

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

(Address of principal executive offices)

(Zip Code)

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STIFEL FINANCIAL CORP. 2001 INCENTIVE 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	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
Common Stock, \$0.15 par value <sup>(1)</sup>	1,300,000 shares	\$12.42	\$16,146,000	\$1,306.21

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

(2) Estimated solely for purposes of computing the Registration Fee pursuant to the provisions of Section 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 FINANCIAL CORP

2001 INCENTIVE 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 1,300,000 shares of common stock, \$0.15 par value per share, and attached Preferred Share Purchase Rights, for issuance to participants under the Stifel Financial Corp. 2001 Incentive Plan. The contents of the Registration Statement on Form S-8 (Reg. No. 333-82328) filed by Stifel Financial Corp. with the Securities and Exchange Commission on February 7, 2002, are incorporated herein by reference.

Item 8. Exhibits.

See Exhibit Index on page 5 hereof.



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_____	Director	May 30, 2003
Robert J. Baer		
_____ *	Director	May 30, 2003
Bruce A. Beda		
_____ *	Director	May 30, 2003
Charles A. Dill		
_____ *	Director	May 30, 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 February 7, 2002.

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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.\*
- 5.2 Internal Revenue Service determination letter that the Plan is qualified under Section 401 of the Internal Revenue Code.\*\*
- 23.1 Consent of Deloitte & Touche LLP.\*
- 23.2 Consent of Thompson Coburn (included in Exhibit 5.1).
- 24.1 Power of Attorney (set forth on signature page hereto).\*\*

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\* Filed herewith

\*\* Previously filed