

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

Registration No. 333-\_\_\_\_\_

As Filed with the Securities and Exchange Commission on March 10, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**TCF FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**41-1591444**

(I.R.S. Employer Identification No.)

**200 Lake Street East, Mail Code EX0-03-A, Wayzata, MN 55391-1693**

(Address of Principal Executive Offices, including Zip Code)

**TCF 401K Supplemental Plan**

(Full title of the plan(s))

**Joseph T. Green**

**Senior Vice President, General Counsel and Secretary**

**TCF Financial Corporation**

**200 Lake Street East, Mail Code EX0-03-G**

**Wayzata, MN 55391-1693**

**(952) 475-6498**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$0.01 par value	1,000,000 shares (1)	\$17.425 (2)	\$17,425,000.00	\$2,019.56

(1) Includes 1,000,000 shares of Common Stock that may be offered or sold pursuant to the TCF 401K Supplemental Plan. Pursuant to Rule 416 under the

Securities Act of 1933, as amended, this statement also covers any additional securities that may be issued as a result of stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c), this statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(h)(1) and (c) under the Securities Act of 1933, as amended. The proposed maximum offering price per share is based on the average of the high and low prices for Registrant's common stock, par value \$0.01, as reported on the New York Stock Exchange on March 6, 2017.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,000,000 shares of common stock, par value \$0.01 per share of TCF Financial Corporation ("TCF" or the "Registrant") to be issued pursuant to the TCF 401K Supplemental Plan (the "Plan"). Prior to November 1, 2016 the Plan was known as the TCF Employees Stock Purchase Plan - Supplemental Plan.

Pursuant to Instruction E, the contents of the following registration statements previously filed with the Securities and Exchange Commission (the "SEC") relating to the Plan are hereby incorporated by reference: Registration No. 333-184676 filed on October 31, 2012, Registration No. 333-168893 filed on August 17, 2010, Registration No. 333-154929 filed on October 31, 2008, Registration No. 333-146741 filed on October 16, 2007, Registration No. 333-113748 filed on March 19, 2004, and Registration No. 333-72394 filed on October 29, 2001.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 5. Interests of Named Experts and Counsel.

Joseph T. Green, who is providing an opinion of counsel with respect to the securities to which this registration statement on Form S-8 relates, is an employee and officer (Senior Vice President, General Counsel and Secretary) of TCF and is eligible to participate in the Plan. As of February 27, 2017, Mr. Green owns 152,292 shares of TCF Common Stock (which includes 28,500 shares of unvested restricted stock), including 21,246 shares in the Plan.

### Item 8. Exhibits.

<b>Exhibit</b>	<b>Description</b>
4.1	Amended and Restated Certificate of Incorporation of TCF Financial Corporation [incorporated by reference to Exhibit 3.1 of TCF Financial Corporation's Current Report on Form 8-K filed April 28, 2015 (No. 15798862)]
4.2	Amended and Restated Bylaws of TCF Financial Corporation [incorporated by reference to Exhibit 3.1 of TCF Financial Corporation's Current Report on Form 8-K filed July 26, 2016 (No. 161784576)]
5*	Opinion of Joseph T. Green
23.1	Consent of Joseph T. Green (included in Exhibit 5)
23.2*	Consent of KPMG LLP
24*	Power of Attorney
99.1	TCF 401K Supplemental Plan, as amended October 18, 2016 [incorporated by reference to Exhibit 10e-1 to TCF Financial Corporation's Annual Report on Form 10-K for the year ended December 31, 2016 (No. 17624401)]

\* Filed herewith.

## SIGNATURES

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wayzata, State of Minnesota, on March 10, 2017.

### TCF FINANCIAL CORPORATION

/s/ Craig R. Dahl

\_\_\_\_\_  
Craig R. Dahl,  
By: Vice Chairman, President and Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

/s/ Craig R. Dahl

\_\_\_\_\_  
Craig R. Dahl,  
By: Vice Chairman, President and Chief Executive Officer  
(Principal Executive Officer)

/s/ Brian W. Maass

\_\_\_\_\_  
Brian W. Maass,  
By: Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ Susan D. Bode

\_\_\_\_\_  
Susan D. Bode,  
By: Senior Vice President and Chief Accounting Officer  
(Principal Accounting Officer)

Thomas F. Jasper, *Director and Vice Chairman\**

Peter Bell, *Director\**

William F. Bieber, *Director\**

Theodore J. Bigos, *Director\**

Karen L. Grandstrand, *Director\**

George G. Johnson, *Director\**

Richard H. King, *Director\**

Vance K. Opperman, *Lead Director\**

James M. Ramstad, *Director\**

Roger J. Sit, *Director\**

Julie H. Sullivan, *Director\**

Barry N. Winslow, *Director\**

Richard A. Zona, *Director\**

\*By /s/ Joseph T. Green

Joseph T. Green, pursuant to powers of attorney executed by each of the officers and directors listed above whose name is marked by an "\*" and filed as an exhibit hereto, by signing his name hereto does hereby sign and execute this registration statement of TCF Financial Corporation on behalf of each of such officers and directors in the capacities in which the names of each appear above.

Date: March 10, 2017

*The Plan.* Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Wayzata, State of Minnesota, on March 10, 2017.

**TCF 401K Supplemental Plan, Independent Subcommittee of the Compensation, Nominating, and Corporate Governance Committee of TCF Financial Corporation as Plan Administrator**

/s/ Thomas F. Jasper

By: Thomas F. Jasper,  
*Vice Chairman and Chief Operating Officer*

**EXHIBIT INDEX**

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**Section 2: EX-5 (EXHIBIT 5)**

**Exhibit 5**

**TCF FINANCIAL CORPORATION**  
**200 Lake Street East**  
**Wayzata, MN 55391**

JOSEPH T. GREEN  
*Senior Vice President, General Counsel and Secretary*

March 10, 2017

Securities and Exchange Commission  
100 F. St. N.E.  
Washington, DC 20549

RE: TCF 401K Supplemental Plan

Ladies and Gentlemen:

I am the Senior Vice President, General Counsel and Secretary of TCF Financial Corporation, a Delaware corporation (the "Company"). I have acted as counsel to the Company in connection with the preparation and filing of a Registration Statement on Form S-8 (the "Registration Statement") for the registration of 1,000,000 shares of common stock, par value \$0.01 per share (the "Shares"), which are to be allocated to accounts of participants in the TCF 401K Supplemental Plan (the "Plan").

In connection with the foregoing, I, or the attorneys under my supervision, have examined the corporate records of the Company, including its Certificate of Incorporation, as amended and restated; Bylaws, as amended and restated; the Plan; minutes of all meetings of its directors and stockholders; and such other documents which I have considered relevant and necessary as the basis for my opinion hereinafter set forth. In rendering the opinion set forth below, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals and the conformity to original documents of all documents submitted to me as duplicates or certified or conformed copies.

Based on the foregoing and subject to the qualifications, assumptions and limitations stated herein, I am of the opinion that the Shares have been duly authorized and, upon issuance in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

My opinion set forth above is limited to the Delaware General Corporation Law, as in effect on the date hereof.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement and to the reference to me under the heading "Interests of Named Experts and Counsel" in the Registration Statement. In giving this consent, I do not thereby admit that I come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Joseph T. Green

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Joseph T. Green

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## **Section 3: EX-23.2 (EXHIBIT 23.2)**

**Exhibit 23.2**

### **CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
TCF Financial Corporation:

We consent to the use of our reports dated February 21, 2017, with respect to the consolidated statements of financial condition of TCF Financial Corporation and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2016, and the effectiveness of internal control over financial reporting as of December 31, 2016, incorporated herein by reference.

/s/ KPMG LLP  
Minneapolis, Minnesota  
March 10, 2017

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## **Section 4: EX-24 (EXHIBIT 24)**

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Brian W. Maass and Joseph T. Green, and each of them, the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8, and any and all amendments (including post-effective amendments) thereto, relating to the registration of 1.0 million shares of Common Stock, par value \$0.01 per share of TCF Financial Corporation under the TCF Employees Stock Purchase Plan - Supplemental Plan, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and with such state commissions and other agencies as necessary, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of January 25, 2017, by the following persons:

/s/ William A. Cooper

William A. Cooper  
Director and Chairman

/s/ Thomas F. Jasper

Thomas F. Jasper  
Director and Vice Chairman

/s/ Peter Bell

Peter Bell  
Director

/s/ Vance K. Opperman

Vance K. Opperman  
Lead Director

/s/ William F. Bieber

William F. Bieber  
Director

/s/ James M. Ramstad

James M. Ramstad  
Director

/s/ Theodore J. Bigos

Theodore J. Bigos  
Director

/s/ Roger J. Sit

Roger J. Sit  
Director

/s/ Karen L. Grandstrand

Karen L. Grandstrand  
Director

/s/ Julie H. Sullivan

Julie H. Sullivan  
Director

/s/ George G. Johnson

George G. Johnson  
Director

/s/ Barry N. Winslow

Barry N. Winslow  
Director

/s/ Richard H. King

Richard H. King  
Director

/s/ Richard A. Zona

Richard A. Zona  
Director