

WADDELL & REED FINANCIAL INC  
Form S-8 POS  
November 28, 2017

As filed with the Securities and Exchange Commission on November 28, 2017

Registration No. 333-47567

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2

TO

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**Waddell & Reed Financial, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation or organization)

**51-0261715**

(I.R.S. Employer Identification No.)

**6300 Lamar Avenue  
Overland Park, Kansas 66202  
Tel: (913) 236-2000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Waddell & Reed Financial, Inc. 401(k) and Thrift Plan, as amended and restated**

(Full title of the plan)

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**Wendy J. Hills**

**Senior Vice President, General Counsel, Chief Legal Officer and Secretary  
Waddell & Reed Financial, Inc.  
6300 Lamar Avenue  
Overland Park, Kansas 66202  
Tel: (913) 236-2000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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 7(a)(2)(B) of the Securities Act.

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**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

Waddell & Reed Financial, Inc. (the Company), is filing this Post-Effective Amendment No. 2 (the Post-Effective Amendment) to deregister certain securities originally registered by the Registration Statement on Form S-8 (File No. 333-47567) (the Registration Statement). The Registration Statement registered (i) 3,000,000 shares (2,000,000 shares originally registered as adjusted to reflect 3-for-2 stock split in 2000) of the Company's Class A common stock, \$0.01 par value (Common Stock) and (ii) an indeterminate amount of interests (Plan Interests) to be offered pursuant to the Company's 401(k) and Thrift Plan, as amended and restated (the 401(k) Plan).

Effective November 20, 2017, participants in the 401(k) Plan are no longer able to purchase units in the Company unitized stock fund. Accordingly, the Company, pursuant to the undertakings contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities that had been registered for issuance but remain unsold at the termination of the offering, hereby removes from registration all shares of Common Stock and Plan Interests that were registered for issuance under the 401(k) Plan pursuant to the Registration Statement and that remain unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on November 28, 2017.

WADDELL & REED FINANCIAL, INC.

/s/ Wendy J. Hills  
Wendy J. Hills  
Senior Vice President, General Counsel,  
Chief Legal Officer and Secretary

No other person is required to sign this Post-Effective Amendment on behalf of the Registrant in reliance upon Rule 478 of the Securities Act of 1933, as amended.

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on November 28, 2017.

WADDELL & REED FINANCIAL, INC. 401(K) AND THRIFT PLAN

/s/ Brent K. Bloss  
Brent K. Bloss, on behalf of the 401(k) Administrative  
Committee of Waddell & Reed Financial, Inc.

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