

SCHWAB CHARLES CORP  
Form 8-K  
July 22, 2010

**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): July 19, 2010**

**The Charles Schwab Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-9700**

Delaware

94-3025021

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(State or other jurisdiction

(I.R.S. Employer

of incorporation)

211 Main Street, San Francisco, CA 94105

Identification No.)

(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))

**Item 8.01 Other Events**

On July 19, 2010, The Charles Schwab Corporation (the Company) agreed to sell \$600,000,000 aggregate principal amount of 4.45% Senior Notes due 2020 (the Notes) pursuant to an Underwriting Agreement, dated July 19, 2010 (the Underwriting Agreement), among the Company and J.P. Morgan Securities Inc. as representative of the several underwriters named therein. The offering of the Notes (the Offering) was consummated on July 22, 2010. The Notes were issued under a Senior Indenture, dated as of June 5, 2009 (the Senior Indenture), between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee, as supplemented by the Second Supplemental Indenture, dated as of July 22, 2010 ( Second Supplemental Indenture ). The Offering was made pursuant to a Prospectus dated December 16, 2008, and a Prospectus Supplement dated July 19, 2010, filed pursuant to the Company's shelf Registration Statement on Form S-3 (File No. 333-156152).

Copies of the Underwriting Agreement, Second Supplemental Indenture and the form of 4.45% Senior Note due 2020 are attached as Exhibits 1.8, 4.23 and 4.24, respectively, to this Report on Form 8-K and are incorporated herein by reference. A copy of the legal opinion delivered in connection with the transactions described above is attached as Exhibit 5.1 to this Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

- 1.8 Underwriting Agreement, dated July 19, 2010, among the Company and J.P. Morgan Securities Inc. as representative of the several underwriters named therein.
- 4.23 Second Supplemental Indenture, dated as of July 22, 2010, between the Company and The Bank of New York Mellon Trust Company, N.A.
- 4.24 Form of 4.45% Senior Note due 2020 (included in Exhibit 4.23)
- 5.1 Opinion of Howard Rice Nemerovski Canady Falk & Rabkin, A Professional Corporation, dated July 22, 2010.
- 23.1 Consent of Howard Rice Nemerovski Canady Falk & Rabkin, A Professional Corporation, dated July 22, 2010 (included in Exhibit 5.1).

**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: July 22, 2010

BY: /s/ Joseph R. Martinetto  
Joseph R. Martinetto  
Executive Vice President and Chief Financial Officer

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| Ex 1.8             | Underwriting Agreement, dated July 19, 2010, among the Company and J.P. Morgan Securities Inc. as representative of the several underwriters named therein. |
| Ex 4.23            | Second Supplemental Indenture, dated as of July 22, 2010, between the Company and The Bank of New York Mellon Trust Company, N.A.                           |
| Ex 4.24            | Form of 4.45% Senior Note due 2020 (included in Exhibit 4.23)   |
| Ex 5.1             | Opinion of Howard Rice Nemerovski Canady Falk & Rabkin, A Professional Corporation, dated July 22, 2010.  |
| Ex 23.1            | Consent of Howard Rice Nemerovski Canady Falk & Rabkin, A Professional Corporation, dated July 22, 2010 (included in Exhibit 5.1).                          |