

STIFEL FINANCIAL CORP  
Form S-8  
June 02, 2003

As Filed With The Securities And Exchange Commission On May 30, 2003

Registration No. 333-\_\_\_\_\_

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

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AMENDMENT NO. 1  
TO  
FORM S-8

Registration Statement  
Under  
The Securities Act of 1933

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STIFEL FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

Delaware

43-1273600

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification Number)

501 North Broadway  
St. Louis, Missouri

63102

(Zip Code)

(Address of principal executive offices)

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STIFEL, NICOLAUS & COMPANY, INCORPORATED  
WEALTH ACCUMULATION PLAN

THOMAS A. PRINCE, ESQ.  
General Counsel  
Stifel Financial Corp.  
501 North Broadway  
St. Louis, Missouri 63102

(Name and address of agent for service)

Telephone number, including area code, of agent for service: (314) 342-2000

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Copy to:  
**ROBERT M. LAROSE, ESQ.**  
**Thompson Coburn LLP**  
**One Firststar Plaza**  
**St. Louis, Missouri 63101**  
**(314) 552-6000**

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered <sup>(2)</sup>	Proposed Maximum Offering Price Per Share <sup>(3)</sup>	Proposed Maximum Aggregate Offering Price <sup>(3)</sup>	Amount of Registration Fee
Common Stock, \$0.15 par value <sup>(1)</sup>	710,000 shares	\$12.42	\$8,818,200	\$713.39

(1) Includes one attached Preferred Share Purchase Right per share.

(2) Includes an indeterminate amount of plan interests pursuant to Rule 416(c).

(3) Estimated solely for purposes of computing the Registration Fee pursuant to the provisions of Rule 457(h), based upon the average of the high and low sale prices of common stock, \$0.15 par value, of the Registrant as reported on the New York Stock Exchange on May 22, 2003.

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STIFEL, NICOLAUS & COMPANY, INCORPORATED  
WEALTH ACCUMULATION PLAN

EXPLANATORY NOTE

This Amendment No. 1 to Registration Statement on Form S-8 is being filed by Stifel Financial Corp. in connection with the registration of an additional 710,000 shares of common stock, \$0.15 par value per share, and attached Preferred Share Purchase Rights to be issued pursuant to the Stifel, Nicolaus & Company, Incorporated Wealth Accumulation Plan. The contents of the Registration Statement on Form S-8 (Reg. No. 333-60506) filed by Stifel Financial Corp. with the Securities and Exchange Commission on May 9, 2001, are incorporated herein by reference.

Item 8. Exhibits.

See Exhibit Index located at page 5 hereof.

SIGNATURES

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment No. 1 to Registration Statement (File No. 333-60506) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on May 30, 2003.

S T I F E L  
F I N A N C I A L  
C O R P .

By /s/ Ronald J.  
Kruszewski  
Ronald J. Kruszewski  
Chairman, President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____*_____ George H. Walker, III	Chairman Emeritus	May 30, 2003
_____*_____ Ronald J. Kruszewski Principal Executive Officer	Chairman, President and Chief Executive Officer	May 30, 2003
_____*_____ James M. Zemlyak Principal Financial Officer and Principal Accounting Officer	Senior Vice President, Chief Financial Officer and Treasurer	May 30, 2003
_____*_____ Robert J. Baer	Director	May 30, 2003
_____*_____ -	Director	May 28, 2003

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Bruce A. Beda

\_\_\_\_\_\* \_\_\_\_\_ Director May 28, 2003

Charles A. Dill

\_\_\_\_\_\* \_\_\_\_\_ Director May 28, 2003

Richard F. Ford

\_\_\_\_\_\* \_\_\_\_\_ Director May 30, 2003

Walter F. Imhoff

\_\_\_\_\_\* \_\_\_\_\_ Director May 30, 2003

Robert E. Lefton

\_\_\_\_\_\* \_\_\_\_\_ Director May 30, 2003

Scott B. McCuaig

\_\_\_\_\_\* \_\_\_\_\_ Director May 30, 2003

James M. Oates

\*By /s/ Thomas A. Prince  
Thomas A. Prince  
Attorney-in-fact

Thomas A. Prince, by signing his name hereto, does sign this document on behalf of the individuals named above, pursuant to a power of attorney duly executed by such individuals, previously filed as Exhibit 24.1 to the Registration Statement on Form S-8 filed on May 9, 2001.

**The Plan.** Pursuant to the requirements of the Securities Act of 1933, the administrator of the Plan has duly caused this Amendment No. 1 to Registration Statement (File No. 333-60506) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on May 30, 2003.

S T I F E L ,  
N I C O L A U S &  
C O M P A N Y ,  
I N C O R P O R A T E D  
W E A L T H  
A C C U M U L A T I O N  
P L A N

By: /s/ Ronald J.  
Kruszewski

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EXHIBIT INDEX

Exhibit  
No.

- 4.1(a) Restated Certificate of Incorporation of the Company filed with the Secretary of State of Delaware on June 1, 1983, incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1, as amended (Registration File No. 2-84232) filed July 19, 1983.
- 4.1(b) Amendment to Restated Certificate of Incorporation of the Company filed with the Secretary of State of Delaware on May 11, 1987, incorporated herein by reference to Exhibit 3(a)(2) to the Company's Annual Report on Form 10-K (File No. 1-9305) for the fiscal year ended July 31, 1987.
- 4.1(c) Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock of the Company filed with the Secretary of State of Delaware on July 10, 1987, incorporated herein by reference to Exhibit (3)(a)(3) to the Company's Annual Report on Form 10-K (File No. 1-9305) for the fiscal year ended July 31, 1987.
- 4.1(d) Amendment to Restated Certificate of Incorporation of the Company filed with the Secretary of State of Delaware on November 28, 1989, incorporated herein by reference to Exhibit 3(a)(4) to the Company's Annual Report on Form 10-K (File No. 1-9305) for the fiscal year ended July 27, 1990.

- 4.2 Amended and Restated By-Laws of the Company, incorporated herein by reference to Exhibit 3(b)(1) to the Company's Annual Report on Form 10-K (File No. 1-9305) for the fiscal year ended July 30, 1993.
- 4.3 Preferred Stock Purchase Rights of the Company, incorporated herein by reference to the Company's Registration Statement on Form 8-A filed July 30, 1996.
- 5.1 Opinion of Thompson Coburn as to the legality of the securities being registered.\*
- 23.1 Consent of Deloitte & Touche LLP.\*
- 23.2 Consent of Thompson Coburn (included in Exhibit 5.1).
- 24.1 Power of Attorney.\*\*

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\* Filed herewith

\*\* Previously filed