

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):
June 7, 2019



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))

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

(Title of each class)	(Trading Symbols)	(Name of each exchange on which registered)
Common Stock (par value \$.01 per share)	TCF	New York Stock Exchange
Depository shares, each representing a 1/1000 th interest in a share of 5.70% Series C Non-Cumulative Perpetual Preferred Stock	TCF-PD	New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders.

TCF Financial Corporation ("TCF") held a special meeting of its stockholders on Friday, June 7, 2019, in Minnetonka, Minnesota related to TCF's proposed merger with Chemical Financial Corporation ("Chemical"). At the special meeting, TCF's stockholders voted on three proposals, as described in the joint proxy statement and prospectus of TCF and Chemical dated May 2, 2019, and cast their votes as described below:

Proposal 1- Approval of the Merger Agreement

TCF's stockholders approved the Agreement and Plan of Merger, dated January 27, 2019, by and between TCF and Chemical (the "merger agreement"), under which TCF will merge with and into Chemical, with Chemical continuing as the surviving entity. The following is a tabulation of the voting results:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
140,019,452	424,348	144,711	—

Proposal 2 - Compensation Proposal

TCF's stockholders approved, on a non-binding, advisory basis, the compensation that may be paid or become payable to TCF's named executive officers that is based on or otherwise relates to the merger. The following is a tabulation of the voting results:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
137,130,001	3,148,603	309,907	—

Proposal 3 - Adjournment Proposal

TCF's stockholders approved a proposal to adjourn the TCF special meeting to another time or place, if necessary or appropriate, to permit further solicitation of proxies in favor of Proposal 1, the TCF merger proposal. Although Proposal 3 was approved, the adjournment of the special meeting was not necessary because TCF's stockholders approved Proposal 1. The following is a tabulation of the voting results:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
130,765,813	9,620,357	202,341	—

Item 8.01 Other Events.

On June 7, 2019, Chemical and TCF issued a joint press release announcing that each company's stockholders approved the merger agreement. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Joint Press Release, dated June 7, 2019

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, thereunto 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: June 7, 2019

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1



NEWS RELEASE

FOR IMMEDIATE RELEASE

CHEMICAL FINANCIAL CORPORATION AND TCF FINANCIAL CORPORATION SHAREHOLDERS APPROVE MERGER OF EQUALS

DETROIT, Mich. & WAYZATA, Minn. (June 7, 2019) - Chemical Financial Corporation (Chemical) (NASDAQ: CHFC) and TCF Financial Corporation (TCF) (NYSE: TCF) today jointly announced that at separate special meetings held today, each company's shareholders approved the proposed merger of equals in which TCF will merge into Chemical. The combined holding company and bank will be headquartered in Detroit, Michigan and operate under the TCF name and brand following the closing of the transaction.

"I am encouraged by the strong level of shareholder support received for this partnership and the accelerated shareholder value we expect it to create," said Craig R. Dahl, TCF chairman and chief executive officer. "This positive shareholder response demonstrates a broad recognition of the shared strategic vision and complementary strengths of the two organizations. We look forward to bringing together the best of both banks to benefit our shareholders, customers, employees and the communities we serve."

"Today's vote was an important step for us as we move forward with our focus on creating a premier Midwest bank," said Gary Torgow, Chemical's executive chairman. "As we become one company, we will be able to provide a more robust product set to a broader customer base, with limited overlap and disruption. With our increased scale and an enhanced competitive position, our new organization will be poised to thrive in today's evolving banking environment."

Upon completion of the merger, the combined company will have over \$45 billion in total assets and be a top 10 bank in the Midwest based on deposit market share. With over 500 combined branches across nine states, the new organization will have a substantial presence in key Midwest markets including Detroit, Chicago, Minneapolis, Milwaukee and greater Michigan.

The merger is expected to close in the third quarter or early fourth quarter of 2019, subject to satisfaction of customary closing conditions, including receipt of regulatory approvals.

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About Chemical Financial Corporation

Chemical Financial Corporation is the largest banking company headquartered and operating branches in Michigan. Chemical operates through its subsidiary bank, Chemical Bank, with 212 banking offices located primarily in Michigan, northeast Ohio and northern Indiana. As of March 31, 2019, Chemical had total consolidated assets of \$21.8 billion. Chemical Financial Corporation's common stock trades on The NASDAQ Stock Market under the symbol CHFC and is one of the issuers comprising The NASDAQ Global Select Market and the S&P MidCap 400 Index. More information about Chemical Financial Corporation is available by visiting the "Investor Information" section of its website at www.chemicalbank.com.

About TCF Financial Corporation

TCF is a Wayzata, Minnesota-based national bank holding company. As of March 31, 2019, TCF had \$24.4 billion in total assets and 312 bank branches in Illinois, Minnesota, Michigan, Colorado, Wisconsin, Arizona and South Dakota providing retail and commercial banking services. TCF, through its subsidiaries, also conducts commercial leasing and equipment finance business in all 50 states and commercial inventory finance business in all 50 states and Canada. For more information about TCF, please visit <http://ir.tcfbank.com>.

Cautionary Note Regarding Forward-Looking Statements

Statements included in this press release, which are not historical in nature are intended to be, and hereby are identified as, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "will," "may," "anticipate," "create," "plan," "expect," "should," and "could" and variations of such words and similar expressions are intended to identify such forward-looking statements. Forward-looking statements are subject to risks, uncertainties and assumptions that are difficult to predict with regard to timing, extent, likelihood and degree of occurrence, which could cause actual results to differ materially from anticipated results. Such risks, uncertainties and assumptions, include, among others, the following:

- the failure to obtain necessary regulatory approvals when expected or at all (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction);
- the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the merger agreement;
- the outcome of any legal proceedings that may be instituted against Chemical or TCF;
- the possibility that the anticipated benefits of the transaction, including anticipated cost savings and strategic gains, are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy, competitive factors in the areas where Chemical and TCF do business, or as a result of other unexpected factors or events;
- the impact of purchase accounting with respect to the transaction, or any change in the assumptions used regarding the assets purchased and liabilities assumed to determine their fair value;
- the integration of the businesses and operations of Chemical and TCF, which may take longer than anticipated or be more costly than anticipated or have unanticipated adverse results relating to Chemical's or TCF's existing businesses;

- business disruptions following the merger; and
- other factors that may affect future results of Chemical and TCF including changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer borrowing, repayment, investment and deposit practices; the impact, extent and timing of technological changes; capital management activities; and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Additional factors that could cause results to differ materially from those described above can be found in the risk factors described in Item 1A of each of Chemical's and TCF's Annual Report on Form 10-K filed with the SEC for the year ended December 31, 2018. Chemical and TCF disclaim any obligation to update or revise any forward-looking statements contained in this report, which speak only as of the date hereof, whether as a result of new information, future events or otherwise, except as required by law.

Contacts

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TCF Financial Corporation

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