
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K/A
(Amendment No. 3)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: January 7, 2015

Date of earliest event reported: January 1, 2015

INTL FCStone Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

000-23554
(Commission File Number)

59-2921318
(IRS Employer ID No.)

708 Third Avenue, Suite 1500, New York, NY 10017
(Address of principal executive offices, including Zip Code)

(212) 485-3500

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))
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EXPLANATORY NOTE

This Amendment No. 3 to the Form 8-K originally filed by INTL FCStone, Inc. (the “Company”) on January 7, 2015 to report the consummation of its acquisition of G.X. Clarke & Co, (the “Original Report”) as amended by Amendment No. 1 filed on January 12, 2015 (“Amendment No. 1”), as amended by Amendment No. 2 filed on March 16, 2015 (“Amendment No. 2”) is being filed solely to amend Item 9.01 of Amendment No. 2 to include the consent of the independent auditor of G.X. Clarke & Co.

Except to the extent expressly set forth herein, this amended Form 8-K speaks as of the filing date of the Original Report and has not been updated to reflect events occurring subsequent to the original filing date. Accordingly, this amended Form 8-K should be read in conjunction with our filings made with the Securities and Exchange Commission subsequent to the filing of the Original Form 8-K.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

Financial statements of G.X. Clarke & Co. as required under Item 9.01 of Form 8-K in connection with the acquisition of G.X. Clarke & Co. are attached.

(b) Pro Forma Financial Information.

Pro forma financial information as required under Item 9.01 of Form 8-K in connection with the acquisition of the G.X. Clarke & Co. are attached.

(d) Exhibits.

Exhibit

Number	Description
23.1	Consent of Deloitte & Touche LLP
99.1	Financial statements of G.X. Clarke & Co. for the year ended December 31, 2014 (audited) (incorporated by reference from the Company’s Current Report on Amendment No. 2 to Form 8-K filed with the SEC on March 16, 2015).
99.2	Unaudited pro forma consolidated balance sheet of the Company at September 30, 2014, and the unaudited pro forma consolidated income statement for the year ended September 30, 2014 (incorporated by reference from the Company’s Current Report on Amendment No. 2 to Form 8-K filed with the SEC on March 16, 2015).

Signature

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.

May 21, 2015

(Date)

INTL FCStone Inc.

(Registrant)

/s/ WILLIAM J. DUNAWAY

William J. Dunaway
Chief Financial Officer

Exhibit Index

Exhibit No.	Description of Document
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Exhibit 99.2	Unaudited pro forma consolidated balance sheet of the Company at September 30, 2014, and the unaudited pro forma consolidated income statement for the year ended September 30, 2014 (incorporated by reference from the Company's Current Report on Amendment No. 2 to Form 8-K filed with the SEC on March 16, 2015).

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. (333-117544, 333-137992, 333-144719, 333-152461, and 333-186704 on Form S-3 and 333-108332, 333-142262, 333-196413, 333-160832, and 333-197773 on Form S-8) of our report dated March 2, 2015, relating to the statement of financial condition of G.X. Clarke & Co. as of December 31, 2014 and the related statements of income, cash flows, changes in partners' equity, and changes in liabilities subordinated to claims of general creditors and supplemental schedules for the year ended December 31, 2014 appearing in Amendment No. 2 to Current Report on Form 8-K, filed on March 16, 2015.

We are aware that our review report dated March 2, 2015 on the Exemption Report of G.X. Clarke & Co. for the period June 1, 2014 to December 31, 2014 is incorporated by reference in Registration Statement Nos. listed above.

We also are aware that the aforementioned review report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ Deloitte & Touche LLP

New York, New York

May 21, 2015