
Section 1: 8-K (8-K 06/18/12 - PRICING)

**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 18, 2012



TCF FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-10253
(Commission File Number)

41-1591444
(IRS Employer Identification No.)

200 Lake Street East, Mail Code EX0-03-A, Wayzata, Minnesota 55391-1693
(Address of principal executive offices, including Zip Code)

(952) 745-2760
(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))

Item 8.01 Other Events.

On June 18, 2012, TCF Financial Corporation (the “Company”) announced that its public offering of 6,000,000 Depositary Shares, with each Depositary Share representing 1/1,000th of a share of the Company’s Series A Non-Cumulative Perpetual Preferred Stock, has priced at \$25.00 per Depositary share for gross proceeds of \$150 million. TCF has granted the underwriters a 30-day option to purchase up to an additional 900,000 Depositary Shares to cover over-allotments, if any, at the same price for potential additional gross proceeds of \$22.5 million. A copy of the Company’s press release containing such announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.

99.1

Press Release of TCF Financial Corporation dated June 18, 2012

SIGNATURES

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.

TCF FINANCIAL CORPORATION

/s/ William A. Cooper

William A. Cooper,
Chairman and Chief Executive Officer
(Principal Executive Officer)

/s/ Michael S. Jones

Michael S. Jones, Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

/s/ David M. Stautz

David M. Stautz, Senior Vice President,
Controller and Managing Director of
Corporate Development
(Principal Accounting Officer)

Dated: June 18, 2012

Section 2: EX-99.1 (PRESS RELEASE DATED 06/18/16 - PRICING)

Exhibit 99.1

NEWS RELEASE

CONTACT: Jason Korstange
(952) 745-2755

FOR IMMEDIATE RELEASE



200 Lake Street East, Wayzata, MN 55391-1693

TCF Announces Pricing of Preferred Stock Offering

WAYZATA, MN, June 18, 2012 – TCF Financial Corporation (“TCF”) (NYSE:TCB) today announced the pricing of its public offering of 6,000,000 depositary shares, each representing a 1/1,000th interest in a share of its Series A Non-Cumulative Perpetual Preferred Stock (“Preferred Stock”), par value \$.01 per share, at a public offering price of \$25.00 per depositary share for gross proceeds of \$150 million. TCF has also granted the underwriters a 30-day option to purchase up to an additional 900,000 depositary shares to cover over-allotments, if any, at the same price for potential additional gross proceeds of \$22.5 million. Morgan Stanley & Co. LLC and UBS Securities LLC acted as joint book-running managers. RBC Capital Markets, LLC and Stifel, Nicolaus & Company, Incorporated served as co-managers.

Dividends will be payable on the Preferred Stock when, as and if declared by TCF’s Board of Directors on a non-cumulative basis on March 1, June 1, September 1 and December 1 of each year, commencing on September 1, 2012 at a per annum rate of 7.50%. TCF expects to use the net proceeds from the offering (i) to redeem all of its \$115,010,000 aggregate principal amount of 10.75% Junior Subordinated Notes, Series I (the “Notes”), which will, in turn, lead to the redemption of the 10.75% Capital Securities, Series I (the “Trust Preferred Securities”) and the 10.75% Common Securities, Series I issued by TCF Capital I and (ii) for general corporate purposes, as described in more detail in the prospectus supplement and prospectus for the offering.

TCF expects to close the transaction, subject to customary conditions, on or about June 25, 2012.

This announcement shall not constitute a notice of redemption with respect to the Notes, the Trust Preferred Securities or the 10.75% Common Securities, Series I issued by TCF Capital I. In addition, this announcement shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any offer or sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. The offering will be made only by means of a prospectus supplement and accompanying prospectus, copies of which may be obtained from Morgan Stanley & Co. LLC at 180 Varick Street, New York, NY 10014, Attention: Prospectus Delivery Department, or by telephone at 866-718-1649 and from UBS Securities LLC at 299 Park Avenue, New York, NY 10171, Attention: Prospectus Specialist, or by telephone at 877-827-6444, ext. 5613884.

About TCF Financial Corporation

TCF is a Wayzata, Minnesota-based national bank holding company with \$17.8 billion in total assets at March 31, 2012. The company has over 430 branches in Minnesota, Illinois, Michigan, Colorado, Wisconsin, Indiana, Arizona and South Dakota, providing retail and commercial banking services. TCF also conducts commercial leasing and equipment finance business and leverage lending in all 50 states, commercial inventory finance business in the U.S. and Canada, and indirect auto finance business in over 30 states.

Safe Harbor for Forward-Looking Information

This press release may contain projections and other “forward-looking” statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements deal with future results, plans or performance. We caution you that such statements are predictions and that actual events or results may differ materially. TCF’s expected financial results or other plans are subject to a number of risks and uncertainties. Please see the forward-looking statement

disclosure contained in the preliminary prospectus supplement relating to the depositary shares dated as of the date hereof for more information about risks and uncertainties. Forward-looking statements speak only as of the date made and TCF undertakes no duty to update the information.

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