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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): September 30, 2009**

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**INTERNATIONAL ASSETS HOLDING CORPORATION**  
(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction)

**000-23554**  
(Commission)

**59-2921318**  
(IRS Employer Id. No.)

**220 E. Central Parkway, Suite 2060, Altamonte Springs, Florida**  
(Address of Principal Executive Offices)

**32701**  
(Zip Code)

**Registrant's telephone number, including area code: (407) 741-5300**

**Not applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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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### **Item 2.01. Completion of Acquisition or Disposition of Assets.**

#### *Background*

On September 30, 2009, International Assets Holding Corporation (“[International Assets](#)”) completed its business combination with FCStone Group, Inc. (“[FCStone](#)”), in accordance with the terms of the Agreement and Plan of Merger, dated as of July 1, 2009 (the “[Merger Agreement](#)”), by and among International Assets, International Assets Acquisition Corp., a wholly owned subsidiary of International Assets, and FCStone, pursuant to which FCStone became a wholly owned subsidiary of International Assets (the “[Merger](#)”).

Unless the context otherwise requires, all references herein to “International Assets” refer to International Assets Holding Corporation and its wholly owned subsidiaries after the effective time of the Merger, and all references to FCStone refer to FCStone Group, Inc. and its wholly owned subsidiaries and predecessor entities prior to the effective time of the Merger.

As a result of the Merger, each outstanding share of FCStone’s common stock was automatically converted into the right to receive approximately 0.2950 shares of International Assets’ common stock. Each outstanding option to purchase shares of FCStone’s common stock that was not exercised prior to the consummation of the Merger was assumed by International Assets at the effective time of the Merger and became an option to purchase shares of International Assets’ common stock. The number of shares of International Assets’ common stock subject to each assumed option was determined by multiplying the number of shares of FCStone’s common stock that were subject to each option prior to the effective time of the Merger by the exchange ratio specified above and rounding that result down to the nearest whole number of shares of International Assets’ common stock. The per share exercise price for the assumed options was determined by dividing the per share exercise price for FCStone’s common stock subject to each option as in effect immediately prior to the effective time of the Merger by the exchange ratio specified above and rounding that result up to the nearest whole cent.

Following the closing of the Merger, former FCStone stockholders owned approximately 47.5% of International Assets’ outstanding common stock, and the continuing International Assets stockholders owned approximately 52.5% of International Assets’ outstanding common stock. The issuance of the shares of International Assets’ common stock to the former stockholders of FCStone was registered with the Securities and Exchange Commission (the “SEC”) on a Registration Statement on Form S-4, as amended (Reg. No. 160832).

The full text of the Merger Agreement and the press release dated October 1, 2009 announcing the completion of the acquisition, are attached hereto as Exhibit 2.1 and 99.1, respectively, and are incorporated herein by reference.

### **Item 5.02 Departure of Directors of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

#### *Directors.*

Pursuant to the terms of the Merger Agreement, as of the effective time of the Merger, the board of directors of International Assets was increased from seven members to 13 members. The six new members of the board were designated by FCStone and consisted of Paul G. Anderson, Brent Bunte, Jack Friedman, Daryl Henze, Bruce Krehbiel and Eric Parthemore. Each of them was a director of FCStone at the time of the Merger.

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The seven continuing members of the board were Scott Branch, John Fowler, Robert Miller, Sean O'Connor, John Radziwill, Diego Veitia and Justin Wheeler. Each of them was a director of International Assets at the time of the Merger.

The 13 directors were also assigned to one of three staggered director classes as follows:

- Class I directors (terms expiring in 2010): Paul G. Anderson, Daryl Henze, Sean M. O'Connor and Diego J. Veitia.
- Class II directors (terms expiring in 2011): Scott Branch, Bruce Krehbiel, Eric Parthemore and John Radziwill.
- Class III directors (terms expiring in 2012): Brent Bunte, Jack Friedman, John M. Fowler, Robert A. Miller and Justin R. Wheeler.

The new directors are expected to be appointed to board committees at a meeting of the board of directors of International Assets to be held on October 5, 2009.

### *Executive Officers.*

Pursuant to the terms of the Merger Agreement, International Assets has agreed to appoint Paul G. Anderson as President and William J. Dunaway as Chief Financial Officer. Additionally, Scott J. Branch, the current President of International Assets, will become Chief Operating Officer, and Brian Sephton, the current Chief Financial Officer of International Assets, will become the Chief Legal and Corporate Governance Officer. These appointments are expected to be approved at a meeting of the board of directors of International Assets to be held on October 5, 2009.

### **Item 5.03. Amendments to Charter and Bylaws**

On September 30, 2009, in connection with the Merger Agreement and as approved at the special meeting of stockholders of International Assets on March 25, 2009, International Assets adopted the following amendments to its Restated Certificate of Incorporation:

- An amendment to increase the number of authorized shares of International Assets common stock to from 17,000,000 shares to 30,000,000 shares.
- An amendment to establish a classified board of directors initially consisting of thirteen members to be divided into three classes, the reduction in the size of the board to eleven members in 2012 and to nine members in 2013, and the elimination of the classified board in 2013.
- An amendment to eliminate a provision that requires the affirmative vote of the holders of 75% of the outstanding shares of International Assets common stock to remove or change the chairman of the board;

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The Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

### **Item 9.01. Financial Statements and Exhibits.**

#### ***(a) Financial Statements of Businesses Acquired.***

The consolidated financial statements of FCStone, including the report of its independent registered public accounting firm, KPMG LLP, required by this item have not been filed on this initial Current Report on Form 8-K but will be filed by amendment no later than 71 days after the date on which this Current Report is required to be filed.

The unaudited consolidated financial statements of FCStone required by this item have not been filed on this initial Current Report on Form 8-K but will be filed by amendment no later than 71 days after the date on which this Current Report is required to be filed.

#### ***(b) Pro Forma Financial Information.***

The pro forma financial information required by this item has not been filed on this initial Current Report on Form 8-K but will be filed by amendment no later than 71 days after the date on which this Current Report is required to be filed.

#### ***(d) Exhibits.***

The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description of Document</u>
2.1	Agreement and Plan of Merger and Reorganization, dated as of July 1, 2009, among International Assets Holding Corporation, International Assets Acquisition Corp., and FCStone Group, Inc. (incorporated by reference from Exhibit 2.1 to the Current Report on Form 8-K of the registrant filed on July 2, 2009) .
3.1	Certificate of Amendment to Certificate of Incorporation of International Assets Holding Corporation
99.1	Press release dated as of October 1, 2009

**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.

INTERNATIONAL ASSETS HOLDING CORPORATION

Date: October 1, 2009

By: \_\_\_\_\_  
/s/ SEAN M. O'CONNOR  
Sean M. O'Connor, Chief Executive Officer

**Exhibit Index**

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99.1	Press release dated as of October 1, 2009

**CERTIFICATE OF AMENDMENT  
TO  
THE RESTATED CERTIFICATE OF INCORPORATION  
OF  
INTERNATIONAL ASSETS HOLDING CORPORATION**

**INTERNATIONAL ASSETS HOLDING CORPORATION**, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

**FIRST:** The date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was October 26, 1987.

**SECOND:** The Board of Directors of the Company, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Restated Certificate of Incorporation as follows:

1. Article 4(a) shall be amended to remove the following provisions in their entirety:

“(a) Number and Class of Shares Authorized: Par Value. The Corporation is authorized to issue the following shares of capital stock:

(i) Common Stock. The aggregate number of shares of common stock which the Corporation shall have authority to issue is 17,000,000 with a par value of \$0.01 per share.

(ii) Preferred Stock: The aggregate number of shares of preferred Stock which the Corporation shall have the authority to issue is 1,000,000 with a par value of \$0.01 per share.”

2. Article 4(a) shall be amended to add the following provisions in their entirety in the place of the removed provisions of Article 4(a):

“(a) Number and Class of Shares Authorized: Par Value. The Corporation is authorized to issue the following shares of capital stock:

(i) Common Stock. The aggregate number of shares of common stock which the Corporation shall have authority to issue is 30,000,000 with a par value of \$0.01 per share.

(ii) Preferred Stock: The aggregate number of shares of preferred Stock which the Corporation shall have the authority to issue is 1,000,000 with a par value of \$0.01 per share.”

3. Article 7 shall be amended to remove the following provision in its entirety:

“A vote of at least seventy-five percent (75%) of the shares of common stock is required to remove or change the Chairman of the Board.”



4. Article 7 shall be amended to add the following provisions in the place of the removed provision of Article 7:

“7. Board of Directors.

(a) The number of directors of the Corporation shall be as follows:

(i) The number of directors of the Corporation shall be fixed at thirteen (13) until the first annual meeting of shareholders that occurs after December 31, 2011 (the “2012 Annual Meeting”);

(ii) The number of directors of the Corporation shall be reduced to, and fixed at, eleven (11) commencing as of the 2012 Annual Meeting and continuing until the first annual meeting of shareholders that occurs after December 31, 2012 (the “2013 Annual Meeting”);

(iii) The number of directors of the Corporation shall be reduced to, and fixed at, nine (9) commencing as of the 2013 Annual Meeting, and shall thereafter be fixed from time to time by resolution of the Board of Directors, provided, however that the number of directors fixed by the Board of Directors shall not be less than five (5) or more than twenty-five (25).

(b) Until the 2013 Annual Meeting, the Board of Directors shall be classified, with respect to the time for which they severally hold office, into three classes, designated as Class I, Class II and Class III. The number of directors in each Class shall be as follows:

(i) Until the 2012 Annual Meeting, Class I shall have four (4) members, Class II shall have four (4) members; and Class III shall have five (5) members;

(ii) Commencing as of the 2012 Annual Meeting and continuing until the 2013 Annual Meeting, Class I shall have four (4) members, Class II shall have four (4) members; and Class III shall have three (3) members.

(c) The members of Class I shall initially serve for a term expiring at the first annual shareholders meeting that occurs after December 31, 2009 (the “2010 Annual Meeting”), and shall thereafter serve for a term expiring at the 2013 Annual Meeting.

(d) The members of Class II shall initially serve for a term expiring at the first annual shareholders meeting that occurs after December 31, 2010 (the “2011 Annual Meeting”), and shall thereafter serve for a term expiring at the 2013 Annual Meeting.

(e) The members of Class III shall initially serve for a term expiring at the 2012 Annual Meeting, and shall thereafter serve for a term expiring at the 2013 Annual Meeting.

(f) Commencing as of the 2013 Annual Meeting, the Board of Directors shall no longer be classified, and directors elected at any annual meeting of shareholders shall serve until the next annual meeting of shareholders and until their respective successors shall be duly elected and qualified or until their respective earlier resignation or removal.

(g) Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of preferred stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the terms of the director or directors elected by such holders shall expire at the next annual meeting of stockholders.”

**THIRD:** Thereafter, pursuant to a resolution by the Board of Directors of the Corporation, this Certificate of Amendment was submitted to the stockholders of the corporation for their consideration and was duly adopted and approved in accordance with the provisions of Sections 222 and 242 of the General Corporation Law of the State of Delaware at a special meeting of the stockholders.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer as of this 30th day of September, 2009.

**INTERNATIONAL ASSETS HOLDING CORPORATION**

By: \_\_\_\_\_ /s/ SEAN M. O'CONNOR  
Sean M. O'Connor, Chief Executive Officer

*International Assets Holding Corporation, FCStone Group Complete Merger***Merged Company Provides Execution and Advisory Services in Commodities, Currencies and International Securities to 10,000 Customers in Over 100 Countries**

NEW YORK, NY., October 1, 2009 – International Assets Holding Corporation (Nasdaq: IAAC) today announced the completion of the merger of International Assets and FCStone Group, Inc. with a combined market value of approximately \$285 million. The merger, which was approved by shareholders of both companies on September 25, 2009, unites two unique customer focused financial services companies to create a new entity that delivers execution and advisory services in commodities, currencies and international securities to over 10,000 customers in over 100 countries.

Effective with the commencement of trading today, common stock of the newly merged International Assets and FCStone will be traded on the Nasdaq Global Market under the ticker symbol 'IAAC'. Trading in FCStone Group common stock under the ticker symbol 'FCSX' ceased as of the close of trading yesterday.

The transaction, structured as a merger of equals, will create a combined entity that will serve more than 10,000 commercial customers from an employee base of 614 people and offices in eleven countries. The Company's services include comprehensive risk management advisory services for commercial customers; execution of listed futures and option contracts on all major exchanges; structured OTC products in a wide range of commodities; physical trading and hedging of precious and base metals and select other commodities; trading of more than 100 foreign currencies; market-making in international equities; and debt originations and asset management. Based on the most recent reported results for International Assets and FCStone, the combined company has total pro forma combined assets of \$1.8 billion and total pro forma combined shareholders' equity of \$239 million.

"The new International Assets will be a company that is better positioned to take advantage of market opportunities and access to capital sources," said CEO and Director Sean O'Connor. "The merger is about complementary businesses that share a customer-centric focus and can be leveraged to expand and build relationships with existing and new customers around the world. With FCStone joining our group, we have strengthened our portfolio of businesses and created significant new opportunities."

FCStone Group will continue to operate as an independent business unit of International Assets, maintaining its bases of operations in Kansas City, MO and West Des Moines, IA and serving customers under the FCStone Group brand.

Pete Anderson, CEO of FCStone who will serve as President and a Director of International Assets, commented, "The merger allows us to accelerate investment in the growth of our business both domestically and internationally. Our people will continue doing what they do best, and our clients will continue to benefit from our unique expertise in commodity risk management consulting and our independent clearing and execution capabilities. At the same time we will be opening up new opportunities as we put our strengths to work in concert with other International Assets businesses."

In addition to O'Connor and Anderson, key executives of the merged company will include Scott Branch, Chief Operating Officer; Bill Dunaway, Chief Financial Officer; and Brian Sephton, Chief Legal and Governance Officer.

International Assets noted that, due to the timing of the closing, FCStone is not required to file a Form 10-K for its fiscal year ended August 31, 2009. The Company anticipates discussing its performance on its quarterly conference call for the fiscal year ended September 30, 2009. That call is expected to be scheduled for early to mid-December and further details will be released at a later date.

## **About International Assets Holding Corporation**

International Assets Holdings Corporation (INTL) provides execution and advisory services in commodities, currencies and international securities. INTL's businesses, which include the commodities advisory and transaction execution firm FCStone Group, serve more than 10,000 commercial customers in more than 100 countries through a network of offices in eleven countries around the world.

Further information on INTL is available at [www.intlassets.com](http://www.intlassets.com). Further information on FCStone Group can be found at [www.fcstone.com](http://www.fcstone.com).

## **Forward Looking Statements**

This press release includes forward-looking statements including statements regarding the combined company. All statements other than statements of current or historical fact contained in this press release are forward-looking statements. The words "believe," "expect," "anticipate," "should," "plan," "will," "may," "could," "intend," "estimate," "predict," "potential," "continue" or the negative of these terms and similar expressions, as they relate to International Assets Holding Corporation, are intended to identify forward-looking statements.

These forward-looking statements are largely on current expectations and projections about future events and financial trends that may affect the financial condition, results of operations, business strategy and financial needs of the combined company. They can be affected by inaccurate assumptions, including the risks, uncertainties and assumptions described in the filings made by International Assets with the Securities and Exchange Commission. In light of these risks, uncertainties and assumptions, the forward-looking statements in this press release may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. When you consider these forward-looking statements, you should keep in mind these risk factors and other cautionary statements in this press release.

These forward-looking statements speak only as of the date of this press release. International Assets undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements.

## **International Assets Holding Corporation**

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## **Brainerd Communicators, Inc.**

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