

Edgar Filing: INTL FCSTONE INC. - Form S-8

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share (1) | Proposed maximum aggregate offering price (1) | Amount of registration fee |
|-----------------------------------------|-------------------------|-----------------------------------------------|-----------------------------------------------|----------------------------|
| Common Stock, par value \$.01 per share | 1,000,000(2) | \$40.37 | \$40,370,000 | \$4,892.84 |

Calculated pursuant to Rules 457(h)(1) and 457(c) based on the average of the high and low prices reported for (1) the Registrant’s common stock on February 15, 2019, on the NASDAQ Stock Market. Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act of 1933.

Represents the maximum number of shares of Common Stock that may be offered pursuant to this registration statement pursuant to the INTL FCStone Inc. 2013 Stock Option Plan. In the event of a stock split, stock dividend (2) or similar transaction involving the Common Stock, in order to prevent dilution, the number of shares of Common Stock registered hereby shall be automatically increased to cover the additional shares of Common Stock in accordance with Rule 416 under the Securities Act of 1933.

STATEMENT REGARDING REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

INTL FCStone Inc., (the “Company,” “we,” “us,” or “our”) is filing this registration statement on Form S-8 for the purpose of registering an additional 1,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), which may be issued in the future under the INTL FCStone Inc. 2013 Stock Option Plan (the “Plan”).

The shareholders approved an amendment to increase the total number of shares authorized for issuance under the Plan from 1,000,000 shares to 2,000,000 shares at the Company’s annual meeting held on February 13, 2019.

The Company previously registered an aggregate of 2,500,000 shares of Common Stock under a Registration Statement filed with the Commission on May 30, 2014 (File No. 333-196413) (the “Registration Statement”). The additional shares of Common Stock being registered by this registration statement are of the same class as those securities registered on the Registration Statement. The contents of the Registration Statement, together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof or otherwise, are incorporated herein by reference in accordance with General Instruction E to Form S-8.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are incorporated herein by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the year ended September 30, 2018;
- (b) the Registrant’s Quarterly Reports on Form 10-Q filed on February 7, 2019;
- (c) the Registrant’s Current Reports on Form 8-K filed on October 22, 2018; and

the description of the Common Stock of the Registrant which is contained in the Registration Statement on Form (d) SB-2 filed on October 13, 1993 (Registration No. 33-70334-A), including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities offered hereby remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such reports and documents; except that nothing in this registration statement shall be deemed to incorporate by reference herein any information included in (i) any document in response to Items 2.01 or 7.01 of a current report on Form 8-K or paragraphs (d)(1), (d)(2), (d)(3) or (e)(5) of Item 407 of Regulation S-K, (ii) any other information that is furnished to the Commission under applicable rules of the Commission rather than filed with the Commission, and (iii) exhibits furnished in connection with the information furnished.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following Exhibits are filed herewith or incorporated herein by reference:

Exhibit

Number Description

3.1 Restated Certificate of Incorporation of the Company, as amended February 25, 2011 (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement of Form S-8 (File No. 333-196413) filed on May 30, 2014)

3.2 Bylaws of the Company, as amended December 16, 2013 (incorporated by reference to Exhibit 3.2 to the Company's Post-Effective Amendment No. 1 on Form S-8 to Registration Statement on Form S-4 (File No. 333-160832) filed on July 31, 2014)

4.1 Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form SB-2, filed October 13, 1993, File No. 33-70334-A, and as amended by amendments filed December 15, 1993, February 2, 1994, and April 18, 1994)

5.1 * Opinion of Stinson Leonard Street LLP

23.1 * Consent of KPMG LLP

23.2 * Consent of Stinson Leonard Street LLP (contained in Exhibit 5.1)

24.1 * Power of Attorney included on the signature page of this Registration Statement

* Filed as part of this report.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, State of Missouri, on February 22, 2019.

INTL FCSTONE INC.

By: /s/ William J. Dunaway
William J. Dunaway
Chief Financial Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of INTL FCStone Inc., hereby severally constitute William J. Dunaway our true and lawful attorney with full power to him to sign for us and in our names in the capacities indicated below this Registration Statement and any and all amendments to said Registration Statement and any registration statements for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462 promulgated under the Securities Act of 1933, as amended, and generally to do all such things in our name and behalf in our capacities as officers and directors to enable INTL FCStone Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|----------------------------------------------|-------------------------------------------------------------------------------------------|-------------------|
| /s/ John Radziwill John Radziwill | Director and Chairman of the Board | February 22, 2019 |
| /s/ Sean M. O'Connor Sean M. O'Connor | Director, President and Chief Executive Officer (Principal Executive Officer) | February 22, 2019 |
| /s/ Scott J. Branch Scott J. Branch | Director | February 22, 2019 |
| /s/ Diane L. Cooper Diane L. Cooper | Director | February 22, 2019 |
| /s/ John M. Fowler John M. Fowler | Director | February 22, 2019 |
| /s/ Daryl K. Henze Daryl Henze | Director | February 22, 2019 |
| /s/ Steven Kass Steven Kass | Director | February 22, 2019 |
| /s/ Bruce W. Krehbiel Bruce W. Krehbiel | Director | February 22, 2019 |
| /s/ Eric Parthemore Eric Parthemore | Director | February 22, 2019 |
| /s/ William J. Dunaway William J. Dunaway | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |

EXHIBIT INDEX

5.1 Opinion of Stinson Leonard Street LLP

23.1 Consent of KPMG LLP

24.1 Power of Attorney included on signature page of this Registration Statement