

---

---

**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): November 21, 2012**

**The Charles Schwab Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-9700**

**Delaware**  
(State or other jurisdiction  
of incorporation)

**94-3025021**  
(I.R.S. Employer  
Identification No.)

**211 Main Street, San Francisco, CA 94105**  
(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 November 21, 2012, The Charles Schwab Corporation issued a press release announcing that it will redeem all of its outstanding 4.950% Senior Notes due 2014 on December 21, 2012. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release dated November 21, 2012.

**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: November 21, 2012

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

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
Ex 99.1	Press Release dated November 21, 2012.



## News Release

### Contacts:

#### MEDIA:

Greg Gable  
Charles Schwab  
Phone: 415-667-0473

#### INVESTORS/ANALYSTS:

Rich Fowler  
Charles Schwab  
Phone: 415-667-1841

### THE CHARLES SCHWAB CORPORATION ANNOUNCES REDEMPTION OF OUTSTANDING 4.950% SENIOR NOTES DUE 2014

**SAN FRANCISCO, November 21, 2012** - The Charles Schwab Corporation announced today that it will redeem all of its outstanding 4.950% Senior Notes due 2014 (the "Notes") on December 21, 2012, the redemption date.

The redemption price is equal to the sum of the principal amount of the Notes outstanding, a make-whole premium which will be calculated three business days prior to the redemption date in accordance with the related indenture, and accrued and unpaid interest on the Notes up to, but not including, the redemption date. The company noted that it expects to apply gains from the sale of selected investment portfolio securities to offset the costs associated with the debt redemption. The aggregate principal amount of Notes currently outstanding is approximately \$494 million. The company also noted that it expects to issue a lesser amount of new debt at a later date.

This is not an offer to sell or a solicitation of an offer to buy any securities.

### Forward Looking Statements

This press release contains forward looking statements relating to the company's offset of the costs associated with the debt redemption and the issuance of new debt. Achievement of these expectations is subject to risks and uncertainties that could cause actual results to differ materially from the expressed expectations. Important factors that may cause such differences include, but are not limited to, market conditions, demand for new corporate debt issues and other factors set forth in the company's Form 10-Q for the period ending September 30, 2012.

### About Charles Schwab

The Charles Schwab Corporation (NYSE: SCHW) is a leading provider of financial services, with more than 300 offices and 8.7 million client brokerage accounts, 1.6 million corporate retirement plan participants, 851,000 banking accounts, and \$1.9 trillion in client assets. Through its operating subsidiaries, the company provides a full range of securities brokerage, banking, money management and financial advisory services to individual investors and independent investment advisors. Its broker-dealer subsidiary, Charles Schwab & Co., Inc. (member [SIPC](http://www.sipc.org), [www.sipc.org](http://www.sipc.org)), and 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; compliance and trade monitoring solutions; referrals to independent fee-based investment advisors; and custodial, operational and trading support for independent, fee-based investment advisors through Schwab Advisor Services. Its banking subsidiary, Charles Schwab Bank (member FDIC and an Equal Housing Lender), provides banking and mortgage services and products. More information is available at [www.schwab.com](http://www.schwab.com) and [www.aboutschwab.com](http://www.aboutschwab.com).