

Section 1: S-8 (S-8)

Registration No. 333-_____

As Filed with the Securities and Exchange Commission on July 30, 2018

**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)

Amended and Restated TCF Financial 2015 Omnibus Incentive Plan

(Full title of the plan)

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

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, \$.01 par value	4,000,000 shares ^{(1) (2)}	\$25.66 ⁽³⁾	\$102,640,000.00	\$12,778.68

(1) The number of shares registered represents the number of additional shares authorized for issuance pursuant to the Amended and Restated TCF Financial 2015 Omnibus Incentive Plan (the "Plan") by the Board of Directors and approved by the stockholders on April 25, 2018.

(2) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also covers any additional shares of common stock that become issuable under the Plan pursuant to its anti-dilution provisions.

- (3) 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 \$.01, as reported on the New York Stock Exchange on July 24, 2018.

EXPLANATORY NOTE

TCF Financial Corporation ("TCF" or the "Registrant") has prepared this registration statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended for the purpose of registering an additional 4,000,000 shares of its common stock, par value \$0.01 per share, issuable pursuant to the Amended and Restated TCF Financial 2015 Omnibus Incentive Plan (the "Plan"). The remaining shares of common stock issuable under the Plan have been previously registered pursuant to a registration statement on Form S-8 (Registration No. 333-208142) filed on November 20, 2015, which is hereby incorporated by reference pursuant to Instruction E to Form S-8, except as revised in Part II of this registration statement.

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 receive awards under the Plan. As of July 23, 2018, Mr. Green owns 165,871 shares of TCF common stock (including 36,287 shares of restricted stock granted under the Plan).

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of TCF Financial Corporation [incorporated by reference to Exhibit 3.1 of TCF Financial Corporation's Quarterly Report on Form 10-Q filed May 3, 2018 (No. 18803407)]
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	Amended and Restated TCF Financial 2015 Omnibus Incentive Plan [incorporated by reference to Exhibit 10.1 of TCF Financial Corporation's Current Report on Form 8-K filed April 27, 2018 (No. 18784131)]

* 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 July 30, 2018.

TCF FINANCIAL CORPORATION

/s/ Craig R. Dahl

By: Craig R. Dahl,
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

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

/s/ Brian W. Maass

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

/s/ Susan D. Bode

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

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

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**

Roger J. Sit, *Director**

Julie H. Sullivan, *Director**

Barry N. Winslow, *Director**

*By /s/ Joseph T. Green

Joseph T. Green, pursuant to powers of attorney executed by each of the 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 directors.

Date: July 30, 2018

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Section 2: EX-5 (EXHIBIT 5)



TCF Financial Corporation
JOSEPH T. GREEN
Senior Vice President,
Secretary, General Counsel

July 30, 2018

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

RE: Amended and Restated TCF Financial 2015 Omnibus Incentive 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 an additional 4,000,000 shares of common stock, par value \$.01 per share (the "Shares") of the Company issuable under the Amended and Restated TCF Financial 2015 Omnibus Incentive 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

Joseph T. Green

200 LAKE ST E, WAYZATA MN 55391 | 952.475.6498 | jgreen@tcfbank.com

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Section 3: EX-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 23, 2018, with respect to the consolidated statements of financial condition of TCF Financial Corporation and subsidiaries as of December 31, 2017 and 2016, 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, 2017, and the related notes (collectively, the consolidated financial statements), and the effectiveness of internal control over financial reporting as of December 31, 2017, incorporated herein by reference.

/s/ KPMG LLP
Minneapolis, Minnesota
July 30, 2018

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Section 4: EX-24 (EXHIBIT 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 an additional 4,000,000 shares of Common Stock, par value \$0.01 per share of TCF Financial Corporation under the Amended and Restated TCF Financial 2015 Omnibus Incentive 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 July 25, 2018, by the following persons:

/s/ Craig R. Dahl

Craig R. Dahl, Director, Chairman, President and Chief Executive Officer

/s/ Thomas F. Jasper

Thomas F. Jasper, Director, Vice Chairman and Chief Operating Officer

/s/ Peter Bell

Peter Bell, Director

/s/ Richard H. King

Richard H. King, Director

/s/ William F. Bieber

William F. Bieber, Director

/s/ Vance K. Opperman

Vance K. Opperman, Lead Director

/s/ Theodore J. Bigos

/s/ Roger J. Sit

Theodore J. Bigos, Director

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

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