

STIFEL FINANCIAL CORP  
Form 10-Q/A  
November 10, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**Form 10-Q/A**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Quarterly Period Ended September 30, 2010**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File No. 001-09305**

**STIFEL FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of incorporation or organization)

**43-1273600**

(IRS Employer Identification No.)

**501North Broadway  
St. Louis, Missouri**

(Address of principal executive offices)

**63102**

(Zip Code)

**(314) 342-2000**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer:  Accelerated filer:  Non-accelerated filer:  Smaller reporting company:

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes  No

The number of shares outstanding of the registrant's common stock as of October 31, 2010 was 35,188,116, which includes 636,226 exchangeable shares of TWP Acquisition Company (Canada), Inc., a wholly-owned subsidiary of the registrant. These shares are exchangeable at any time into a share of common stock of the registrant; entitle the holder to dividend and other rights substantially economically equivalent to those of a share of common stock; and, through a voting trust, entitle the holder to a vote on matters presented to common shareholders.



**Explanatory Note**

This Form 10-Q/A amends the Quarterly Report on Form 10-Q of Stifel Financial Corp. for the fiscal quarter ended September 30, 2010 filed on November 10, 2010 (the "Form 10-Q") for the sole purpose of furnishing the Interactive Data Files as Exhibit 101 in accordance with Rule 405(a)(2) of Regulation S-T. No other changes have been made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

**PART II. OTHER INFORMATION**

**ITEM 6. EXHIBITS**

**Exhibit**

- | <b>No.</b> | <b>Description</b>  |
|------------|---|
| 10.1       | First Amendment to Stifel, Nicolaus & Company, Incorporated Wealth Accumulation Plan 2010 Restated, incorporated herein by reference to Exhibit 10.1 to Stifel Financial Corp.'s Current Report on Form 8-K filed on August 9, 2010. *  |
| 11.1       | Statement Re: Computation of per Share Earnings (The calculation of per share earnings is included in Part I, Item 1 in the Notes to Consolidated Financial Statements (Earnings Per Share) and is omitted here in accordance with Section (b)(11) of Item 601 of Regulation S-K). *  |
| 31.1       | Rule 13a-14(a) Certification of Chief Executive Officer. *  |
| 31.2       | Rule 13a-14(a) Certification of Chief Financial Officer. *  |
| 32.1       | Section 1350 Certification of Chief Executive Officer. *  |
| 32.2       | Section 1350 Certification of Chief Financial Officer. *  |
| 101.       | Interactive Data Files Pursuant to Rule 405 of Regulation S-T: (i) Consolidated Statements of Financial Condition as of September 30, 2010 and December 31, 2009, (ii) Consolidated Statements of Operations for the three and nine months ended September 30, 2010 and 2009, (iii) Consolidated Statements of Cash Flows for the nine months ended September, 2010 and 2009 and (iv) Notes to Consolidated Financial Statements. |

\* Previously filed.

***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, thereunto duly authorized.

**STIFEL FINANCIAL CORP.**

/s/ Ronald J. Kruszewski  
Ronald J. Kruszewski  
*Chairman, President, and  
Chief Executive Officer*

/s/ James M. Zemlyak  
James M. Zemlyak  
*Senior Vice President, Treasurer, and  
Chief Financial Officer*  
Date: November 10, 2010