
Section 1: 8-K (8-K)

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):
April 12, 2018

WADDELL & REED FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

001-13913
(Commission
File Number)

51-0261715
(IRS Employer
Identification No.)

6300 Lamar Avenue
Overland Park, Kansas 66202
(Address of Principal Executive Offices) (Zip Code)

(913) 236-2000
(Registrant's telephone number, including area code)

(Registrant's 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):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

ITEM 5.02: DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

Effective April 17, 2018, Wendy J. Hills stepped down from her positions with Waddell & Reed Financial, Inc. (the “Company”) and the Company’s affiliates, including as the Company’s Executive Vice President, Chief Legal Officer, General Counsel and Secretary, and departed the Company.

Mark P. Buyle has been appointed Interim General Counsel. Mr. Buyle was previously the Company’s Deputy General Counsel and has been with Company since 1995.

In connection with Ms. Hills’ departure, an affiliate of the Company and Ms. Hills executed a Separation Agreement and Release of All Claims, on April 18, 2018 (the “Separation Agreement”). Pursuant to the Separation Agreement: (i) Ms. Hills (a) released claims against the Company and its affiliates, (b) is subject to indefinite confidentiality and non-disparagement obligations and (c) is subject to certain post-employment restrictive covenants until April 17, 2019, including non-solicitation covenants; (ii) Ms. Hills will receive a separation payment of \$300,000 (less applicable deductions and withholdings); and (iii) subject to Ms. Hills not timely revoking her release of claims under the Age Discrimination in Employment Act within seven days of her execution of the Separation Agreement, (a) Ms. Hills will receive a supplemental separation payment in the amount of \$300,000 (less applicable deductions and withholdings), and (b) 86,950 shares of Ms. Hills’ unvested restricted stock of the Company will vest. Ms. Hills also is entitled to receive standard retirement and pension benefits, subject to the terms and conditions of the Company’s 401(k) and Thrift Plan and Retirement Income Plan.

ITEM 7.01 REGULATION FD DISCLOSURE.

On April 18, 2018, the Company issued a press release announcing changes to the management structure of its distribution entity. A copy of the press release is furnished as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 18, 2018

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WADDELL & REED FINANCIAL, INC.

Date: April 18, 2018

By: /s/ Benjamin R. Clouse
Senior Vice President and Chief Financial Officer

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



News Release

Investor Relations Contact: Nicole Russell

Media Contact: Roger Hoadley

Scupham Named President of Ivy Distributors, Inc.

Appointment leads management restructuring of distribution entity

Overland Park, KS, Apr. 18, 2018 — Waddell & Reed Financial, Inc. (NYSE: WDR) has appointed firm veteran Amy Scupham, CFA, as president of Ivy Distributors, Inc. (IDI), the distributor of Ivy Funds® mutual funds and the financial products and services offered by its affiliates, including Ivy Investment Management Company, an SEC registered investment advisor.

Scupham takes over for Nikki Newton, who is stepping down from his role at the company, but who will be available through May 15, 2018, to assist Scupham with the transition of his responsibilities.

“Amy is a talented distribution professional with the focus and expertise to continue raising the bar for the level of service and breadth of distribution Ivy Distributors provides,” said Philip J. Sanders, Chief Executive Officer and Chief Investment Officer of Waddell & Reed Financial, Inc. “She has been instrumental in the development of the company’s distribution strategy and is well-positioned to lead us in continuing to execute on that strategy.”

Scupham, a 20-year industry veteran, will lead wholesale and institutional distribution, sales and product development, as well as manage strategic relationships. She joined the Waddell & Reed organization in 2008 and has held roles in institutional sales and consultant relations, most recently serving as chief operating officer of Ivy Distributors, Inc. She had a key role in building alignment with the firm’s investment management division, while creating a centralized sales operations function focused on prescribed sales processes, training, reporting, and systems.

Scupham’s appointment completes a management restructuring at IDI, which also includes the appointment of a national sales manager, a new chief operating officer to fill Scupham’s previous role, and a recently appointed head of the Professional Buyer’s Group. Each of them join the head of Product Management in reporting to Scupham, as follows:

- Marlene Alexander, a firm veteran who joined IDI in 2003, has been named National Sales Manager. A 26-year industry veteran, Alexander will head the national sales channel, including directing the firm’s National Accounts group, external wholesaling efforts and oversee the internal sales desk. Alexander joined IDI as an external wholesaler and most recently was Eastern Divisional Sales Manager.
- David Borberg, head of Product Management and Development. Borberg has been with Ivy since 2003 and is a 22-year industry veteran. He oversees product management, product research and product development.
- Grant Cleghorn in February was named head of the Professional Buyers Group, a new role at the firm. A 19-year industry veteran, Cleghorn brings experience from several major asset managers. With IDI, he oversees institutional sales and consultant relations, RIA (registered investment advisors), DCIO (defined contribution investment only) sales, and insurance sales
- Kirby DeMoss is appointed Chief Operating Officer. A 17-year industry veteran, DeMoss will oversee Sales Operations and Business Development and Analytics. He joined IDI in 2006 as an internal wholesaler and most recently was senior vice president, head of Sales Operations and Business Development.

About the Company

Through its subsidiaries, Waddell & Reed Financial, Inc. has provided investment management and financial planning services to clients throughout the United States since 1937. Today, we distribute our investment products through the unaffiliated distribution channel (encompassing broker/dealer, retirement, and registered investment advisors), our broker-dealer channel (through independent financial advisors), and our Institutional channel (including defined benefit plans, pension plans, endowments and subadvisory relationships). For more information, visit ir.waddell.com.

Investors should consider the investment objectives, risks, charges and expenses of a fund carefully before investing. For a prospectus, or if available, a summary prospectus, containing this and other information for any of the mutual funds managed by Ivy Investment Management Company, call your financial advisor or visit www.waddell.com or www.ivyinvestments.com. Please read the prospectus or summary prospectus carefully before investing. Investment return and principal value will fluctuate, and it is possible to lose money by investing. Past performance is not a guarantee of future results.

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