
**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): January 31, 2020 (January 30, 2020)

Ladenburg Thalmann Financial Services Inc.

(Exact Name of Registrant as Specified in Charter)

Florida
(State or Other Jurisdiction
of Incorporation)

001-15799
(Commission
File Number)

650701248
(IRS Employer
Identification No.)

4400 Biscayne Boulevard, 12th Floor, Miami Florida
(Address of Principal Executive Offices)

33137
(Zip Code)

(305) 572-4100
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

- 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.0001 per share	LTS	NYSE American
8.00% Series A Cumulative Redeemable Preferred Stock, Liquidation Preference \$25.00 per share	LTS PrA	NYSE American
6.50% Senior Notes due 2027	LTSL	NYSE American
7% Senior Notes due 2028	LTSF	NYSE American
7.25% Senior Notes due 2028	LTSK	NYSE American
7.75% Senior Notes due 2029	LTSH	NYSE American

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.

On January 30, 2020, Ladenburg Thalmann Financial Services Inc. (the "Company") held a special meeting of shareholders (the "Special Meeting").

At the Special Meeting, holders of common stock, par value \$0.0001 per share, of the Company ("Common Stock") voted upon: (1) the proposal to approve the Agreement and Plan of Merger, dated as of November 11, 2019 (the "Merger Agreement") by and among the Company, Advisor Group Holdings, Inc., a Delaware corporation ("Advisor Group"), and Harvest Merger Sub, Inc., a Florida corporation and a wholly owned subsidiary of Advisor Group ("Merger Sub") and the merger and other transactions contemplated by the Merger Agreement (the "Merger Proposal"); and (2) the proposal to approve, by a non-binding advisory vote, certain compensation arrangements for the Company's named executive officers in connection with the merger of Merger Sub with and into the Company (the "Compensation Proposal"). At the close of business on the record date for the Special Meeting, which was December 19, 2019, there were 149,170,717 shares of Common Stock issued and outstanding. 113,120,957 shares of Common Stock, representing 75.83% of the total shares of Common Stock issued and outstanding at the close of business on the record date, were represented in person or by proxy at the Special Meeting.

Each proposal was approved by the requisite vote of the Company's shareholders. The final voting results for each proposal voted upon at the Special Meeting are set forth below. The proposals are described in further detail in the definitive proxy statement for the Special Meeting filed with the Securities and Exchange Commission on December 26, 2019.

Proposal 1: The Company's shareholders approved the Merger Proposal. The table below sets forth the voting results.

Shares For	Shares Against	Shares Abstaining	Broker Non-Votes
104,071,492	8,649,603	399,862	—

Proposal 2: The Company's shareholders approved the Compensation Proposal. The table below sets forth the voting results.

Shares For	Shares Against	Shares Abstaining	Broker Non-Votes
102,426,971	10,088,277	605,709	—

Item 8.01. Other Events.

On January 31, 2020, the Company and Advisor Group issued a joint press release announcing the results of the shareholder vote at the Special Meeting. The Company also announced that the parties have received regulatory approval from the Financial Industry Regulatory Authority in connection with the merger and expect to be in position to complete the merger in mid-February 2020, subject to the satisfaction or waiver of the remaining conditions to closing. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Joint Press Release dated January 31, 2020

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LADENBURG THALMANN FINANCIAL SERVICES INC.

Dated: January 31, 2020

By: /s/ Brett H. Kaufman

Name: Brett H. Kaufman

Title: Senior Vice President and Chief Financial Officer



LADENBURG SHAREHOLDERS APPROVE MERGER WITH ADVISOR GROUP

MIAMI, January 31, 2020 –Ladenburg Thalmann Financial Services Inc. (NYSE American: LTS, LTS PrA, LTSL, LTSF, LTSK, LTSH) (“Ladenburg”) and Advisor Group today announced that at a special meeting of Ladenburg’s shareholders held January 30, 2020, Ladenburg’s shareholders overwhelmingly voted to approve the merger of Ladenburg and Advisor Group.

The shareholder approval satisfies one of the conditions to the closing of the pending transaction. The parties have also received regulatory approval from the Financial Industry Regulatory Authority in connection with the merger and expect to be in position to complete the merger in mid-February 2020, subject to the satisfaction or waiver of the remaining conditions to closing.

About Ladenburg Thalmann

Ladenburg Thalmann Financial Services Inc. (NYSE American: LTS, LTS PrA, LTSL, LTSF, LTSK, LTSH) is a publicly-traded diversified financial services company based in Miami, Florida. Ladenburg’s subsidiaries include industry-leading independent advisory and brokerage (IAB) firms Securities America, Triad Advisors, Securities Service Network, Investacorp and KMS Financial Services, as well as Premier Trust, Ladenburg Thalmann Asset Management, Highland Capital Brokerage, a leading independent life insurance brokerage company and full-service annuity processing and marketing company, and Ladenburg Thalmann & Co. Inc., an investment bank which has been a member of the New York Stock Exchange for over 135 years. The company is committed to investing in the growth of its subsidiaries while respecting and maintaining their individual business identities, cultures, and leadership. For more information, please visit www.ladenburg.com.

About Advisor Group

Advisor Group, Inc. is one of the nation’s largest networks of independent financial advisors serving over 7,000 advisors and overseeing \$271 billion in client assets. Headquartered in Phoenix, AZ, the firm is mission-driven to support the heroic role that advisors can play in the lives of their clients, offering securities and investment advisory services through its subsidiaries FSC Securities Corp., Royal Alliance Associates Inc., SagePoint Financial, Inc. and Woodbury Financial Services, Inc., as broker/dealers, registered investment advisors and members of FINRA and SIPC. Cultivating a spirit of entrepreneurship and independence, Advisor Group champions the enduring value of financial advisors and is committed to being in their corner every step of the way. For more information visit <https://www.advisorgroup.com>.

Forward-looking Statements

This press release contains forward-looking statements. You can generally identify forward-looking statements by the use of forward-looking terminology such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “explore,” “evaluate,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” or “will,” or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond Ladenburg’s and Advisor Group’s control. Statements in this document regarding Ladenburg and Advisor Group that are forward-looking, including, without limitation, projections as to the anticipated benefits of the proposed Transaction and the closing date for the proposed Transaction, are based on management’s estimates, assumptions and projections, and are subject to significant uncertainties and other factors, many of which are beyond the control of Ladenburg and Advisor Group. Important risk factors could cause actual future results and other future events to differ materially from those currently estimated, including, but not limited to: (i) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement or affect the ability of the parties to recognize the benefits of the proposed acquisition; (ii) the effect of the announcement or pendency of the proposed acquisition on Ladenburg’s business relationships, operating results, and business generally; (iii) risks that the proposed acquisition disrupts Ladenburg’s current plans and operations and potential difficulties in Ladenburg’s employee retention as a result of the proposed acquisition; (iv) risks that the proposed acquisition may divert management’s attention from Ladenburg’s ongoing business operations; (v) potential litigation that may be instituted against Ladenburg or its directors or officers related to the proposed acquisition or the Merger Agreement and any adverse outcome of any such potential litigation; (vi) the amount of the costs, fees, expenses and other charges related to the proposed acquisition, including in the event of any unexpected delays; (vii) other risks to consummation of the proposed acquisition, including the risk that the proposed acquisition will not be consummated within the expected time period, or at all, which may affect Ladenburg’s business and the price of the common stock of Ladenburg; (viii) any adverse effects on Ladenburg by other general industry, economic, business and/or competitive factors; and (ix) such other factors as are set forth in Ladenburg’s periodic public filings with the U.S. Securities and Exchange Commission (the “SEC”), including but not limited to those described under the headings “Risk Factors” and “Forward Looking Statements” in its Form 10-K for the fiscal year ended December 31, 2018 and in subsequent Quarterly Reports on Form 10-Q, the definitive proxy statement on Schedule 14A, filed with the SEC on December 26, 2019, and in its other filings made with the SEC from time to time, which are available via the SEC’s website at www.sec.gov. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on Ladenburg’s financial condition, results of operations, credit rating, liquidity or stock price. In addition, there can be no assurance that the proposed acquisition will be completed, or if it is completed, that it will close in the middle of February 2020, as anticipated, or that the expected benefits of the proposed acquisition will be realized.

Readers should carefully review the risks and uncertainties disclosed in Ladenburg’s reports with the SEC, including those set forth in Part I, “Item 1A. Risk Factors” in Ladenburg’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and in subsequent Quarterly Reports on Form 10-Q, the definitive proxy statement on Schedule 14A, filed with the SEC on December 26, 2019 and other reports or documents Ladenburg files with, or furnishes to, the SEC from time to time. Except as specifically noted, information on, or accessible from, any website to which this press release contains a hyperlink is not incorporated by reference into this press release and does not constitute a part of this press release. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on the results of operations or financial condition of Ladenburg or Advisor Group. All forward-looking statement in this communication are qualified in their entirety by this cautionary statement

**Assets as of September 30, 2019*

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Media Inquiries

For Advisor Group & Ladenburg Thalmann:

Joseph Kuo / Chris Clemens
Haven Tower Group
424 317 4851 or 424 317 4854
jkuo@haventower.com or cclemens@haventower.com

For Ladenburg Thalmann:

Jared Levy / Emily Claffey / Benjamin Spicehandler
Sard Verbinnen & Co
212-687-8080