
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 9, 2013

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:

- 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 1.01. Entry into a Material Definitive Agreement.

On August 8, 2013, INTL FCStone Inc. (the “Company”) completed the sale of an additional \$5,500,000 aggregate principal amount of its 8.5% Senior Notes due 2020 (the “Additional Notes”), pursuant to the exercise by Sterne, Agee & Leach, Inc., as representative of the several underwriters (the “Underwriters”), of the over-allotment option provided in the Underwriting Agreement entered into by and between the Company and the Underwriters on July 15, 2013. The Additional Notes were issued under an Indenture (the “Indenture”), dated as of July 22, 2013, between the Company and The Bank of New York Mellon Trust Company, N.A., as Trustee (the “Trustee”), as supplemented by Supplement No. 1, dated as of July 22, 2013, to the Indenture between the Company and the Trustee, establishing the terms and providing for the issuance of the Additional Notes (the “Supplemental Indenture”).

The Additional Notes bear interest at a rate of 8.5% per year (payable quarterly on January 30, April 30, July 30 and October 30 of each year, beginning on October 30, 2013). The Additional Notes will mature on July 30, 2020.

The Company may redeem the Additional Notes, in whole or in part, at any time on and after July 30, 2016, at a redemption price equal to 100% of the principal amount redeemed plus accrued and unpaid interest to the redemption date.

The Additional Notes are the Company's senior unsecured obligations, and rank on a parity with all of the Company's other existing and future senior unsecured obligations.

The descriptions of the Indenture, the Supplemental Indenture, and the Additional Notes set forth above are qualified by reference to the Indenture, the Supplemental Indenture, and the form of Note filed as Exhibits 4.1, 4.2 and 4.3, respectively, to this Current Report on Form 8-K and incorporated by reference herein.

Item 8.01. Other Events.

The Additional Notes are registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-3 (Registration No. 333-186704) that the Company filed with the Securities and Exchange Commission on February 15, 2013 (as amended and supplemented). The Company is filing certain exhibits as part of this Current Report on Form 8-K for purposes of such Registration Statement. See “Item 9.01. Financial Statements and Exhibits.”

In addition to the exhibits described in Item 1.01 above, a copy of the opinion of Shutts & Bowen LLP relating to the Additional Notes is attached hereto as Exhibit 5.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number	Description
4.1	Indenture, dated as of July 22, 2013, between INTL FCStone Inc. and The Bank of New York Mellon, as Trustee (filed as Exhibit 4.1 to Form 8-K filed on July 23, 2013 and incorporated herein by reference).
4.2	Supplement No. 1, dated as of July 22, 2013, to the Indenture, dated as of July 22, 2013, between INTL FCStone Inc. and The Bank of New York Mellon, as Trustee (filed as Exhibit 4.2 to Form 8-K filed on July 23, 2013 and incorporated herein by reference).
4.3	Form of 8.5% Senior Note due 2020 (filed as Exhibit 4.2 to Form 8-K filed on July 23, 2013 and incorporated herein by reference).
5.1	Opinion of Shutts & Bowen LLP
23.1	Consent of Shutts & Bowen LLP (included in Exhibit 5.1).

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.

August 9, 2013

(Date)

INTL FCStone Inc.

(Registrant)

/s/ William J. Dunaway

William J. Dunaway
Chief Financial Officer

SHUTTS & BOWEN LLP
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

August 9, 2013

INTL FCStone Inc.
708 Third Avenue, Suite 1500
New York, NY 10017

Re: Registration Statement on Form S-3 (No. 333-186704)

Ladies and Gentlemen:

We have acted as counsel for INTL FCStone Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-3 (Registration No. 333-186704) (the "Registration Statement"), including the prospectus constituting a part thereof, dated July 11, 2013, and the prospectus supplement, dated July 15, 2013 (collectively, the "Prospectus"), filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance and sale by the Company of an additional \$5,500,000 in aggregate principal amount of the Company's 8.5% Senior Notes due 2020 (the "Additional Senior Notes") in the manner set forth in the Registration Statement and the Prospectus. The Additional Senior Notes have been issued under the Indenture, dated as of July 22, 2013 (the "Indenture"), between the Company and The Bank of New York Mellon, as Trustee (the "Trustee"), as supplemented by Supplemental No.1 dated July 22, 2013 between the Company and the Trustee, establishing the terms and providing for the issuance of the Additional Senior Notes (the "Supplemental Indenture").

As counsel to the Company in connection with the issuance and sale of the Additional Senior Notes, we have examined: (i) the Registration Statement, including the Prospectus and the exhibits (including those incorporated by reference) constituting a part of the Registration Statement; (ii) the Indenture and the Supplemental Indenture; (iii) the Additional Senior Notes; and (iv) such other proceedings, documents and records as we have deemed necessary to enable us to render the opinions set forth below.

In our examination of the above-referenced documents, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates and instruments submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

Based upon and subject to the foregoing and the other matters set forth herein, assuming that (i) each of the Indenture and the Supplemental Indenture has been duly authorized, executed and delivered by, and represents the valid and binding obligations of, the Trustee and (ii) the Additional Senior Notes have been duly authenticated by the Trustee, and having regard for such legal considerations as we deem relevant, we are of the opinion that the Additional Senior Notes, when delivered by the Company in the manner and for the consideration contemplated by the Registration Statement and the Prospectus, will be legally issued and valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles (regardless of whether enforcement is considered in a proceeding in equity or at law).

We express no opinion as to any provision of any instrument, agreement or other document (i) regarding severability of the provisions thereof; (ii) providing that the assertion or employment of any right or remedy shall not prevent the concurrent assertion or employment of any other right or remedy, or that every right and remedy shall be cumulative and in addition to every other right and remedy, or that any delay or omission to exercise any right or remedy shall not impair any right or remedy or constitute a waiver thereof; or (iii) regarding consents to, or restrictions upon, governing law, jurisdiction or venue.

As to facts material to the opinions and assumptions expressed herein, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others. The opinions expressed herein are limited to the laws of the State of Delaware and the laws of the New York, in each case as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to Shutts & Bowen LLP under the caption "Legal Matters" in the Prospectus constituting a part of such Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Sincerely,

Shutts & Bowen LLP