

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

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FORM 8-K/A

(Amendment No. 1)

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 Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**000-23554**

(Commission File No.)

**59-2921318**

(IRS Employer Id. No.)

**708 Third Avenue, Suite 1500, New York, New York**

(Address of Principal Executive Offices)

**10017**

(Zip Code)

Registrant's telephone number, including area code: **(212) 485-3500**

(Former Name or Former Address, if Changed Since Last Report)

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):

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- 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))

## EXPLANATORY NOTE

This Form 8-K/A is being filed to (i) correct the inadvertent use of Item 7.01 in 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. and (ii) to furnish the disclosure regarding the financial statements and pro forma financial information required by Item 9.01. The Form 8-K as originally files is hereby restated by adding the information included in Items 2.01 and 9.01 below.

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

On January 5, 2015, INTL FCStone Inc. issued a press release announcing the consummation, effective January 1, 2015, of its acquisition of G.X. Clarke & Co., as originally announced on November 12, 2014. At that time the acquisition was subject to conditions precedent, including regulatory approvals. The name of G.X. Clarke & Co. has been changed to INTL FCStone Partners L.P.

The information required by this Item 2.01 is contained in the press release attached to this report as Exhibit 99.1, which disclosure is incorporated herein by reference.

### Item 9.01. Financial Statements and Exhibits.

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

Financial statements required by this item will be filed by the Company by amendment to this Current Report on Form 8-K not later than 71 days after the date on which this Current Report on Form 8-K was required to be filed.

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

Pro forma information required by this item will be filed by the Company by amendment to this Current Report on Form 8-K not later than 71 days after the date on which this Current Report on Form 8-K was required to be filed.

#### (d) Exhibits

Exhibit 99.1                      Press release dated as of January 5, 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.

INTL FCStone Inc.

By: /s/ Brian T. Sephton

Brian T. Sephton, its Chief Legal & Governance Officer

Date: January 9, 2015

## Exhibit Index

Exhibit No.	Description of Document
Exhibit 99.1	Press release dated as of January 5, 2015.

# INTL · FCStone®



## Commodities · Global Payments · Foreign Exchange · Securities

### **INTL FCStone Inc. Completes the Acquisition of G.X. Clarke & Co., an Institutional Dealer in U.S. Government Securities, Federal Agency and Mortgage-Backed Securities**

NEW YORK, January 5, 2015 - INTL FCStone Inc. (NASDAQ: INTL) today announced that it has completed, effective January 1, 2015, its acquisition of G.X. Clarke & Co., an SEC-registered institutional dealer in fixed-income securities.

G.X. Clarke & Co. will continue to be managed by six of its former partners and, as a wholly-owned subsidiary of INTL FCStone Inc., has been renamed INTL FCStone Partners L.P., offering the same products and services as it currently does with the additional support of INTL FCStone Inc.'s larger capital, operational resources, and product range.

INTL FCStone Partners L.P. transacts in U.S. Treasuries, Federal Agency and Mortgage-Backed Securities. It is a FINRA member with an institutional client base consisting of asset managers, commercial bank trust and investment departments, broker-dealers, and insurance companies.

It is envisioned that INTL FCStone Partners L.P. will in due course be merged with other regulated entities of INTL FCStone Inc. in the U.S., subject to regulatory approval.

The purchase price payable by INTL FCStone Inc., to be finalized after completion of an audit, is equal to G.X. Clarke & Co.'s net tangible book value at closing of approximately \$26 million plus a premium of \$1.5 million, and up to a further \$1.5 million over the next three years, subject to the achievement of certain profitability thresholds. Based on the unaudited results, the business generated net revenues of approximately \$25.3 million and earned net income before tax of approximately \$5.0 million in the year ending December 31, 2014, excluding the costs of this transaction.

At the time the impending transaction was first announced on November 12, 2014, Sean O'Connor, CEO of INTL FCStone Inc., said "G.X. Clarke & Co. brings a proven and highly regarded expertise in all aspects of the U.S. rates market - a new and exciting capability for our Company and for our existing clients. G.X. Clarke also has deep relationships with over 700 institutional accounts providing a value-added approach consistent with the INTL FCStone philosophy. We look forward to cementing these relationships with continued high quality service in the U.S. rates markets and by offering INTL FCStone's broader array of products and services."

"This acquisition gives us the ability to continue serving our client base with a wider range of products and backed by the greater resources of INTL FCStone," commented former partner Bernard Spanger, who remains with the firm together with five other former partners Steven A. Dey, John G. Devine, Steven E. Kelly, Salvatore V. Ursida and Robert A. LaForte.

**About INTL FCStone Inc.**

INTL FCStone Inc., including its subsidiaries, is a leader in the development of specialized financial services in commodities, securities, global payments, foreign exchange and other markets. Its revenues are derived primarily from financial products and advisory services that fulfill clients' needs and provide bottom-line benefits to their businesses. INTL creates added value for clients by providing access to global financial markets using industry and financial expertise, deep partner and network relationships, insight and guidance, and integrity and transparency. INTL's client-first approach engenders trust, and has enabled INTL to establish leadership positions in a number of complex fields in financial markets around the world.

Further information on INTL FCStone is available at [www.intlfcstone.com](http://www.intlfcstone.com)

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