

**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 30, 2017

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On November 30, 2017, The Charles Schwab Corporation (the “Company”) and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), entered into a Ninth Supplemental Indenture, dated as of November 30, 2017 (the “Ninth Supplemental Indenture”) to the Senior Indenture, dated as of June 5, 2009 between the Company and the Trustee. The Ninth Supplemental Indenture amends the optional redemption provisions of certain of the Company’s supplemental indentures to eliminate the Company’s right to redeem certain of its outstanding senior notes prior to June 1, 2018.

A copy of the Ninth Supplemental Indenture is attached as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01(d) Exhibits

(d) Exhibits

Exhibit No.	Description
4.1	<u>Ninth Supplemental Indenture, dated as of November 30, 2017, between the Company and The Bank of New York Mellon Trust Company, N.A.</u>

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 30, 2017

By: /s/ Peter Crawford

Peter Crawford

Executive Vice President and Chief Financial Officer

THE CHARLES SCHWAB CORPORATION, as Issuer

and

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Trustee

4.45% Senior Notes due 2020

3.225% Senior Notes due 2022

3.000% Senior Notes due 2025

3.450% Senior Notes due 2026

Ninth Supplemental Indenture

Dated as of November 30, 2017

to

Senior Indenture dated as of June 5, 2009

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NINTH SUPPLEMENTAL INDENTURE, dated as of November 30, 2017 to the Indenture dated as of June 5, 2009 (as amended, modified or supplemented from time to time in accordance therewith, other than with respect to a particular series of debt securities, the “**Base Indenture**”) by and among THE CHARLES SCHWAB CORPORATION (the “**Company**”), and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as trustee (the “**Trustee**”).

Each party agrees as follows for the benefit of the other party and for the equal and ratable benefit of the holders of the Notes (as defined below and listed on Schedule 1).

WHEREAS, the Company has duly authorized the execution and delivery of the Base Indenture to provide for the issuance from time to time of senior debt securities to be issued in one or more series as provided in the Base Indenture;

WHEREAS, the Company and the Trustee have entered into the Second Supplemental Indenture dated July 22, 2010 (the “**Second Supplemental Indenture**”) which established and provided for the issuance of the 4.45% Senior Notes due 2020 (the “**2020 Notes**”);

WHEREAS, the Company and the Trustee have entered into the Third Supplemental Indenture dated August 27, 2012 (the “**Third Supplemental Indenture**”) which established and provided for the issuance of the 3.225% Senior Notes due 2022 (the “**2022 Notes**”);

WHEREAS, the Company and the Trustee have entered into the Sixth Supplemental Indenture dated March 10, 2015 (the “**Sixth Supplemental Indenture**”) which established and provided for the issuance of the 3.000% Senior Notes due 2025 (the “**2025 Notes**”);

WHEREAS, the Company and the Trustee have entered into the Seventh Supplemental Indenture dated November 13, 2015 (the “**Seventh Supplemental Indenture**”) and, collectively with the Second Supplemental Indenture, the Third Supplemental Indenture and the Sixth Supplemental Indenture, the “**Supplemental Indentures**”) which established and provided for the issuance of the 3.450% Senior Notes due 2026 (the “**2026 Notes**” and, collectively with the 2020 Notes, the 2022 Notes and the 2025 Notes, the “**Notes**”);

WHEREAS, the Company wishes to amend Section 4.01 of the Supplemental Indentures with respect to the Notes to surrender the Company’s right that would otherwise apply under such section to redeem the Notes before June 1, 2018;

WHEREAS, Article IX of the Base Indenture provides that a supplemental indenture may be entered into by the parties without the consent of any holders of the Notes to surrender any right or power therein conferred upon the Company provided certain conditions are met;

WHEREAS, the conditions set forth in the Base Indenture for the execution and delivery of this Ninth Supplemental Indenture have been met; and

WHEREAS, all things necessary to make this Ninth Supplemental Indenture a valid and legally binding agreement of the parties, in accordance with its terms, and a valid and

legally binding amendment of, and supplement to, the Base Indenture with respect to the Notes have been done;

NOW, THEREFORE:

ARTICLE I

TERMS AND CONDITIONS OF THE NOTES

The terms and conditions of the Notes are hereby amended as follows:

Section 1.01 Form of Notes. (a) The Forms of Notes, for the 2020 Notes, the 2022 Notes and 2026 Notes, attached as Exhibit A to the applicable Supplemental Indenture, and, for the 2025 Notes, attached as Exhibit B to the applicable Supplemental Indenture, shall hereby be amended by deleting and replacing the first sentence of the first paragraph of Section 6 (titled Optional Redemption) on the Reverse of the Notes, such that as so amended, will read as follows:

“The Issuer may redeem the Notes in whole or in part, at its option, at any time or from time to time, on or after June 1, 2018, prior to maturity on at least 30 days, but not more than 60 days, prior notice mailed to the registered address of each Holder of the Notes (the “**Redemption Date**”).”

(b) The Form of Notes for the 2026 Notes, attached as Exhibit A to the applicable Supplemental Indenture, and, for the 2025 Notes, attached as Exhibit B to the applicable Supplemental Indenture, shall hereby be amended by inserting “on or after June 1, 2018 and” into the first sentence of the second paragraph of Section 6 (titled Optional Redemption), such that as so amended, the beginning of the paragraph will read as follows:

“If any or all of Notes are redeemed on or after June 1, 2018 and before....”

Section 1.02 Optional Redemption.

(a) Subparagraph (b) in Section 4.01 of the Second Supplemental Indenture with regard to the 2020 Notes is hereby amended by inserting “on or after June 1, 2018” so that the beginning of the subparagraph reads “At any time and from time to time, on or after June 1, 2018,...”.

(b) Subparagraph (b) in Section 4.01 of the Third Supplemental Indenture with regard to the 2022 Notes is hereby amended by inserting “on or after June 1, 2018” so that the beginning of the subparagraph reads “At any time and from time to time, on or after June 1, 2018,...”.

(c) Subparagraph (d) in Section 4.01 of the Sixth Supplemental Indenture with regard to the 2025 Notes is hereby amended by deleting and replacing “Prior” with “On or after June 1, 2018 and prior” so that the beginning of the subparagraph reads “On or after June 1, 2018 and prior to December 10, 2024,...”.

(d) Subparagraph (b) in Section 4.01 of the Seventh Supplemental Indenture with regard to the 2026 Notes is hereby amended by deleting and replacing “Prior” with “On or after June 1, 2018 and prior” so that the beginning of the subparagraph reads “On or after June 1, 2018 and prior to November 13, 2025,...”.

ARTICLE II

MISCELLANEOUS

Section 2.01 Counterparts. The parties hereto may sign one or more copies of this Ninth Supplemental Indenture in counterparts, all of which together shall constitute one and the same agreement.

Section 2.02 Governing Law. THIS NINTH SUPPLEMENTAL INDENTURE AND THE NOTES SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF CALIFORNIA.

Section 2.03 Trustee. The Trustee makes no representations as to the validity or sufficiency of this Ninth Supplemental Indenture. The recitals herein are deemed to be those of the Company and not of the Trustee.

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SCHEDULE I

LIST OF SUPPLEMENTAL INDENTURES AND NOTES

<u>SUPPLEMENTAL INDENTURE</u>	<u>NOTES</u>
Second Supplemental Indenture dated July 22, 2010	4.45% Senior Notes due 2020
Third Supplemental Indenture dated August 27, 2012	3.225% Senior Notes due 2022
Sixth Supplemental Indenture dated March 10, 2015	3.000% Senior Notes due 2025
Seventh Supplemental Indenture dated November 13, 2015	3.450% Senior Notes due 2026