The Toronto-Dominion Bank

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Page 2 of 2