



Item 2.02 Results of Operations and Financial Condition.

On April 26, 2019, Franklin Resources, Inc. (the “Company”) issued a press release announcing the financial results for the Company’s second fiscal quarter ended March 31, 2019. The Company also posted a second quarter earnings commentary on its internet website, as stated in the press release. A copy of the press release is attached hereto as Exhibit 99.1 and a copy of the commentary is attached hereto as Exhibit 99.2, and each is incorporated herein by reference.

The information in this Item 2.02, including the exhibits hereto, (x) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section and (y) shall not be incorporated by reference into any filing of the Company with the Securities and Exchange Commission, whether made before or after the date hereof, regardless of any general incorporation language in such filings (unless the Company specifically states that the information or exhibits in this particular report with respect to Item 2.02 are incorporated by reference).

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The exhibits listed on the Exhibit Index are incorporated herein by reference.

Exhibit Index

Exhibit No. Description

99.1	<u>Press Release dated April 26, 2019 issued by Franklin Resources, Inc. Announcing Financial Results</u>
99.2	<u>Franklin Resources, Inc. Executive Commentary Second Quarter Results, dated April 26, 2019</u>

SIGNATURE

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.

FRANKLIN RESOURCES, INC.

Date: April 26, 2019 /s/ Kenneth A. Lewis

Name: Kenneth A. Lewis

Title: Chief Financial Officer and Executive Vice President