

**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): December 15, 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On December 15, 2017, The Charles Schwab Corporation (the “Company”) filed a Certificate of Elimination with the Secretary of State of the State of Delaware with respect to the Company’s 6.00% Non-Cumulative Perpetual Preferred Stock, Series B (“Series B Preferred Stock”) which, effective upon filing, eliminated from the Company’s Fifth Restated Certificate of Incorporation all matters set forth in the Certificate of Designations for the Series B Preferred Stock.

A copy of the Certificate of Elimination with respect to the Company’s Series B Preferred Stock is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
3.1	<u>Certificate of Elimination of the 6.00% Non-Cumulative Perpetual Preferred Stock, Series B of The Charles Schwab Corporation.</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: December 18, 2017

By: /s/ Peter Crawford

Peter Crawford
Executive Vice President and Chief Financial Officer

**CERTIFICATE OF ELIMINATION
OF THE
6.00% NON-CUMULATIVE PERPETUAL
PREFERRED STOCK, SERIES B
OF
THE CHARLES SCHWAB CORPORATION**

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)

The Charles Schwab Corporation, a Delaware corporation (the “Corporation”), hereby certifies as follows:

1. Resolutions were adopted by the Pricing Committee of the Board of Directors of the Corporation, which resolutions are set forth in a Certificate of Designations filed with the Secretary of State of the State of Delaware on May 31, 2012 (the “Series B Certificate of Designations”), providing for and authorizing the issuance of 488,750 shares of 6.00% Non-Cumulative Perpetual Preferred Stock, Series B (the “Series B Preferred Stock”).

2. All shares of the Series B Preferred Stock that were previously issued have been redeemed.

3. The Board of Directors of the Corporation adopted the following resolutions:

RESOLVED, that none of the authorized shares of Series B Preferred Stock are outstanding, and that none will be issued subject to the Series B Certificate of Designations; and

RESOLVED FURTHER, that each of the Chief Financial Officer, the Secretary and any Assistant Secretary of the Corporation is hereby authorized and directed, in the name and on behalf of the Corporation, to prepare, execute, and file with the Secretary of State of the State of Delaware a Certificate of Elimination of the Series B Preferred Stock to eliminate from the Corporation’s Fifth Restated Certificate of Incorporation all matters set forth in the Series B Certificate of Designations with respect to the Series B Preferred Stock.

4. In accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, all matters set forth in the Series B Certificate of Designations shall be eliminated from the Fifth Restated Certificate of Incorporation of the Corporation and the shares of Series B Preferred Stock shall resume the status of authorized but unissued shares of Preferred Stock undesignated as to series.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed and acknowledged this 15th day of December, 2017.

THE CHARLES SCHWAB CORPORATION

By: /s/ R. Scott McMillen

Name: R. Scott McMillen

Title: Assistant Corporate Secretary