

RAYMOND JAMES FINANCIAL INC  
Form 8-K  
August 20, 2009

**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**

**August 20, 2009**

**Date of report (date of earliest event reported)**

**Raymond James Financial, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Florida**

**(State or Other Jurisdiction of Incorporation)**

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**1-9109**  
(Commission File Number)

**59-1517485**  
(IRS Employer Identification No.)

**880 Carillon Parkway St. Petersburg, FL 33716**

(Address of Principal Executive Offices) (Zip Code)

**(727) 567-1000**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(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 August 20, 2009, Raymond James Financial, Inc. (the Company) closed the public offering of \$300,000,000 aggregate principal amount of the Company's 8.60% Senior Notes due 2019 (the Notes), pursuant to an Underwriting Agreement dated August 13, 2009, among the Company and J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as representatives of the underwriters named on Schedule II thereto (collectively, the Underwriters). The Notes were issued pursuant to a Senior Indenture dated as of August 10, 2009 between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee, as supplemented by a First Supplemental Indenture, dated as of August 20, 2009 (the First Supplemental Indenture). The Notes have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (File No. 333-159583).

The Underwriting Agreement is filed as Exhibit 1.1 and the First Supplemental Indenture is filed as Exhibit 4.1 to this Current Report on Form 8-K and each is incorporated herein by reference. The foregoing description of the Notes and other documents relating to this transaction does not purport to be complete and is qualified in its entirety by reference to the full text of these securities and documents, forms or copies of which are attached as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

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|-------------|--|
| Exhibit 1.1 | Underwriting Agreement, dated August 13, 2009, among Raymond James Financial, Inc. and J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as representatives of the Underwriters |
| Exhibit 4.1 | First Supplemental Indenture, dated as of August 20, 2009, between Raymond James Financial, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee                             |
| Exhibit 4.2 | Specimen 8.60% Senior Note due 2019  |
| Exhibit 5.1 | Opinion of Paul L. Matecki, Esq.   |
| Exhibit 5.2 | Opinion of Morrison & Foerster LLP   |

**SIGNATURES**

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.

**RAYMOND JAMES FINANCIAL, INC.**

Date: August 20, 2009

By: /s/ Jeffrey P. Julien  
Name: Jeffrey P. Julien  
Title: Senior Vice President - Finance and Chief Financial  
Officer