

## 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):  
October 16, 2017



**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))

Indicate by check mark whether the registrant is an emerging growth company 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 17, 2017, TCF Financial Corporation, a Delaware corporation (the "Company"), filed a Certificate of Elimination (the "Certificate of Elimination") of the Certificate of Designations of Series A Non-Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") with the Secretary of State of the State of Delaware which, effective upon filing, eliminated from the Company's Amended and Restated Certificate of Incorporation all matters set forth in the Certificate of Designations for the Series A Preferred Stock filed with the Secretary of State of the State of Delaware on June 18, 2012.

The Certificate of Elimination is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

### **Item 8.01 Other Events.**

On October 16, 2017, the Company completed its previously announced redemption of the issued and outstanding Series A Preferred Stock and the related issued and outstanding depository shares, each representing a 1/1,000<sup>th</sup> interest in a share of the 7.50% Series A Non-Cumulative Perpetual Preferred Stock (the "Series A Depository Shares"). The redemption triggered the filing of the Certificate of Elimination with respect to the Series A Preferred Stock, and the Series A Depository Shares will be delisted from the New York Stock Exchange.

### **Item 9.01 Financial Statements and Exhibits.**

#### (d) Exhibits

Exhibit No.	Description
<a href="#">3.1</a>	<a href="#">Certificate of Elimination of the Certificate of Designations of TCF Financial Corporation with respect to Series A Non-Cumulative Perpetual Preferred Stock dated October 17, 2017</a>

## 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/ Craig R. Dahl

---

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

/s/ Brian W. Maass

---

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

/s/ Susan D. Bode

---

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

Dated: October 17, 2017

[\(Back To Top\)](#)

## Section 2: EX-3.1 (EXHIBIT 3.1)

Exhibit 3.1

**CERTIFICATE OF ELIMINATION  
OF THE  
CERTIFICATE OF DESIGNATIONS  
OF  
Series A Non-Cumulative Perpetual Preferred Stock  
OF  
TCF FINANCIAL CORPORATION**

**Pursuant to Section 151(g)  
of the General Corporation Law  
of the State of Delaware**

TCF Financial Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. That the Board of Directors of the Corporation (the "Board"), pursuant to Section 151 of the DGCL and the authority granted in the Corporation's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), by resolution duly adopted, authorized the issuance of a series of Series A Non-Cumulative Perpetual Preferred Stock, par value \$.01 per share (the "Series A Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations and restrictions thereof, and, on June 18, 2012, filed a Certificate of Designations with respect to such Series A Preferred Stock in the office of the Secretary of State of the State of Delaware.

2. That the Board has adopted the following resolutions:

**WHEREAS**, the Board, believes that it is in the best interest of the Corporation and its stockholders to redeem all of the Corporation's outstanding shares of Series A Non-Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") and all of the outstanding depository shares (the "Series A Depository Shares"), each representing a 1/1,000<sup>th</sup> interest in a share of Series A Preferred Stock, at the redemption price (the "Series A Redemption Price") as determined pursuant to the Certificate of Designations of the Series A Preferred Stock of the Corporation (the "Series A Certificate of Designations"); and

**WHEREAS**, pursuant to Section 6 of the Series A Certificate of Designations, upon receipt of approval from the Appropriate Federal Banking Agency (as defined in the Series A Certificate of Designations), the Corporation may redeem in whole or in part the shares of Series A Preferred Stock and the Series A Depository Shares at any time on or after June 25, 2017 by providing at least 30 days' prior written notice to the holders of the Series A Preferred Stock.

**NOW, THEREFORE, BE IT RESOLVED**, that the Corporation redeem all of the Series A Preferred Stock, and all of the Series A Depository Shares, at the then-applicable Series A Redemption Price (the "Series A Redemption");

**RESOLVED FURTHER**, that the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Accounting Officer, any Vice Chairman, Treasurer and Assistant Treasurer (each, an "Authorized Officer") be and they hereby are authorized to obtain the required approvals for the Series A Redemption from the Appropriate Federal Banking Agency; calculate the Redemption Price; notify the holders of the Series A Preferred Stock and Series A Depository Shares of the Series A Redemption; make the appropriate payments to the holders of the Series A Preferred Stock and Series A Depository Shares to effectuate the Series A Redemption; and execute and deliver such documents (including, but not limited to, the creation, execution and delivery of a notice of redemption containing the information required by Section 6(b) of the Series A Certificate of Designations and any related certificates or similar documentation reasonably requested by Computershare Trust Company, N.A. and Computershare, Inc., jointly as the depository, to effectuate the Series A Redemption) as the Authorized Officers may deem necessary and desirable to carry out the intent and purposes of these Resolutions;

**RESOLVED FURTHER**, that, after the completion of the Series A Redemption as contemplated hereby,

no shares of Series A Preferred Stock and none of the Series A Depositary Shares shall remain outstanding and none of the authorized shares of the Series A Preferred Stock shall be reissued, and all rights, other than the right to receive the applicable Series A Redemption Price, of the holders of the Series A Preferred Stock shall cease and terminate on the redemption date of the Series A Preferred Stock;

**RESOLVED FURTHER**, that the Corporation be, and hereby is, authorized and directed, following the redemption date of the Series A Preferred Stock and the cessation and termination of all rights, other than the right to receive the applicable Series A Redemption Price, of the holders of the Series A Preferred Stock, to file with the Delaware Secretary of State a Certificate of Elimination of the Certificate of Designations of Series A Non-Cumulative Perpetual Preferred Stock of the Corporation (the "Certificate of Elimination"), containing these resolutions, with effect under the Delaware General Corporation Law of eliminating from the Corporation's Certificate of Incorporation all matters set forth in the Series A Certificate of Designations;

**RESOLVED FURTHER**, that the Authorized Officers are authorized and empowered, in the name and on behalf of the Corporation, pursuant to Section 151(g) of the Delaware General Corporation Law, to execute and file the Certificate of Elimination with the Delaware Secretary of State;

**RESOLVED FURTHER**, that the Corporation be, and hereby is, authorized and directed, following the filing of the Certificate of Elimination with the Delaware Secretary of State, to delist the Series A Depositary Shares from the NYSE and deregister the Series A Preferred Stock and Series A Depositary Shares with the SEC;

**RESOLVED FURTHER**, that the Authorized Officers are authorized, for and on behalf of the Corporation, to execute and file with the SEC and the NYSE all forms required or deemed necessary or advisable to effectuate the deregistration and delisting, as applicable, of the Series A Preferred Stock and Series A Depositary Shares;

**RESOLVED FURTHER**, that the Authorized Officers are authorized and directed to file with the SEC, in the name and on behalf of the Corporation, such documents as may be necessary or advisable, in their opinion or in the opinion of counsel for the Corporation, in connection with the Series A Redemption, and also to prepare, execute and deliver to or file with the SEC, the NYSE, state securities commissions, or any other agency or persons connected with the Series A Redemption, in the name and on behalf of the Corporation, from time to time, such other certificates, documents, letters, undertakings or other instruments as they or counsel for the Corporation may deem necessary or advisable in connection with the Series A Redemption.

3. That, accordingly, all references to the Series A Preferred Stock of the Corporation be, and hereby are, eliminated from the Corporation's Certificate of Incorporation and the shares of capital stock of the Corporation formerly designated as Series A Preferred Stock shall resume the status of authorized but unissued shares of Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by its duly authorized officer on the 17<sup>th</sup> day of October, 2017.

TCF FINANCIAL CORPORATION

By: /s/ Joseph T. Green

Name: Joseph T. Green

Title: Secretary

[\(Back To Top\)](#)