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## Section 1: 8-K (8-K)

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# 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):  
**June 19, 2019**

## 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$.01 par value	WDR	New York Stock Exchange

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 2.05 COSTS ASSOCIATED WITH EXIT OR DISPOSAL ACTIVITIES.**

On June 19, 2019, the Company announced certain actions to enhance organizational agility and accelerate business transformation, including its intent to outsource the transactional processing operations of its internal transfer agency. Affected employees will be eligible to receive benefits under the Company’s severance pay plan, including severance pay and outplacement services. The Company expects to record a pre-tax restructuring charge for severance benefits in a range of \$4-6 million to be incurred across the third and fourth quarters of 2019. The Company expects the outsourcing to be substantially completed by the fourth quarter of 2019. Savings generated from the outsourcing are expected to reduce shareholder expenses for the Company’s affiliated mutual funds, but are not expected to have a material financial impact to the Company. These amounts are estimates. Actual amounts may vary based on a number of factors, including, but not limited to, timing and the number of employees who are eligible to receive severance benefits.

**ITEM 7.01 REGULATION FD DISCLOSURE.**

A copy of the press release announcing the outsourcing of the transactional processing operations of the Company’s internal transfer agency and other organizational changes 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	<a href="#">Press Release dated June 19, 2019</a>

**Forward-Looking Statements**

This current report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which reflect the current views and assumptions of management with respect to future events regarding our business and industry in general. These forward-looking statements include all statements, other than statements of historical fact, regarding our anticipated charges and cash expenditures related to, and the timing of, workforce reductions, as well as expense reductions. These statements are generally identified by the use of such words as “expect,” “will,” “intend” and similar statements of a future or forward-looking nature. Readers are cautioned that any forward-looking information provided by us or on our behalf is not a guarantee of future performance. Actual results may differ materially from those contained in these forward-looking statements as a result of various factors, including but not limited to those disclosed in the “Risk Factors” section of our Annual Report on Form 10-K for the year ended December 31, 2018.

The foregoing factors should not be construed as exhaustive and should be read together with other cautionary statements included in this and other reports and filings we make with the Securities and Exchange Commission, including the information in Item 1 “Business” of Part I and Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of Part II to our Annual Report on Form 10- K for the year ended December 31, 2018 and as updated in our quarterly reports on Form 10-Q for the year ending December 31, 2019. All forward-looking statements speak only as of the date on which they are made and we undertake no duty to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent required by law.

## 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: June 19, 2019

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

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## Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



### News Release

Media Contact: Roger Hoadley  
VP, Communications  
rhoadley@waddell.com

### **Waddell & Reed Financial Announces Additional Actions to Enhance Organizational Agility and Accelerate Business Transformation**

**Overland Park, KS, June 19, 2019** — Waddell & Reed Financial, Inc. (NYSE: WDR) today announced several additional steps to continue to position itself for future organic and inorganic growth:

Brent Bloss, Chief Operating Officer, expands his role overseeing all Company operations including technology enablement, wealth management, investment risk management, investment operations and trading, legal and compliance, transfer agency and corporate administration. Ben Clouse, Chief Financial Officer, will continue to oversee the finance function and adds responsibilities for mutual fund accounting and procurement. He also will spearhead and oversee the consolidation and enhancement of the enterprise-wide data analytics function over the long-term. Christopher Rackers has been named Chief Administrative Officer. Rackers, who previously was Chief Human Resources Officer, continues to oversee all human resources and internal communications activities and adds responsibilities for corporate real estate, enterprise project management organization (EPMO), external communications, marketing, corporate strategic initiatives and philanthropy.

Together with last week's announcement of the hiring of Dan Hanson as Chief Investment Officer, these additional steps position the Company to accelerate its business transformation and better enable long-term organizational agility and effectiveness.

In addition, the firm announced its intent to outsource the transactional processing operations of its internal transfer agency to SS&C Asset Manager Solutions (formerly DST Asset Manager Solutions), one of the Company's long-term technology partners. The outsourcing process is anticipated to conclude by the end of 2019. The Company expects the change to be seamless for fund shareholders, financial advisors and business partners. The Company's client call center is not impacted by the move and will remain in place, focused on ensuring great experiences for financial advisors and fund shareholders.

"We continue to assess the servicing needs of clients through the most efficient and cost-effective approaches," Brent Bloss, Chief Operating Officer stated. "The move to outsource transactional processing operations to SS&C, our current recordkeeping technology provider, positions us for a smooth transition for all stakeholders."

Savings generated from this move will help to reduce expenses to mutual fund shareholders. The move will also simplify the organizational structure and better position the organization to achieve its long-term strategic objectives.

"As we transition to the next phase of our business transformation focused on strategic growth, these leadership and organizational changes will better enable us to be an agile, fast-moving organization to effectively compete in today's dynamic marketplace," said Philip Sanders, Chief Executive Officer."

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## About the Company

Through its subsidiaries, Waddell & Reed Financial, Inc. has provided investment management and wealth management services to clients throughout the United States since 1937. Today, we distribute our investment products through the unaffiliated channel under the IVY INVESTMENTS® brand (encompassing broker/dealer, retirement, and registered investment advisors), our wealth management channel (through independent financial advisors associated with WADDELL & REED, INC.), and our institutional channel (including defined benefit plans, pension plans, endowments and subadvisory relationships). For more information, visit [ir.waddell.com](http://ir.waddell.com).

IVY INVESTMENTS® refers to the investment management and investment advisory services offered by Ivy Investment Management Company, the financial services offered by Ivy Distributors, Inc., a FINRA member broker dealer and the distributor of the IVY FUNDS® mutual funds and IVY VARIABLE INSURANCE PORTFOLIOS®, and the financial services offered by their affiliates.

## Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which reflect the current views and assumptions of management with respect to future events regarding our business and industry in general. These forward-looking statements include all statements, other than statements of historical fact, regarding our business strategy and other plans and objectives for future operations, including statements with respect to organic and inorganic growth and the transformation of our business. These statements are generally identified by the use of such words as “will,” “continue,” “anticipated,” “intent,” and similar statements of a future or forward-looking nature. Readers are cautioned that any forward-looking information provided by us or on our behalf is not a guarantee of future performance. Actual results may differ materially from those contained in these forward-looking statements as a result of various factors, including but not limited to those disclosed in the “Risk Factors” section of our Annual Report on Form 10-K for the year ended December 31, 2018.

The foregoing factors should not be construed as exhaustive and should be read together with other cautionary statements included in this and other reports and filings we make with the Securities and Exchange Commission, including the information in Item 1 “Business” of Part I and Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of Part II to our Annual Report on Form 10-K for the year ended December 31, 2018 and as updated in our quarterly reports on Form 10-Q for the year ending December 31, 2019. All forward-looking statements speak only as of the date on which they are made and we undertake no duty to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent required by law.

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