



**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) Bylaw Amendment

On March 14, 2012, the Board of Directors (the Board ) of Franklin Resources, Inc. (the Corporation ) approved an amendment to, and restatement of, the Corporation s amended and restated bylaws, effective as of such date, to remove Section 7.9 of the bylaws regarding forum selection.

The deleted forum selection bylaw previously provided that: Unless the Board of Directors consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation s stockholders, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware, or (iv) any action asserting a claim governed by the internal affairs doctrine, in each such case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to the provisions of this Section 7.9.

The foregoing description of the amendment to the Corporation s amended and restated bylaws is qualified in its entirety by the full text of the amended and restated bylaws (as adopted and effective on March 14, 2012), which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Amended and Restated Bylaws of Franklin Resources, Inc. (as adopted and effective on March 14, 2012). |

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.

FRANKLIN RESOURCES, INC.

Date: March 14, 2012

By: /s/ Maria Gray  
Name: Maria Gray  
Title: Vice President and Secretary

EXHIBIT INDEX

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