STIFEL FINANCIAL CORP
Form S-4/A
May 20, 2010
Table of Contents

Registration No. 333-166355

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

Amendment No. 1

to

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Stifel Financial Corp.

(Exact name of registrant as specified in its charter)

Delaware	**6211**	**43-1273600**
(State or other jurisdiction of incorporation or organization)	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employer Identification Number)**

501 North Broadway

St. Louis, MO 63102

(314) 342-2000

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

James M. Zemlyak

Senior Vice President, Chief Financial Officer and Treasurer

Stifel Financial Corp.

501 North Broadway

St. Louis, MO 63102

(314) 342-2000

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

Copies to:

James L. Nouss, Jr., Esq.	**Mark P. Fisher, Esq.**	**Scott D. Miller, Esq.**
Robert J. Endicott, Esq.	**General Counsel and Secretary**	**Sarah P. Payne, Esq.**
Bryan Cave LLP	**Thomas Weisel Partners Group, Inc.**	**Sullivan & Cromwell LLP**
211 North Broadway, Suite 3600 St. Louis, MO 63102	**One Montgomery Street**	**1870 Embarcadero Road**
(314) 259-2000	**San Francisco, CA 94104**	**Palo Alto, CA 94303**
	(415) 364-2500	**(650) 461-5600**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed proxy statement/prospectus.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ¨

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

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. (Check one):

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ¨

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ¨

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION, DATED MAY 20, 2010

One Montgomery Street

San Francisco, California 94104

May 24, 2010

Dear Stockholder of Thomas Weisel Partners Group, Inc.:

You are cordially invited to attend the 2010 Annual Meeting of Stockholders of Thomas Weisel Partners Group, Inc. (which we refer to as the Annual Meeting) which will be held on Tuesday, June 22, 2010, at 8:00 a.m., Pacific time. Thomas Weisel Partners Group, Inc. (which we refer to as Thomas Weisel Partners) has entered into a merger agreement with Stifel Financial Corp. (which we refer to as Stifel). If the merger and the other transactions contemplated by the merger agreement are approved and consummated, Thomas Weisel Partners will become a wholly-owned subsidiary of Stifel and will no longer be a publicly held corporation. The Thomas Weisel Partners board of directors has unanimously determined that the merger and the merger agreement are advisable, and are fair to, and in the best interests of, Thomas Weisel Partners and its stockholders and has approved the merger agreement and the merger. The merger requires the approval of holders of a majority of the voting power of the outstanding shares of Thomas Weisel Partners common stock, par value $0.01 per share, and Thomas Weisel Partners special voting preferred stock, par value $0.01 per share, voting together as a single class, and we are asking you to vote to approve and adopt the merger agreement and approve the merger at the Annual Meeting. At the Annual Meeting, you will also be asked to vote on the election of Thomas Weisel Partners directors and other Annual Meeting matters. The election of Thomas Weisel Partners directors and approval of the proposals other than the approval and adoption of the merger agreement and approval of the merger are not a condition to the completion of the merger.

Holders of Thomas Weisel Partners common stock and the holder of the one share of Thomas Weisel Partners special voting preferred stock as of the close of business on April 30, 2010, will be entitled to vote at the Annual Meeting. Each share of Thomas Weisel Partners common stock is entitled to one vote for each matter to be voted on at the Annual Meeting. The share of Thomas Weisel Partners special voting preferred stock held by CIBC Mellon Trust Company, as trustee (which we refer to as the trustee), is entitled to cast a number of votes equal to the number of then-outstanding exchangeable shares of TWP Acquisition Company (Canada), Inc. (which we refer to as the exchangeable shares and, together with the shares of Thomas Weisel Partners common stock, we refer to as the Shares) on all matters on which Thomas Weisel Partners common stock is entitled to vote. The trustee will only cast a number of votes on such matters equal to the number of exchangeable shares as to which it has received a voting instruction card from the owners of record of the exchangeable shares (other than Thomas Weisel Partners and any person directly or indirectly controlled by or under common control with Thomas Weisel Partners) as of the record date. The holders of shares entitled to cast a majority of the total votes of the outstanding shares of Thomas Weisel Partners common stock and Thomas Weisel Partners special voting preferred stock on April 30, 2010, present in person or represented by proxy at the Annual Meeting and entitled to vote, will constitute a quorum at the Annual Meeting.

On April 30, 2010, there were 26,748,099 shares of Thomas Weisel Partners common stock outstanding held by approximately 124 stockholders of record and one share of Thomas Weisel Partners special voting preferred stock held by the trustee (representing 6,183,121 exchangeable shares entitled to give voting instructions and therefore entitled to 6,183,121 votes). Thomas Weisel Partners does not have cumulative voting, and, except with respect to the share of Thomas Weisel Partners special voting preferred stock as discussed in the section entitled Proposal One: The Merger Appraisal Rights beginning on page 86 of the enclosed proxy statement/prospectus, there are no appraisal or dissenters rights associated with any of the matters scheduled for a vote at the Annual Meeting.

Upon completion of the merger, each share of Thomas Weisel Partners common stock will be converted into the right to receive 0.1364 shares of Stifel common stock. Based on the number of shares of Thomas Weisel

Table of Contents

Partners common stock and Stifel common stock outstanding as of the record date, current Thomas Weisel Partners stockholders are expected to own approximately 12.6% of the outstanding common stock of Stifel (including Stifel common stock issuable in respect of any exchangeable shares of TWP Acquisition Company (Canada), Inc., but not including, in either case, any stock issuable in respect of restricted stock units outstanding after the merger) following the merger.

Assuming that the holders of the exchangeable shares approve an amendment to the articles of TWP Acquisition Company (Canada), Inc. to permit the exchangeable shares to remain outstanding (referred to as the Exchangeable Share Amendment), the exchangeable shares will not be converted into other securities as part of the merger. In that case, each exchangeable share will remain outstanding and become exchangeable for 0.1364 shares of Stifel common stock. In the event the Exchangeable Share Amendment is approved, at the effective time of the merger, the one outstanding share of Thomas Weisel Partners special voting preferred stock will be canceled and automatically converted into one share of Stifel special voting preferred stock. The one share of Stifel special voting preferred stock will entitle the holder to that number of votes equal to the number of shares of Stifel common stock issuable upon exchange of the exchangeable shares outstanding from time to time other than exchangeable shares held by Stifel or any person directly or indirectly controlled by or under common control of Stifel. Pursuant to the merger agreement, if the Exchangeable Share Amendment is not approved, Thomas Weisel Partners will take all actions necessary to (a) cause TWP Acquisition Company (Canada), Inc. to exercise its right to redeem all of the outstanding exchangeable shares or (b) acquire or cause TWP Holdings Company (Canada), ULC to acquire all of the outstanding exchangeable shares, and, as a result of the merger, holders of exchangeable shares would receive shares of Stifel common stock. For a more complete description of what holders of exchangeable shares will receive in the merger, see Annex C, entitled Supplemental Information for the Holders of Exchangeable Shares.

Stifel common stock is traded on the New York Stock Exchange, or the NYSE, under the symbol SF . Based on the closing price of Stifel common stock on the NYSE on April 23, 2010 of $55.74, the last trading day before public announcement of the merger agreement, the merger consideration represented approximately $7.6029 in value for each Thomas Weisel Partners share. Based on the closing price of Stifel common stock on April 30, 2010 of $57.33, the record date for holders of Thomas Weisel Partners common stock and the exchangeable shares to vote at the meeting, the merger consideration represented approximately $7.8197 in value for each Thomas Weisel Partners share.

Both Thomas Weisel Partners and Stifel are excited about this transaction because Thomas Weisel Partners and Stifel believe it will: (1) realize the benefits of the firms highly complementary investment banking and research platforms, where management believes there is relatively little overlap, including less than 10% overlap in research coverage; (2) accelerate Stifel s investment banking business growth while providing scale and stability to Thomas Weisel Partners investment banking operations by expanding Stifel s presence in key growth areas of the global economy, especially in Technology, Healthcare and Natural Resources, raising Stifel s profile within the venture capital community, where Thomas Weisel Partners maintains key relationships, enhancing Stifel s mergers and acquisitions advisory services and equities lead manager credentials and expanding the distribution of Thomas Weisel Partners capital markets offerings through Stifel s Institutional Group and Global Wealth Management segments; (3) diversify the revenue stream and balance the revenue contribution between Stifel s Global Wealth Management and its Institutional Group segments; (4) benefit from the complementary fit between Stifel s Global Wealth Management and Thomas Weisel Partners asset management business; (5) realize benefits from the expansion of Stifel s west coast market presence and the expansion of Stifel s international capabilities via Thomas Weisel Partners Canadian operations, (6) utilize the skills and relationships of the combined senior management teams; and (7) realize benefits from operating cost efficiencies, which the companies believe will allow them to enhance profitability.

The Thomas Weisel Partners board of directors recommends that you vote FOR the proposal to approve and adopt the merger agreement and approve the merger and FOR each of the other proposals described in the accompanying proxy statement/prospectus. In addition, certain executive officers of Thomas Weisel Partners have agreed to vote their shares of Thomas Weisel Partners common stock and give voting instructions with respect to their exchangeable shares, representing in the aggregate approximately 15.8% of the voting power of the outstanding shares of Thomas Weisel Partners common

Table of Contents

stock and Thomas Weisel Partners special voting preferred stock, FOR the proposal to approve and adopt the merger agreement and approve the merger.

Your vote is very important. Regardless of the number of shares you own or whether or not you plan to attend the Annual Meeting, it is important that your shares be represented and voted. Voting instructions are inside. Holders of exchangeable shares should refer to the voting instructions that are included in the Notice to Exchangeable Shareholders that accompanies this proxy statement/prospectus.

The obligations of Stifel and Thomas Weisel Partners to complete the merger are subject to several conditions set forth in the merger agreement and summarized in the accompanying proxy statement/prospectus. Important information about Stifel, Thomas Weisel Partners, the Annual Meeting, the merger agreement, the merger and the other proposals for consideration at the Annual Meeting is contained in or incorporated by reference into the accompanying proxy statement/prospectus. I urge you to read the entire document, including any documents incorporated by reference into the accompanying proxy statement/prospectus and its annexes, carefully and in their entirety. **In particular, you should carefully consider the discussion in the section entitled Risk Factors beginning on page 43 of the accompany proxy statement/prospectus.**

I look forward to seeing you at the Annual Meeting.

Sincerely,

Thomas W. Weisel

Chairman and Chief Executive Officer

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the accompanying proxy statement/prospectus or determined that the accompanying proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

YOUR VOTE IS IMPORTANT.

PLEASE PROMPTLY SUBMIT YOUR PROXY BY TELEPHONE, INTERNET OR MAIL.

The accompanying proxy statement/prospectus is first being distributed to the stockholders of Thomas Weisel Partners on or about May 24, 2010.

Table of Contents

Sources of Additional Information

The accompanying proxy statement/prospectus incorporates important business and financial information about Stifel and Thomas Weisel Partners from documents that are not included in or delivered with this proxy statement/prospectus. Documents incorporated by reference are available from the applicable company without charge, excluding all exhibits unless the applicable company has specifically incorporated by reference an exhibit in this proxy statement/prospectus. You may obtain documents incorporated by reference in the accompanying proxy statement/prospectus by requesting them in writing or by telephone from the applicable company at the following addresses and telephone numbers:

Stifel Financial Corp.	Thomas Weisel Partners Group, Inc.
Attention: Investor Relations	Attention: Investor Relations
501 North Broadway	One Montgomery Street, Suite 3700
St. Louis, Missouri 63102	San Francisco, California 94014
(314) 342-2000	(415) 364-2500

To receive timely delivery of documents in advance of the Annual Meeting, please make your request no later than June 15, 2010.

If you have any questions about the Annual Meeting or if you need additional copies of the accompanying proxy statement/prospectus, you should contact:

Thomas Weisel Partners Group, Inc.

Attention: Investor Relations

One Montgomery Street, Suite 3700

San Francisco, California 94014

(415) 364-2500

To receive timely delivery of additional copies of this proxy statement/prospectus in advance of the Annual Meeting, please make your request no later than June 15, 2010.

For a more detailed description of the information incorporated by reference into this proxy statement/prospectus and how you may obtain it, see Where You Can Find More Information on page 153 of the accompanying proxy statement/prospectus.

Table of Contents

One Montgomery Street

San Francisco, California 94104

NOTICE OF 2010 ANNUAL MEETING OF STOCKHOLDERS

Time & Date:	June 22, 2010, at 8:00 a.m., Pacific time.
Location: (enter at 120 Kearny Street).	One Montgomery Street, 35th Floor, San Francisco, California
Items of Business:	To consider and vote on a proposal to approve and adopt the Agreement and Plan of Merger, dated as of April 25, 2010 (as it may be amended from time to time, the merger agreement), among Stifel, PTAS, Inc. (which we refer to as Merger Sub), a wholly-owned subsidiary of Stifel, and Thomas Weisel Partners, a copy of which is attached as Annex A to the proxy statement/prospectus accompanying this notice, and approve the merger contemplated by the merger agreement;
	To approve the adjournment of the Annual Meeting, if necessary, for any purpose, including to solicit additional proxies if there are not sufficient votes to approve and adopt the merger agreement and approve the merger at the time of the Annual Meeting;
	To elect eight directors, each to serve until the earliest of Thomas Weisel Partners 2011 annual meeting of stockholders, his or her removal or resignation or, if the merger is completed, the effective time of the merger;
	To ratify the appointment of Deloitte & Touche LLP as Thomas Weisel Partners independent registered accounting firm for 2010; and
	To consider and vote upon any other business that properly comes before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

Adjournments and Postponements	Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed.
Record Date for Voting:	You are entitled to vote (or, in the case of holders of exchangeable shares, direct the trustee to vote as described further below) only if you were a Thomas Weisel Partners stockholder or a holder of exchangeable shares of TWP Acquisition Company (Canada), Inc., as described below, at the close of business on April 30, 2010.

Table of Contents

Meeting Admission:	You are entitled to attend the Annual Meeting only if you were a Thomas Weisel Partners stockholder or joint holder or a holder of exchangeable shares of TWP Acquisition Company (Canada), Inc. as of the close of business on April 30, 2010 or hold a valid proxy for the Annual Meeting. You should be prepared to present photo identification for admittance. In addition, if you are a stockholder of record, your name is subject to verification against the list of stockholders of record on the record date prior to being admitted to the meeting. If you are not a stockholder of record but hold shares through a broker or nominee (*i.e.*, in street name), you should be prepared to provide proof of beneficial ownership on the record date, such as your most recent account statement or similar evidence of ownership. If you do not provide photo identification or comply with the other procedures outlined above upon request, you will not be admitted to the Annual Meeting.

The Annual Meeting will begin promptly at 8:00 a.m., Pacific time. Check-in will begin at 7:30 a.m., Pacific time, and you should allow ample time for check-in procedures.

Voting:	**Your vote is very important**. Whether or not you plan to attend the Annual Meeting, we encourage you to read the accompanying proxy statement/prospectus and submit your proxy or voting instructions for the Annual Meeting as soon as possible. You may submit your proxy or voting instructions for the Annual Meeting by completing, signing, dating and returning the proxy card or voting instruction card in the pre-addressed envelope provided, or, in most cases, by using the telephone or the Internet. For specific instructions on how to vote your shares, please refer to the section entitled The Thomas Weisel Partners Group, Inc. Annual Meeting beginning on page 61 of the accompanying proxy statement/prospectus and the instructions on the proxy card or voting instruction card.
Inspection of List of Stockholders of Record:	A list of the stockholders of record as of April 30, 2010 will be available for inspection during ordinary business hours at the office of Thomas Weisel Partners General Counsel and Secretary, One Montgomery Street, 37th Floor, San Francisco, California 94104, from June 9, 2010 to June 22, 2010, as well as at the Annual Meeting, for any purpose germane to the Annual Meeting.
Holders of Exchangeable Shares:	If you hold exchangeable shares of TWP Acquisition Company (Canada), Inc. and you wish to direct the trustee to cast the votes represented by your exchangeable shares attached to the Thomas Weisel Partners special voting preferred stock, you should follow carefully the voting instructions that are included in the Notice to Exchangeable Shareholders that accompanies this proxy statement/prospectus. The procedure for instructing the trustee differs in certain respects from the procedure for delivering a proxy, including the place for depositing the instruction and the manner of revoking the instruction.
Additional Information:	Important information about Stifel, Thomas Weisel Partners, the Annual Meeting, the merger and the other proposals for consideration at the Annual Meeting is contained in the accompanying proxy

Table of Contents

statement/prospectus. I urge you to read the entire document, including any documents incorporated by reference into the accompanying proxy statement/prospectus and its annexes, carefully and in their entirety. In particular, you should carefully consider the discussion in the section entitled Risk Factors beginning on page 43.

By Order of the board of directors,

Mark P. Fisher

Secretary

May 24, 2010

Table of Contents

TABLE OF CONTENTS

Table of Contents

ii

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE MERGER AND ANNUAL MEETING

The following are some questions that you, as a Thomas Weisel Partners stockholder or holder of exchangeable shares, may have regarding the merger and the other matters being considered at Thomas Weisel Partners 2010 Annual Meeting of Stockholders, which is referred to as the Annual Meeting, and the answers to those questions. You are urged to carefully read this proxy statement/prospectus and the other documents referred to in this proxy statement/prospectus in their entirety because the information in this section does not provide all of the information that might be important to you with respect to the merger and the other matters being considered at the Annual Meeting. Additional important information is contained in the annexes to, and the documents incorporated by reference into, this proxy statement/prospectus. In this proxy statement/prospectus, unless stated to the contrary or the context requires otherwise, the terms the Company, we, our, ours, and us refer to Thomas Weisel Partners and its subsidiaries.

Q: Why am I receiving this proxy statement/prospectus?

A: Stifel and Thomas Weisel Partners have agreed to a merger. Under the terms of the merger agreement that is described in this proxy statement/prospectus, Thomas Weisel Partners will become a wholly-owned subsidiary of Stifel and will no longer be a publicly held corporation. See Proposal One: The Merger and The Merger Agreement. A copy of the merger agreement is attached to this proxy statement/prospectus as Annex A. This proxy statement/prospectus contains important information about Stifel, Thomas Weisel Partners, the Annual Meeting, the merger agreement, the merger and the other proposals for consideration at the Annual Meeting. This document is being delivered to you as both a proxy statement of Thomas Weisel Partners and a prospectus of Stifel in connection with the merger. It is the proxy statement by which the Thomas Weisel Partners board of directors is soliciting proxies from you to vote on the approval and adoption of the merger agreement and the approval of the merger and the other matters to be voted on at Thomas Weisel Partners Annual Meeting or at any adjournment or postponement of the Annual Meeting. It is also the prospectus pursuant to which Stifel will issue (or reserve for issuance) Stifel common stock to you in the merger.

You are receiving this proxy statement/prospectus because you have been identified as a stockholder of Thomas Weisel Partners and may be entitled to vote at the upcoming Annual Meeting or you hold exchangeable shares and may be entitled to instruct the holder of the Thomas Weisel Partners special voting preferred stock how to vote at the upcoming Annual Meeting. To complete the merger, the holders of a majority of the voting power of the outstanding shares of Thomas Weisel Partners common stock and Thomas Weisel Partners special voting preferred stock, voting together as a single class, must vote to approve and adopt the merger agreement and approve the merger, and all other conditions to the merger must be satisfied or waived. You should read this proxy statement/prospectus carefully.

Q: What will happen in the proposed merger?

A: In the merger, Merger Sub, a wholly-owned subsidiary of Stifel, will merge with and into Thomas Weisel Partners. As a result, Thomas Weisel Partners will become a wholly-owned subsidiary of Stifel and will no longer be a publicly held corporation. See Proposal One: The Merger Structure of the Merger.

Q: Why are Stifel and Thomas Weisel Partners proposing to merge?

A: Stifel and Thomas Weisel Partners are proposing to merge because they believe that the complementary strengths of their two companies make a combination compelling and in the best interests of each company and our respective stockholders, clients and employees. Stifel and Thomas Weisel Partners believe the combination of Stifel and Thomas Weisel Partners will:

- realize the benefits of the firms highly complementary investment banking and research platforms, where management believes there is relatively little overlap, including less than 10% overlap in research coverage;

1

Table of Contents

accelerate Stifel s investment banking business growth, while providing scale and stability to Thomas Weisel Partners investment banking operations, by:

expanding Stifel s presence in key growth areas of the global economy, particularly in Technology, Healthcare and Natural Resources;

raising Stifel s profile within the venture capital community, where Thomas Weisel Partners maintains key relationships;

enhancing Stifel s mergers and acquisitions advisory services and equities lead manager credentials; and

expanding the distribution of Thomas Weisel Partners capital markets offerings through Stifel s Institutional Group and Global Wealth Management segments;

diversify the revenue stream and balance the revenue contribution between Stifel s Global Wealth Management and its Institutional Group segments;

benefit from the complementary fit between Stifel s Global Wealth Management and Thomas Weisel Partners asset management business in a natural and complementary way;

realize benefits from the expansion of Stifel s west coast market presence and the expansion of Stifel s international capabilities via Thomas Weisel Partners Canadian operations;

utilize the skills and relationships of the combined senior management teams; and

realize benefits from operating cost efficiencies, which the companies believe will allow them to enhance profitability.

Please see page 70 of this proxy statement/prospectus for the factors considered by the Thomas Weisel Partners board of directors in recommending that Thomas Weisel Partners stockholders vote **FOR** the proposal to approve and adopt the merger agreement and approve the merger. Please see page 80 of this proxy statement/prospectus for Stifel s reasons for the merger.

Q: What will I receive in the merger?

A: If the merger agreement is approved and adopted and the merger is approved by Thomas Weisel Partners stockholders and the merger is completed, you will receive 0.1364 shares of Stifel common stock in exchange for each share of Thomas Weisel Partners common stock that you own. The holder of the one share of Thomas Weisel Partners special voting preferred stock will receive one share of Stifel special voting preferred stock, which will have substantially the same rights and privileges as the Thomas Weisel Partners special voting preferred stock (except that the issuer thereof will be Stifel rather than Thomas Weisel Partners and the voting rights applicable thereto shall apply to Stifel common stock rather than Thomas Weisel Partners common stock).

If you are a Thomas Weisel Partners stockholder, you will not receive fractional shares of Stifel common stock. Instead, you will receive the cash value, without interest, of any fractional share of Stifel common stock that you might otherwise have been entitled to receive, based on the 10-day average closing price for Stifel common stock ending on the second complete trading day prior to the closing date of the merger.

Q: What will holders of exchangeable shares of Thomas Weisel Partners Canadian subsidiary, TWP Acquisition Company (Canada), Inc., receive in the merger?

A: Assuming that the holders of the exchangeable shares approve the Exchangeable Share Amendment, the exchangeable shares will not be converted into other securities as part of the merger. In that case, each exchangeable share will remain outstanding and become exchangeable for 0.1364 shares of Stifel common stock. In the event the Exchangeable Share Amendment is approved, at the effective time of the merger, the

Table of Contents

one outstanding share of Thomas Weisel Partners special voting preferred stock will be canceled and automatically converted into one share of Stifel special voting preferred stock. The one share of Stifel special voting preferred stock will entitle the holder to that number of votes equal to the number of shares of Stifel common stock issuable upon exchange of the exchangeable shares outstanding from time to time other than exchangeable shares held by Stifel or any person directly or indirectly controlled by or under common control of Stifel. Pursuant to the merger agreement, if the Exchangeable Share Amendment is not approved, Thomas Weisel Partners will take all actions necessary to (a) cause TWP Acquisition Company (Canada), Inc. to exercise its right to redeem all of the outstanding exchangeable shares or (b) acquire or cause TWP Holdings Company (Canada), ULC to acquire all of the outstanding exchangeable shares, and, as a result of the merger, holders of exchangeable shares would receive shares of Stifel common stock. For a further description of what holders of exchangeable shares will receive in the merger, see Annex C, entitled Supplemental Information for the Holders of Exchangeable Shares.

Q: How will the merger affect stock options to acquire Thomas Weisel Partners common stock, other equity awards and the warrant?

A: At the effective time of the merger, each Thomas Weisel Partners restricted stock unit award will be converted into the right to receive a number of shares of Stifel common stock equal to the number of shares of Thomas Weisel Partners common stock subject to such award multiplied by the exchange ratio. Following the effective time of the merger, each restricted stock unit will continue to be governed by the same terms and conditions, including any vesting requirements, as were applicable prior to the merger. At the effective time of the merger, all outstanding Thomas Weisel Partners stock options will be converted into the right to acquire a number of shares of Stifel common stock equal to the number of shares of Thomas Weisel Partners common stock subject to such award multiplied by the exchange ratio, and the exercise price of the award will equal the exercise price per share of Thomas Weisel Partners common stock applicable to such award divided by the exchange ratio. Following the effective time of the merger, each stock option will continue to be governed by the same terms and conditions, including any vesting requirements, as were applicable prior to the merger.

At the effective time of the merger, the outstanding Thomas Weisel Partners warrant will be converted into the right to purchase and receive a number of shares of Stifel common stock equal to the number of shares of Thomas Weisel Partners common stock subject to the warrant multiplied by the exchange ratio, and the exercise price of the warrant will equal the exercise price per share of Thomas Weisel Partners common stock of such warrant divided by the exchange ratio.

Q: When do you expect the merger to be completed?

A: Stifel and Thomas Weisel Partners are working toward completing the merger as quickly as possible. The merger is expected to close on or around June 30, 2010, subject to receipt of Thomas Weisel Partners stockholder approval, governmental and regulatory approvals and other usual and customary closing conditions. However, no assurance can be given as to when, or if, the merger will occur.

Q: Are there conditions to completing the merger?

A: Yes. Stifel and Thomas Weisel Partners respective obligations to complete the merger are subject to the satisfaction or waiver of certain specified closing conditions. See The Merger Agreement Conditions to Complete the Merger.

Q: What happens if the merger is not completed?

A: If the merger agreement is not approved and adopted by Thomas Weisel Partners stockholders or if the merger is not completed for any other reason, you will not receive any payment for your shares of Thomas Weisel Partners common stock or Thomas Weisel Partners special voting preferred stock in connection with the merger. Instead, Thomas Weisel Partners will remain an independent public company and its common stock will continue to be listed and traded on the Nasdaq Global Market. If the merger agreement is terminated under specified circumstances, Thomas Weisel Partners may be required to pay Stifel a termination fee of $10,000,000 as described under The Merger Agreement Expenses and Fees Termination Fees Payable by Thomas Weisel Partners beginning on page 102.

Q: Am I entitled to appraisal rights?

A: Holders of Thomas Weisel Partners common stock are not entitled to appraisal rights under the Delaware General Corporation Law in connection with the merger. The holder of the share of Thomas Weisel Partners special voting preferred stock may have appraisal rights under certain conditions and should refer to Annex D for a summary of appraisal rights procedures relating to the Thomas Weisel Partners special voting preferred stock.

Q: What are the tax consequences of the merger to me?

A: The merger is intended to constitute a reorganization for United States federal income tax purposes. If so treated, the exchange of your shares of Thomas Weisel Partners common stock for shares of Stifel common stock generally will not cause you to recognize gain or loss for U.S. federal income tax purposes. However, you will recognize income or gain with respect to cash received instead of any fractional shares of Stifel common stock. It is a condition to the merger that Stifel and Thomas Weisel Partners receive legal opinions to the effect that the merger constitutes such a reorganization for United States federal income tax purposes. These opinions will not bind the Internal Revenue Service, which could take a different view. To review the tax consequences to stockholders in greater detail, see Material United States Federal Income Tax Consequences of the Merger beginning on page 146.

The consequences of the merger to any particular stockholder will depend on that stockholder s particular facts and circumstances. Accordingly, you are urged to consult your own tax advisor to determine your own tax consequences from the merger.

Holders of exchangeable shares should refer to Annex C for a summary of material Canadian federal income tax considerations.

Q: Are there any risks related to the proposed transaction or any risks related to owning Stifel common stock?

A: Yes. You should carefully review the risk factors beginning on page 43.

Q: What stockholder approvals are required for the merger?

A: To approve and adopt the merger agreement and approve the merger, the holders of a majority of the voting power of the outstanding shares of Thomas Weisel Partners common stock and Thomas Weisel Partners special voting preferred stock, voting together as a single class, must vote FOR the approval and adoption of the merger agreement and the approval of the merger. Only holders of record of Thomas Weisel Partners common stock and the one share of Thomas Weisel Partners special voting preferred stock at the close of business on April 30, 2010, referred to in this proxy statement/prospectus as the record date, are entitled to notice of and to vote at the Annual Meeting. As of the record date, there were 26,748,099 shares of Thomas Weisel Partners common stock and one share of Thomas Weisel Partners special voting preferred stock held by the trustee (representing 6,183,121 exchangeable shares entitled to give voting instructions and therefore entitled to 6,183,121 votes) outstanding and entitled to vote at the Annual Meeting. Failure to vote your shares, abstentions and broker non-votes will have the same effect as voting against the proposal to approve and adopt the merger agreement and approve the merger. See The Thomas Weisel Partners Annual Meeting Quorum; Vote Required; Abstentions; Shares Held in Street Name. The election of Thomas Weisel Partners directors and approval of the proposals other than the approval and adoption of the merger agreement and approval of the merger are not a condition to the completion of the merger.

4

Table of Contents

If you hold exchangeable shares of TWP Acquisition Company (Canada), Inc. as of the record date and you wish to direct the trustee to cast the votes represented by your exchangeable shares attached to the Thomas Weisel Partners special voting preferred stock, you should follow carefully the voting instructions that are included in the Notice to Exchangeable Shareholders that accompanies this proxy statement/prospectus. The procedure for instructing the trustee differs in certain respects from the procedure for delivering a proxy, including the place for depositing the instruction and the manner of revoking the instruction.

Q: What stockholder approvals are required for the adjournment of the Annual Meeting, if necessary, for any purpose, including to solicit additional proxies in favor of the approval and adoption of the merger agreement and the approval of the merger?

A: A majority of the votes cast FOR or AGAINST the adjournment of the Annual Meeting, if necessary, for any purpose, including to solicit additional proxies in favor of the approval and adoption of the merger agreement and the approval of the merger must be voted FOR such proposal for it to pass. Abstentions are not treated as a vote FOR or AGAINST, and will have no effect on the outcome of the vote on any proposal to adjourn the Annual Meeting. See The Thomas Weisel Partners Annual Meeting Quorum; Vote Required; Abstentions.

Q: What do I need to do now?

A: Please carefully review this proxy statement/prospectus and vote the proxy card or voting instruction card you receive as soon as possible. Your proxy card or voting instruction card must be received, or you must vote using the telephone or the Internet if available, no later than 11:59 p.m., Eastern time, on June 21, 2010 in order for your shares to be voted at the Annual Meeting, unless you attend and vote at the Annual Meeting.

Q: How does the Thomas Weisel Partners board of directors recommend I vote on the merger and adjournment proposals?

A: After careful consideration, the Thomas Weisel Partners board of directors unanimously determined that the merger and the merger agreement are advisable, and are fair to, and in the best interests of, Thomas Weisel Partners and its stockholders and approved the merger agreement and the merger. Accordingly, the Thomas Weisel Partners board of directors recommends that you vote **FOR** the proposal to approve and adopt the merger agreement and approve the merger and **FOR** the adjournment of the Annual Meeting, if necessary, for any purpose, including to solicit additional proxies in favor of the approval and adoption of the merger agreement and the approval of the merger. See Proposal One: The Merger Thomas Weisel Partners Reasons for the Merger; Recommendation of the Thomas Weisel Partners Board of Directors.

Q: Why is it important for me to vote?

A: Thomas Weisel Partners and Stifel cannot complete the merger without the approval of holders of a majority of the voting power of the outstanding shares of Thomas Weisel Partners common stock and Thomas Weisel Partners special voting preferred stock, voting together as a single class. Therefore, any shares that are not voted will have the same effect as a vote AGAINST the merger.

Q: Have any Thomas Weisel Partners stockholders agreed to vote FOR the merger agreement and the merger?

A: Yes. Thomas Weisel, Chairman and Chief Executive Officer, Lionel P. Conacher, former President and Chief Operating Officer, Thomas Carbeau, Head of Institutional Sales, Richard Gay, Head of Research,

5

Table of Contents

William McLeod, Co-Head of Investment Banking, Brad Raymond, Co-Head of Investment Banking, Paul Slivon, Chairman of Wealth Management, Anthony Stais, Head of Trading, and Shaugn Stanley, Chief Administrative Officer have agreed to vote their shares of Thomas Weisel Partners common stock and give voting instructions with respect to their exchangeable shares, representing in the aggregate, as of the record date, approximately 15.8% of the voting power of the outstanding shares of Thomas Weisel Partners common stock and Thomas Weisel Partners special voting preferred stock, **FOR** the proposal to approve and adopt the merger agreement and approve the merger.

Q: Do I need to send in my Thomas Weisel Partners stock certificates now?

A: No. If the merger is consummated, instructions will be sent to you regarding the exchange of your Thomas Weisel Partners stock certificates for the merger consideration payable to you in the merger.

Q: When and where will the Thomas Weisel Partners Annual Meeting be held?

A: The Annual Meeting will take place on June 22, 2010, at One Montgomery Street, 35th Floor, San Francisco, California, commencing at 8:00 a.m., Pacific time.

Q: What matters will be voted on at the Annual Meeting?

A: You will be asked to vote on the following proposals:

To approve and adopt the merger agreement and approve the merger contemplated by the merger agreement;

To approve the adjournment of the Annual Meeting, if necessary, for any purpose, including to solicit additional proxies if there are not sufficient votes to approve and adopt the merger agreement and approve the merger at the time of the Annual Meeting;

To elect eight directors, each to serve until the earliest of Thomas Weisel Partners 2011 annual meeting of stockholders, his or her removal or resignation or, if the merger is completed, the effective time of the merger;

To ratify the appointment of Deloitte & Touche LLP as Thomas Weisel Partners independent registered accounting firm for 2010; and

To conduct any other business that properly comes before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

Q: What vote is needed for each proposal?

A: The following are the vote requirements for the various proposals:

Approval and Adoption of the Merger Agreement and Approval of the Merger: You may vote FOR, AGAINST or ABSTAIN with respect to the approval and adoption of the merger agreement and approval of the merger. To approve and adopt the merger agreement and approve the merger, the holders of a majority of the voting power of the outstanding shares of Thomas Weisel Partners common stock and Thomas Weisel Partners special voting preferred stock, voting together as a single class, must vote FOR the approval and adoption of the merger agreement and the approval of the merger.

Election of Directors. You may vote FOR or WITHHOLD with respect to any or all director nominees. The election of a director requires a plurality of the votes that are cast FOR the election of directors. Accordingly, the eight nominees receiving the highest number of FOR (among votes properly cast in person or by proxy and entitled to vote) will be elected. A properly executed proxy marked WITHHOLD with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, and because there are eight nominees for eight director positions, WITHHOLD votes will have no effect on the outcome of the vote for the election of directors.

Table of Contents

All Other Matters. You may vote FOR, AGAINST or ABSTAIN with respect to all other matters at the Annual Meeting. A majority of the votes cast FOR or AGAINST each other matter must be voted FOR such matter for it to pass. Abstentions are not treated as a vote FOR or AGAINST a proposal and will have no effect on the outcome of the vote for such proposal.

Q: Who are the director nominees?

A: The eight director nominees are Thomas W. Weisel, Thomas I.A. Allen, Matthew R. Barger, Michael W. Brown, Robert E. Grady, B. Kipling Hagopian, Alton F. Irby III and Timothy A. Koogle. Each of the eight nominees is currently a member of the Thomas Weisel Partners board of directors and has been recommended for election to the Thomas Weisel Partners board of directors by Thomas Weisel Partners Corporate Governance and Nominations Committee and approved and nominated for election by the Thomas Weisel Partners board of directors. See Proposal Three Election of Directors.

Q: How does the Thomas Weisel Partners board of directors recommend that I vote with respect to the election of directors?

A: The Thomas Weisel Partners board of directors unanimously recommends that you vote **FOR** the election of each of the nominated directors. See Proposal Three Election of Directors.

Q: As a Thomas Weisel Partners stockholder, why am I electing Thomas Weisel Partners directors when I am being asked to approve and adopt the merger agreement and approve the merger?

A: Delaware law requires Thomas Weisel Partners to hold a meeting of its stockholders each year. Thomas Weisel Partners has determined that it will observe this requirement and hold the meeting to elect directors to the Thomas Weisel Partners board of directors such that the directors elected at the Annual Meeting will serve as directors of Thomas Weisel Partners following the Annual Meeting through the earliest of Thomas Weisel Partners 2011 annual meeting of stockholders, his or her removal or resignation or, if the merger is completed, the effective time of the merger. Upon completion of the merger, the individuals serving as Thomas Weisel Partners directors immediately prior to the completion of the merger are expected to resign and will be replaced by designees of Stifel, although some of the current Thomas Weisel Partners directors may be nominated to become members of Stifel s board of directors. See Proposal One: The Merger Board of Directors and Executive Officers of Stifel Following the Merger.

Q: Who can vote at the Annual Meeting?

A: Thomas Weisel Partners stockholders of record at the close of business on the record date are entitled to vote at the Annual Meeting.

Q: What if I own exchangeable shares?

A: Voting instructions for directing the trustee to cast the votes represented by your exchangeable shares, as well as instructions for attending the Annual Meeting if you hold exchangeable shares, are included in the Notice to Exchangeable Shareholders that accompanies this proxy statement/prospectus. The procedure for instructing the trustee differs in certain respects from the procedure for delivering a proxy, including the place for depositing the instruction and the manner of revoking the instruction. If you do not provide voting instructions for your exchangeable shares, they cannot be voted by the trustee and will not be counted for any purposes, including for determining the presence or absence of a quorum for the transaction of business.

Q: What is the record date for the Annual Meeting?

A: The record date for the Annual Meeting is April 30, 2010.

Table of Contents

Q: What constitutes a quorum for purposes of the Annual Meeting?

A: The holders of shares entitled to cast a majority of the total votes of the outstanding shares of Thomas Weisel Partners common stock and Thomas Weisel Partners special voting preferred stock on April 30, 2010, the record date, present in person or represented by proxy at the Annual Meeting and entitled to vote, will constitute a quorum for the transaction of business at the Annual Meeting. Withheld votes, abstentions and broker non-votes are counted for purposes of determining the presence or absence of a quorum for the transaction of business.

Q: How can I vote?

A: If you are a stockholder of record, you may submit a proxy for the Annual Meeting by: (1) completing, signing, dating and returning the proxy card in the pre-addressed envelope provided; (2) using the telephone; or (3) using the Internet. For specific instructions on how to use the telephone or the Internet to submit a proxy for the Annual Meeting, please refer to the instructions on your proxy card.

Voting instructions for directing the trustee to cast the votes represented by your exchangeable shares, as well as instructions for attending the Annual Meeting if you hold exchangeable shares, are included in the Notice to Exchangeable Shareholders that accompanies this proxy statement/prospectus. The procedure for instructing the trustee differs in certain respects from the procedure for delivering a proxy, including the place for depositing the instruction and the manner of revoking the instruction.

If you hold your shares of Thomas Weisel Partners common stock or exchangeable shares in a stock brokerage account or if your shares are held by a bank or nominee (i.e., in street name), you must provide the stockholder of record of your shares with instructions on how to vote your shares. Please check the voting instruction card used by your broker or nominee to see if you may use the telephone or the Internet to provide instructions on how to vote your shares.

If you are a stockholder of record, you may also vote in person at the Annual Meeting. If you hold shares in a stock brokerage account or if your shares are held by a bank or nominee (i.e., in street name), you may not vote in person at the Annual Meeting unless you obtain a signed proxy from the stockholder of record giving you the right to vote the shares. You will also need to present photo identification and comply with the other procedures described in The Thomas Weisel Partners Annual Meeting Date, Time and Place; Attending the Annual Meeting on page 61. Giving a proxy will not affect your right to vote your Thomas Weisel Partners shares if you attend the Annual Meeting and want to vote in person.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: Many Thomas Weisel Partners stockholders hold their shares through a broker, bank or other nominee rather than directly in their own name. There are some important distinctions between shares held of record and shares beneficially owned.

Stockholder of Record: If your shares are registered directly in your name with Thomas Weisel Partners transfer agent, you are considered the stockholder of record with respect to those shares and this proxy statement/prospectus is being sent directly to you by Thomas Weisel Partners. As a stockholder of record, you have the right to grant your proxy directly to Thomas Weisel Partners or to vote in person at the Annual Meeting. Thomas Weisel Partners has enclosed a proxy card for your use.

Beneficial Owner: If your shares are held in a brokerage account, bank account or by another nominee, you are considered the beneficial owner of shares held in street name, and this proxy statement/prospectus is being forwarded to you by your broker, bank or nominee together with a voting instruction card. As the beneficial owner, you have the right to direct your broker, bank or other nominee how to vote and are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you obtain a legal proxy from the broker, bank or nominee that holds your shares, giving you the right to vote the shares instead of the broker, bank or nominee holding your shares. Your broker, bank or nominee has enclosed voting instructions for your use in directing your broker, bank or nominee how to vote your shares.

Table of Contents

Q: ***What do I do if I receive more than one proxy statement/prospectus or set of voting instructions?***

A: If you hold shares directly as a stockholder of record and also in street name, or otherwise through a nominee, you may receive more than one proxy statement/prospectus and/or set of voting instructions relating to the meeting. These should each be voted and/or returned separately in order to ensure that all of your shares are voted.

Q: ***What happens if I don t indicate how to vote on my proxy card?***

A: If you sign and send in your proxy card and do not indicate how you want to vote, your proxy will be counted voted as the Thomas Weisel Partners board of directors recommends, which is:

FOR the approval and adoption of the merger agreement and approval of the merger;

FOR the approval of the adjournment of the meeting, if necessary, for any purpose, including to solicit additional proxies if there are not sufficient votes to approve and adopt the merger agreement and approve the merger;

FOR the election to the Thomas Weisel Partners board of directors of each of the nominees for director named in this proxy statement/prospectus; and

FOR the ratification of the appointment of Deloitte & Touche LLP as Thomas Weisel Partners independent auditors for 2010.

Q: ***What happens if I do not vote?***

A: If you do not sign and send in your proxy card, vote using the telephone or the Internet or vote at the Annual Meeting, or submit voting instructions, as applicable, it will have the effect of a vote against the approval and adoption of the merger agreement and approval of the merger, but it will not affect all other proposals, including the election of directors, the adjournment proposal and the proposal to ratify the appointment of the independent registered public accounting firm. See The Annual Meeting Quorum; Required Votes; Abstentions; Shares Held in Street Name.

Q: ***What happens if I abstain?***

A: Abstentions are counted as present and entitled to vote for purposes of determining a quorum. For the proposal to approve and adopt the merger agreement and approve the merger, abstentions have the same effect as a vote against the merger. If you abstain from voting with respect to the other proposals, including the election of directors, the adjournment proposal and the proposal to ratify the appointment of the independent registered public accounting firm, you will effectively not vote on that matter at the meeting. Abstentions are not considered to be votes cast under the Thomas Weisel Partners bylaws or under the laws of Delaware (Thomas Weisel Partners state of incorporation) and will have no effect on the outcome of the vote for any proposals other than the proposal to approve and adopt the merger agreement and approve the merger.

Q: ***If my shares are held in street name by my broker, will my broker automatically vote my shares for me?***

A: *No.* If your shares are held in an account at a broker, you must instruct the broker on how to vote your shares. If you do not provide voting instructions to your broker, your shares will not be voted on any proposal on which your broker does not have discretionary authority to vote. This is called a broker non-vote. In these cases, the broker can register your shares as being present at the meeting for purposes of determining the presence of a quorum but will not be able to vote on those matters for which specific authorization is required. Under the current rules of the NYSE, we believe that brokers do not have discretionary authority to vote on the proposal to approve and adopt the merger agreement and approve the merger or the election of directors, but that the ratification of the appointment of independent auditors is a routine matter on which brokers will be permitted to vote any un-voted shares. Accordingly, a broker non-vote will have the same effect as a vote

Table of Contents

against approval and adoption of the merger agreement and approval of the merger and a WITHHOLD vote for the election of directors, but will have no effect on whether the other proposals are approved. Because Thomas Weisel Partners LLC is affiliated with Thomas Weisel Partners, NYSE policy specifies that when Thomas Weisel Partners LLC votes on routine matters , it may do so only in the same proportion as all other shares of record are voted with respect to each proposal.

Q: Can I change my vote after I have voted?

A: Yes. Thomas Weisel Partners stockholders of record may revoke their proxies at any time prior to the time their proxies are voted at the Annual Meeting. Proxies may be revoked by written notice to the corporate secretary of Thomas Weisel Partners, by a later-dated proxy signed and returned by mail, or by attending the Annual Meeting and voting in person. However, attending the Annual Meeting without voting will not revoke your previously submitted proxy. Thomas Weisel Partners stockholders of record may also revoke proxies by a later-dated proxy using the telephone or the Internet voting procedures described on their proxy cards.

Thomas Weisel Partners stockholders whose shares are held in the name of a broker or nominee may change their votes by submitting new voting instructions to their brokers or nominees. Those Thomas Weisel Partners stockholders may not vote their shares in person at the Annual Meeting unless they obtain a signed proxy from the stockholder of record giving them the right to vote their shares.

Holders of exchangeable shares should refer to the Notice to Exchangeable Shareholders that accompanies this proxy statement/prospectus, informing such holders of their rights with respect to directing the voting of the votes attached to the share of Thomas Weisel Partners special voting preferred stock.

Q: Who will count the votes?

A: Thomas Weisel Partners has retained BNY Mellon Stockholder Services to receive and tabulate the votes in connection with the Annual Meeting. Thomas Weisel Partners has also retained through BNY Mellon Stockholder Services an election inspector that will certify the results and perform any other acts required by the Delaware General Corporation Law.

Q: What do I do if I have questions?

A: If you have any questions about the Annual Meeting or if you need additional copies of this proxy statement/prospectus, you should contact:

Thomas Weisel Partners Group, Inc.

Attention: Investor Relations

One Montgomery Street, Suite 3700

San Francisco, California 94014

(415) 364-2500

This proxy statement/prospectus incorporates important business and financial information about Stifel and Thomas Weisel Partners that is not included in, or delivered with, this proxy statement/prospectus. The applicable company will provide you with copies of the information relating to such company, without charge, upon written or oral request to:

Stifel Financial Corp.	Thomas Weisel Partners Group, Inc.
Attention: Investor Relations	Attention: Investor Relations
501 North Broadway	One Montgomery Street, Suite 3700
St. Louis, Missouri 63102	San Francisco, California 94014
(314) 342-2000	(415) 364-2500

10

Table of Contents

SUMMARY

This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. You are encouraged to read carefully this entire proxy statement/prospectus and the other documents referred to in this proxy statement/prospectus because the information in this section does not provide all of the information that might be important to you with respect to the merger agreement, the merger and the other matters being considered at the Annual Meeting. See Where You Can Find More Information on page 153. The merger agreement is attached as Annex A to this proxy statement/prospectus and is incorporated herein by reference. You are encouraged to read it, as it is the most important legal document that governs the merger. Page references are included in parentheses to direct you to a more complete description contained elsewhere in this proxy statement/prospectus of the topics presented in this summary. ***In addition, Stifel and Thomas Weisel Partners encourage you to read the information incorporated by reference into this proxy statement/prospectus, which includes important business and financial information about Stifel and Thomas Weisel Partners that has been filed with the Securities and Exchange Commission, which is referred to as the SEC in this proxy statement/prospectus. You may obtain the information incorporated by reference into this proxy statement/prospectus without charge by following the instructions in the section titled Where You Can Find More Information beginning on page 153 of this proxy statement/prospectus.***

The Companies

Stifel Financial Corp.

501 North Broadway

St. Louis, Missouri 63102

(314) 342-2000

Stifel (NYSE: SF) is a financial services holding company headquartered in St. Louis. Stifel operates 294 offices in 42 states and the District of Columbia through its principal subsidiary, Stifel, Nicolaus & Company, Incorporated, and in three European offices through its subsidiary, Stifel Nicolaus Limited. Stifel, with operations in two business segments: Global Wealth Management and Institutional Group (formerly Capital Markets), provides securities brokerage, investment banking, trading, investment advisory, and related financial services, primarily, to individual investors, professional money managers, businesses, and municipalities. Stifel Bank & Trust, a Missouri retail and commercial bank, offers a full range of consumer and commercial lending solutions.

The Global Wealth Management segment consists of two businesses, the private client group and Stifel Bank. The private client group includes branch offices and independent contractor offices of our broker-dealer subsidiaries located throughout the United States, primarily in the Midwest and Mid-Atlantic regions with a growing presence in the Northeast, Southeast and Western United States. These branches provide securities brokerage services, including the sale of equities, mutual funds, fixed income products, and insurance, as well as offering banking products to their private clients through Stifel Bank, which provides residential, consumer, and commercial lending, as well as FDIC-insured deposit accounts to customers of our broker-dealer subsidiaries and to the general public.

The Institutional Group segment includes institutional sales and trading. It provides securities brokerage, trading, and research services to institutions with an emphasis on the sale of equity and fixed income products. This segment also includes the management of and participation in underwritings for both corporate and public finance (exclusive of sales credits, which are included in the Global Wealth Management segment), merger and acquisition, and financial advisory services.

Additional information about Stifel and its subsidiaries is included in documents incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information beginning on page 153.

Table of Contents

Thomas Weisel Partners Group, Inc.

One Montgomery Street, Suite 3700

San Francisco, California 94014

(415) 364-2500

Thomas Weisel Partners (NASDAQ: TWPG) is an investment bank, founded in 1998, focused principally on the growth sectors of the economy. Thomas Weisel Partners generates revenues from three principal sources: investment banking, brokerage and asset management. The investment banking group is comprised of two primary categories of services: corporate finance and strategic advisory. The brokerage group provides equity sales and trading services to institutional investors, and offers brokerage, advisory services to high-net-worth individuals and corporate clients. The asset management group consists of: private investment funds, public equity investment products and distribution management. Thomas Weisel Partners is headquartered in San Francisco with additional offices in Baltimore, Boston, Calgary, Chicago, Dallas, Denver, New York, Portland, Toronto, London and Zurich.

Additional information about Thomas Weisel Partners and its subsidiaries is included in documents incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information beginning on page 153.

PTAS, Inc.

501 North Broadway

St. Louis, Missouri 63102

(314) 342-2000

PTAS, Inc., sometimes referred to in this proxy statement/prospectus as Merger Sub, is a newly-formed and wholly-owned subsidiary of Stifel. If Stifel and Thomas Weisel Partners complete the merger, Merger Sub will be merged with and into Thomas Weisel Partners, with Thomas Weisel Partners becoming a wholly-owned subsidiary of Stifel. Merger Sub was organized solely for use in the merger. Merger Sub has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement.

The Merger

(see page 88)

Stifel and Thomas Weisel Partners agreed to the acquisition of Thomas Weisel Partners by Stifel under the terms of the merger agreement that is described in this proxy statement/prospectus. Pursuant to the merger agreement, Merger Sub will merge with and into Thomas Weisel Partners, with Thomas Weisel Partners continuing as a wholly owned subsidiary of Stifel. It is intended that the merger will be effected immediately after the effective time of the merger without further approval, authorization or direction from or by any of the parties to the merger agreement. Stifel and Thomas Weisel Partners have attached the merger agreement as Annex A to this proxy statement/prospectus. Stifel and Thomas Weisel Partners encourage you to read carefully the merger agreement in its entirety because it is the legal document that governs the merger.

Effects of the Merger; Merger Consideration

(see page 89)

At the effective time of the merger, each share of Thomas Weisel Partners common stock issued and outstanding, except for shares of Thomas Weisel Partners common stock that are owned by Thomas Weisel Partners or Stifel or by any direct or indirect wholly-owned subsidiary of Thomas Weisel Partners (which will be canceled as a result of the merger) will be converted into the right to receive, subject to certain adjustments as described below, 0.1364 shares of Stifel common stock.

Table of Contents

Other than a possible adjustment under limited circumstances as described in the following paragraph, the exchange ratio of 0.1364 of a share of Stifel common stock is fixed, and it will not change between now and the date of the merger, including as a result of a change in the trading price of Stifel common stock or Thomas Weisel Partners common stock or the operating and financial performance of either company. Therefore, the specific dollar value of the shares of Stifel common stock received by Thomas Weisel Partners stockholders in the merger will depend on the market value of Stifel common stock at the time the merger is completed.

The exchange ratio will be adjusted if between signing of the merger agreement and the effective time of the merger the outstanding Stifel common stock or Thomas Weisel Partners common stock, or securities convertible or exchangeable into or exercisable into Stifel common stock or Thomas Weisel Partners common stock, is changed into a different number of shares or different class by reason of any distribution, reclassification, stock split (including a reverse split), stock dividend or distribution, recapitalization, merger, subdivision, issuer tender or exchange offer with a record date within such period, or any similar event occurs, in which case the exchange ratio will be adjusted to eliminate the effects of such event on the merger consideration.

Assuming that the holders of the exchangeable shares approve the Exchangeable Share Amendment, the exchangeable shares will not be converted into other securities as part of the merger. In that case, each exchangeable share will remain outstanding and become exchangeable for 0.1364 shares of Stifel common stock. In the event the Exchangeable Share Amendment is approved, at the effective time of the merger, the one outstanding share of Thomas Weisel Partners special voting preferred stock will be canceled and automatically converted into one share of Stifel special voting preferred stock. The one share of Stifel special voting preferred stock will entitle the holder to that number of votes equal to the number of shares of Stifel common stock issuable upon exchange of the exchangeable shares outstanding from time to time other than exchangeable shares held by Stifel or any person directly or indirectly controlled by or under common control of Stifel. Pursuant to the merger agreement, if the Exchangeable Share Amendment is not approved, Thomas Weisel Partners will take all actions necessary to (a) cause TWP Acquisition Company (Canada), Inc. to exercise its right to redeem all of the outstanding exchangeable shares or (b) acquire or cause TWP Holdings Company (Canada), ULC to acquire all of the outstanding exchangeable shares, and, as a result of the merger, holders of exchangeable shares would receive shares of Stifel common stock. For a more complete description of what holders of exchangeable shares will receive in the merger, see Annex C, entitled Supplemental Information for the Holders of Exchangeable Shares.

Stifel will not issue fractional shares of Stifel common stock in the merger. As a result, Thomas Weisel Partners shareholders will receive cash for any fractional shares of Stifel common stock that they would otherwise be entitled to receive in the merger. For a full description of the treatment of fractional shares, see The Merger Agreement Merger Consideration beginning on page 87 of this proxy statement/prospectus.

For a full description of the merger consideration, see The Merger Agreement Merger Consideration beginning on page 89 of this proxy statement/prospectus.

Treatment of Thomas Weisel Partners Stock Options and Other Equity-Based Awards and Warrant

(see page 89)

At the effective time of the merger, each Thomas Weisel Partners restricted stock unit award will be converted into the right to receive a number of shares of Stifel common stock equal to the number of shares of Thomas Weisel Partners common stock subject to such award multiplied by the exchange ratio. Following the effective time of the merger, each restricted stock unit will continue to be governed by the same terms and conditions, including any vesting requirements, as were applicable prior to the merger. At the effective time of the merger, all outstanding Thomas Weisel Partners stock options will be converted into the right to acquire a number of shares of Stifel common stock equal to the number of shares of Thomas Weisel Partners common stock subject to such award multiplied by the exchange ratio, and the exercise price of the award will equal the exercise price per share of Thomas Weisel Partners common stock applicable to such award divided by the exchange ratio. Following the

Table of Contents

effective time of the merger, each stock option will continue to be governed by the same terms and conditions, including any vesting requirements, as were applicable prior to the merger.

At the effective time of the merger, the outstanding Thomas Weisel Partners warrant will be converted into the right to purchase and receive a number of shares of Stifel common stock equal to the number of shares of Thomas Weisel Partners common stock subject to the warrant multiplied by the exchange ratio, and the exercise price of the warrant will equal the exercise price per share of Thomas Weisel Partners common stock of such warrant divided by the exchange ratio.

Risk Factors

(see page 43)

By voting in favor of the proposal to approve and adopt the merger agreement and approve the merger, you will be choosing to invest in Stifel common stock. An investment in Stifel common stock involves a high degree of risk. In addition to the other information contained in or incorporated by reference into this proxy statement/prospectus, you should carefully consider the factors discussed under the caption entitled Risk Factors beginning on page 43 in deciding whether to vote in favor of the proposal to approve and adopt the merger agreement and approve the merger.

This proxy statement/prospectus (including the documents incorporated by reference into this proxy statement/prospectus) contains forward-looking statements that involve risks, uncertainties and assumptions, such as statements of Stifel s, Thomas Weisel Partners and the combined company s plans, objectives, expectations and intentions. When used in this proxy statement/prospectus and the documents incorporated by reference into this proxy statement/prospectus, the words as may , might , should , expects , anticipates , believes , estimate intends , plans , seeks , will , should , would , projects , predicts , continues and similar expressions or the negatives of these terms an comparable terminology are intended to identify certain of these forward-looking statements. Because these forward-looking statements involve risks, uncertainties and assumptions, including those discussed under the caption entitled Risk Factors , the actual results of Stifel, Thomas Weisel Partners and the combined company could differ materially from those expressed or implied by the forward-looking statements in this proxy statement/prospectus and the documents incorporated by reference into this proxy statement/prospectus.

The Annual Meeting; Thomas Weisel Partners Stockholders Entitled to Vote; Required Vote

(see page 61)

The annual meeting of Thomas Weisel Partners stockholders will be held on June 22, 2010 at 8:00 a.m., local time, at the offices of Thomas Weisel Partners Group, Inc., One Montgomery Street, 35th floor, San Francisco, California. At the annual meeting, Thomas Weisel Partners stockholders will be asked to:

- consider and vote on a proposal to approve and adopt the merger agreement and approve the merger contemplated by the merger agreement;
- approve the adjournment of the Annual Meeting, if necessary, for any purpose, including to solicit additional proxies if there are not sufficient votes to approve and adopt the merger agreement and approve the merger at the time of the Annual Meeting;
- elect eight directors, each to serve until the earliest of Thomas Weisel Partners 2011 annual meeting of stockholders, his or her removal or resignation or, if the merger is completed, the effective time of the merger;

Table of Contents

ratify the appointment of Deloitte & Touche LLP as Thomas Weisel Partners independent registered public accounting firm for 2010; and

conduct any other business that properly comes before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

The close of business on April 30, 2010 was the record date for the Annual Meeting. Only Thomas Weisel Partners stockholders on the record date are entitled to notice of and to vote at the Annual Meeting. Each share of Thomas Weisel Partners common stock will be entitled to one vote on each matter to be acted upon at the Annual Meeting. The share of Thomas Weisel Partners special voting preferred stock held by the trustee is entitled to cast a number of votes equal to the number of the outstanding exchangeable shares, excluding shares held by Thomas Weisel Partners or any person directly or indirectly controlled by or under common control with Thomas Weisel Partners, on each matter to be acted upon at the Annual Meeting. On the record date, there were 26,748,099 shares of Thomas Weisel Partners common stock outstanding and one share of Thomas Weisel Partners special voting preferred stock held by the trustee (representing 6,183,121 exchangeable shares entitled to give voting instructions and therefore entitled to 6,183,121 votes). The holders of Thomas Weisel Partners common stock and Thomas Weisel Partners special voting preferred stock will vote together as a single class at the Annual Meeting.

The approval of holders of a majority of the voting power of the outstanding shares of Thomas Weisel Partners common stock and Thomas Weisel Partners special voting preferred stock (representing 6,183,121 exchangeable shares entitled to give voting instructions and therefore entitled to 6,183,121 votes), voting together as a single class, is required to approve and adopt the merger agreement and approve the merger.

Thomas Weisel, Chairman and Chief Executive Officer, Lionel F. Conacher, former President and Chief Operating Officer, Thomas Carbeau, Head of Institutional Sales, Richard Gay, Head of Research, William McLeod, Co-Head of Investment Banking, Brad Raymond, Co-Head of Investment Banking, Paul Slivon, Chairman of Wealth Management, Anthony Stais, Head of Trading, and Shaugn Stanley, Chief Administrative Officer have agreed to vote their shares of Thomas Weisel Partners common stock and give voting instructions with respect to their exchangeable shares, representing in the aggregate, as of the record date, approximately 15.8% of the voting power of the outstanding shares of Thomas Weisel Partners common stock and Thomas Weisel Partners special voting preferred stock, FOR the proposal to approve and adopt the merger agreement and approve the merger.

Recommendation of the Thomas Weisel Partners Board of Directors and Thomas Weisel Partners Reasons for the Merger

(See page 70)

After careful consideration of the numerous factors described in the section entitled Proposal One: The Merger Thomas Weisel Partners Reasons for the Merger; Recommendation of the Thomas Weisel Partners Board of Directors beginning on page 70 of this proxy statement/prospectus, the Thomas Weisel Partners board of directors unanimously determined that the merger and the merger agreement are advisable, and are fair to, and in the best interests of, Thomas Weisel Partners and its stockholders. Accordingly, the Thomas Weisel Partners board of directors recommends that you vote **FOR** the proposal to approve and adopt the merger agreement and approve the merger.

In addition, the Thomas Weisel Partners board of directors recommends that you vote **FOR** the other proposals described in this proxy statement/prospectus.

Opinion of Thomas Weisel Partners Financial Advisor

(See page 73)

On April 25, 2010, Houlihan Lokey Howard & Zukin Financial Advisors, Inc., which we refer to as Houlihan Lokey, rendered its oral opinion to the board of directors of Thomas Weisel Partners (which was subsequently confirmed in writing by delivery of Houlihan Lokey s written opinion dated the same date) to the effect that, as of April 25, 2010, the exchange ratio provided for in the proposed merger was fair to the holders of Shares from a financial point of view.

Houlihan Lokey s opinion was directed to the board of directors of Thomas Weisel Partners and addressed only the fairness to the holders of Shares, from a financial point of view, of the exchange ratio provided for in the proposed merger, and did not address any other aspect or implication of the proposed merger. The summary of Houlihan Lokey s opinion in this proxy statement prospectus is qualified in its entirety by reference to the full text of its written opinion, which is included as Annex B to this proxy statement prospectus and which sets forth the procedures followed, assumptions made, qualifications and limitations on the review undertaken and other matters considered by Houlihan Lokey in preparing its opinion. However, neither Houlihan Lokey s written opinion nor the summary of its opinion and the related analyses set forth in this proxy statement prospectus are intended to be, and do not constitute advice or a recommendation to any holder of Shares as to how such holder should act or vote with respect to any matter relating to the proposed merger. See The Merger Opinion of Thomas Weisel Partners Financial Advisor beginning on page 73.

No Stifel Stockholder Approval

(See page 83)

Stifel stockholders are not required to approve and adopt the merger agreement or approve the merger or the issuance of shares of Stifel common stock or the share of Stifel special voting preferred stock as part of the merger consideration.

Interests of Certain Persons in the Merger

(See page 81)

When considering the recommendation by the Thomas Weisel Partners board of directors to vote FOR the proposal to approve and adopt the merger agreement and approve the merger, you should be aware that some directors and executive officers of Thomas Weisel Partners have interests in the merger that may be different from your interests. Stifel currently anticipates that the senior management of Thomas Weisel Partners, including several of its executive officers, will be executive officers and/or key employees of Stifel following the merger. Some directors, officers and employees of Thomas Weisel Partners who hold stock options and/or restricted stock units pursuant to existing plans may receive certain benefits following the closing of the merger, including accelerated vesting of those stock options and/or restricted stock units. Some directors, executive officers and employees of Thomas Weisel Partners who are parties to stockholders agreements with Thomas Weisel Partners are also entitled to early release of certain transfer restrictions with respect to the Thomas Weisel Partners common stock and the exchangeable shares held by them upon completion of the merger. Thomas Weisel Partners directors and officers will also receive indemnification from Stifel, and Stifel has agreed to provide and pay for liability insurance benefits for members of the Thomas Weisel Partners board of directors. The Thomas Weisel Partners board of directors was aware of these interests and considered them in approving the merger agreement and the merger.

Security Ownership by Directors and Executive Officers of Thomas Weisel Partners

(See page 148)

As of the record date for the Annual Meeting, the directors and executive officers of Thomas Weisel Partners and their affiliates, as a group, beneficially owned approximately 16.6% of the outstanding voting power of Thomas Weisel Partners common stock and Thomas Weisel Partners special voting preferred stock. The approval of the holders of a majority of the voting power of the outstanding shares of Thomas Weisel Partners common stock and Thomas Weisel Partners special voting preferred stock, voting together as a single class, is required to approve and adopt the merger agreement and approve the merger.

Table of Contents

Ownership of Stifel Following the Merger

(See page 83)

If the merger is completed, holders of Thomas Weisel Partners common stock and exchangeable shares collectively will receive approximately 4.491 million shares of Stifel common stock in the merger or upon exchange of their exchangeable shares based on the number of shares of Thomas Weisel Partners common stock outstanding as of the record date.

Based on the number of shares of Stifel common stock and Thomas Weisel Partners common stock outstanding as of April 30, 2010, current Thomas Weisel Partners stockholders and exchangeable shareholders are expected to own approximately 12.6% of the outstanding common stock of Stifel (including Stifel common stock issuable in respect of any exchangeable shares) following the merger.

Listing of Stifel Common Stock and Delisting and Deregistration of Thomas Weisel Partners Common Stock

(See page 87)

Application will be made to have the shares of Stifel common stock issued in the merger approved for listing on the NYSE and the Chicago Stock Exchange. If the merger is completed, Thomas Weisel Partners common stock will no longer be listed on the NASDAQ Global Market and will be deregistered under the Exchange Act, and Thomas Weisel Partners will no longer file periodic reports with the SEC.

Regulatory Approvals

(See page 85)

Stifel and Thomas Weisel Partners have both agreed to use their reasonable best efforts to apply for and obtain all regulatory approvals necessary or advisable in connection with the transactions contemplated by the merger agreement. These regulatory approvals include: approvals from the Financial Industry Regulatory Authority, the Investment Industry Regulatory Organization of Canada, the United Kingdom Financial Services Authority, certain Canadian provincial securities regulatory authorities, the Toronto Stock Exchange, the TSX Venture Exchange, the New York Stock Exchange and the Chicago Stock Exchange, among others.

The Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or the HSR Act, prohibits Stifel and Thomas Weisel Partners from completing the merger until Stifel and Thomas Weisel Partners have furnished certain information and materials to the Antitrust Division of the Department of Justice and the Federal Trade Commission and the required waiting period has expired or been terminated. Stifel and Thomas Weisel Partners intend to each file the required notification and report forms as soon as practicable after the date of this proxy statement/prospectus.

Appraisal Rights

(See page 86)

Holders of Thomas Weisel Partners common stock are not entitled to appraisal rights under the Delaware General Corporation Law in connection with the merger. The holder of the share of Thomas Weisel Partners special voting preferred stock may have appraisal rights under certain conditions and should refer to Annex D for a summary of appraisal rights procedures relating to Thomas Weisel Partners special voting preferred stock.

Table of Contents

Conditions To Complete The Merger

(See page 99)

Each of Stifel s, Merger Sub s and Thomas Weisel Partners obligation to effect the merger is subject to the satisfaction (or, to the extent permissible, waiver) of a number of conditions, including:

- approval and adoption of the merger agreement and approval of the merger by Thomas Weisel Partners stockholders in accordance with Delaware law;

- the absence of any applicable law that prohibits, makes the merger illegal or enjoins the consummation of the merger;

- such authorizations, consents, orders, declarations or approvals of, or filings with, or terminations or expirations of waiting periods imposed by, governmental authorities as set forth in the disclosure schedules to the merger agreement having been obtained, made or occurred to the extent that any failure to obtain such authorizations, consents, orders, declarations or approvals of, or to make filings with, or to have terminations or expirations of waiting periods occur that would have or would reasonably be likely to have, individually or in the aggregate, a material adverse effect, as defined in the merger agreement, on Thomas Weisel Partners or Stifel;

- the accuracy of representations and warranties of Thomas Weisel Partners or Stifel, as applicable, contained in the merger agreement without regard to any materiality qualification, except to the extent that the failure of any such representation and warranty, individually or in the aggregate does not have, and would not reasonably be likely to have, a material adverse effect on Thomas Weisel Partners or Stifel, as applicable; and

- subsequent to the date of the merger agreement, there not having occurred any event, occurrence, revelation or development of a state of circumstances or facts that, individually or in the aggregate, has had or would reasonably be expected to have a material adverse effect on Thomas Weisel Partners or Stifel, as applicable.

Expected Timing of the Merger

(See page 3)

Stifel and Thomas Weisel Partners are working toward completing the merger as quickly as possible. The merger is expected to close on or around June 30, 2010, subject to receipt of Thomas Weisel Partners stockholder approval, governmental and regulatory approvals and the satisfaction of other usual and customary closing conditions. However, no assurance can be given as to when, or if, the merger will occur.

Termination

(See page 101)

Stifel and Thomas Weisel Partners may mutually agree to terminate the merger agreement before completing the merger, even after Thomas Weisel Partners stockholder approval. In addition, either of Stifel or Thomas Weisel Partners may terminate the merger agreement under certain circumstances, including:

- the merger has not been completed by December 31, 2010, which is referred to as the termination date (except that this right is not available to any party whose breach of the merger agreement resulted in failure of the merger to be completed);

there is any applicable law that (A) makes consummation of the merger illegal or otherwise prohibited or (B) enjoins Thomas Weisel Partners or Stifel from consummating the merger and such enjoin has become final and nonappealable; or

at the Thomas Weisel Partners stockholder meeting (including any adjournment or postponement thereof), approval and adoption of the merger agreement and approval of the merger by the Thomas Weisel Partners stockholders is not obtained.

Table of Contents

Stifel may also terminate the merger agreement if:

- the board of directors of Thomas Weisel Partners has changed or withdrawn its recommendation or the board of directors fails to publicly confirm the recommendation of the board of directors of Thomas Weisel Partners to proceed with the merger within 5 business days of a written request by Stifel that it do so; or

- Thomas Weisel Partners breaches its representations and warranties, covenants or agreements under the merger agreement such that the applicable closing conditions will not have been satisfied (and such condition is incapable of being satisfied prior to the termination date).

Thomas Weisel Partners may terminate the merger agreement if:

- the board of directors of Thomas Weisel Partners authorizes Thomas Weisel Partners, subject to complying with the terms of the merger agreement, to enter into a written agreement concerning a superior proposal, as defined in the merger agreement, but only if Thomas Weisel Partners pays any amounts due as described under The Merger Agreement Expenses and Fees Termination Fees Payable by Thomas Weisel Partners and prior to any such termination:

  - Thomas Weisel Partners notifies Stifel in writing of its intention to terminate the merger agreement and to enter into a binding written agreement concerning an acquisition proposal that constitutes a superior proposal, attaching the most current version of such agreement (or a description of all material terms and conditions thereof), and

  - Stifel does not make, within four days of receipt of such written notification (subject to certain extensions), an offer that is at least as favorable to the stockholders of Thomas Weisel Partners as such superior proposal; or

- Stifel or Merger Sub breaches its representations and warranties, covenants or agreements such that certain closing conditions will not have been satisfied (and such conditions are incapable of being satisfied prior to the termination date).

Termination Fees

(See page 102)

Termination Fees Payable by Thomas Weisel Partners

Under the terms of the merger agreement, Thomas Weisel Partners would be obligated to pay Stifel a $10,000,000 cash termination fee if:

- the board of directors of Thomas Weisel Partners authorizes Thomas Weisel Partners, subject to complying with the terms of the merger agreement, to enter into a written agreement concerning a superior proposal;

- an adverse recommendation change occurs or the board of directors of Thomas Weisel Partners fails to publicly confirm the recommendation by the board of directors of Thomas Weisel Partners to proceed with the merger within five business days of a written request by Stifel that it do so, but only if such adverse recommendation change was not solely the result of the occurrence of a material adverse effect with respect to Stifel; or the merger is not completed before the termination date (if stockholder approval is not obtained at the Thomas Weisel Partners stockholder meeting (including any adjournment)) but only if, both (A) prior to Thomas Weisel Partners stockholder meeting, or the date of termination, as the case may be, an acquisition proposal has been made, and (B) within 12 months following the date of such termination: (1) Thomas Weisel Partners merges with or into, or is acquired by, the person making such acquisition proposal; (2) such person acquires more than 50% of the total assets of Thomas Weisel Partners and its subsidiaries, taken as a whole; or (3) such person acquires more than 50% of the outstanding shares of capital stock of Thomas Weisel Partners (or in the case of (1) through (3) above, if Thomas Weisel Partners has entered into any contract or agreement providing for such action, in which case such cash termination fee shall be paid on the later date on which such action is completed).

Material United States Federal Income Tax Consequences

(See page 146)

The merger is intended to constitute a reorganization for United States federal income tax purposes. If so treated, the exchange of your shares of Thomas Weisel Partners common stock for shares of Stifel common stock generally will not cause you to recognize gain or loss for U.S. federal income tax purposes. However, you will recognize income or gain with respect to cash received instead of any fractional shares of Stifel common stock. It is a condition to the merger that Stifel and Thomas Weisel Partners receive legal opinions as to the United States federal income tax treatment of the merger with respect to our companies and our stockholders. These opinions will not bind the Internal Revenue Service, which could take a different view.

The consequences of the merger to any particular stockholder will depend on that stockholder s particular facts and circumstances. Accordingly, you are urged to consult your own tax advisor to determine your own tax consequences from the merger.

Holders of exchangeable shares should refer to Annex C for a summary of material Canadian federal income tax considerations.

Accounting Treatment

(See page 85)

In accordance with accounting principles generally accepted in the United States, Stifel will account for the merger using the acquisition method of accounting for business combinations.

Comparison of Rights of Thomas Weisel Partners Stockholders and Stifel Stockholders

(See page 104)

Thomas Weisel Partners certificate of incorporation and bylaws and Delaware corporate law govern the rights of Thomas Weisel Partners stockholders. Stifel s certificate of incorporation and bylaws and Delaware corporate law will govern your rights as a stockholder of Stifel following the merger. Your rights under Stifel s certificate of incorporation and bylaws will differ in some respects from your rights under Thomas Weisel Partners certificate of incorporation and bylaws.

Table of Contents

STIFEL FINANCIAL CORP. SELECTED HISTORICAL FINANCIAL INFORMATION

The following Stifel selected consolidated financial data (presented in thousands, except per share amounts) is provided to aid your analysis of the financial aspects of the merger. The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Stifel or the combined company. When you read this historical consolidated financial data, it is important that you also read Stifel s historical consolidated financial statements and related notes, as well as the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations , each included in Stifel s Annual Report on Form 10-K for the year ended December 31, 2009, which is incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information on page 153.

The table below presents selected historical consolidated financial data of Stifel. The consolidated financial data for the five years ended December 31, 2009 have been derived from audited consolidated financial statements of Stifel incorporated by reference into this proxy statement/prospectus.

The consolidated financial data of Stifel as of March 31, 2010 and for the three month periods ended March 31, 2010 and 2009 have been derived from Stifel s historical unaudited interim consolidated financial statements contained in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, which is incorporated by reference into this proxy statement/prospectus. In the opinion of Stifel s management, the unaudited interim consolidated financial statements of Stifel have been prepared on the same basis as its audited consolidated financial statements and include all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of the financial position of Stifel as of March 31, 2010 and its results of operations for the three month periods ended March 31, 2010 and 2009. Results of interim periods are not necessarily indicative of the results expected for a full year or for future periods.

Table of Contents

	Three Months Ended March 31, 2010	2009	Year Ended December 31, 2009	2008	2007	2006	2005(1)
	(in thousands, except share and per share amounts and as otherwise indicated)						
Revenues:							
Principal transactions	$ 117,420	$ 97,278	$ 458,188	$ 293,285	$ 139,248	$ 86,365	$ 44,110
Commissions	105,035	74,610	345,520	341,090	315,514	199,056	107,976
Investment banking	34,221	15,504	125,807	83,710	169,413	82,856	55,893
Asset management and service fees	38,877	24,933	112,706	119,926	101,610	57,713	43,476
Interest	14,647	9,892	46,860	50,148	59,071	35,804	18,022
Other income	4,171	115	13,789	688	8,234	9,594	533
Total revenues	314,371	222,332	1,102,870	888,847	793,090	471,388	270,010
Interest expense	2,341	2,351	12,234	18,510	30,025	19,581	6,275
Net revenues	312,030	219,981	1,090,636	870,337	763,065	451,807	263,735
Non-interest expenses:							
Compensation and benefits	206,242	147,840	718,115	582,778	543,021	329,703	174,765
Occupancy and equipment rental	24,858	17,867	89,741	67,984	57,796	30,751	22,625
Communications and office supplies	14,418	11,845	54,745	45,621	42,355	26,666	12,087
Commissions and floor brokerage	5,744	4,360	23,416	13,287	9,921	6,388	4,134
Other operating expenses	21,203	15,914	84,205	68,898	56,126	31,930	17,402
Total non-interest expenses	272,465	197,826	970,222	778,568	709,219	425,438	231,013
Income before income tax expense	39,565	22,155	120,414	91,769	53,846	26,369	32,722
Provision for income taxes	15,825	8,978	44,616	36,267	21,676	10,938	13,078
Net income	$ 23,740	$ 13,177	$ 75,798	$ 55,502	$ 32,170	$ 15,431	$ 19,644
Earnings per common share:							
Basic	$ 0.77	$ 0.49	$ 2.68	$ 2.31	$ 1.48	$ 0.89	$ 1.33
Diluted	$ 0.68	$ 0.44	$ 2.35	$ 1.98	$ 1.25	$ 0.74	$ 1.04
Weighted average number of common shares outstanding:							
Basic	30,720	26,772	28,297	24,069	21,754	17,269	14,742
Diluted	35,025	30,198	32,294	28,073	25,723	20,863	18,879
Financial Condition							
Total assets	$ 3,227,383	$ 2,014,698	$ 3,167,356	$ 1,558,145	$ 1,499,440	$ 1,084,774	$ 842,001
Long-term obligations	$ 92,172	$ 95,532	$ 101,979	$ 106,860	$ 124,242	$ 98,379	$ 97,182
Shareholders equity	$ 912,404	$ 630,802	$ 873,446	$ 593,185	$ 424,637	$ 220,265	$ 155,093

(1) Stifel adopted Statement of Financial Accounting Standards No. 123R, Share Based Payment, as codified in ASC Topic 718, at the beginning of fiscal 2006. The stock-based compensation charges recorded in Compensation and benefits as a result of the adoption were not presented for the year ended December 31, 2005.

The compensation committee of Stifel s Board of Directors is considering aligning its 2001 Equity Incentive Stock Plan with the provisions of Thomas Weisel Partners Equity Plan, as discussed under Thomas Weisel Partners Group, Inc. Selected Historical Financial Information table below, whereby any continued employment service requirements for vesting, if and so long as (but only for so long as) the holder of such restricted stock unit refrains from engaging in a competitive activity or a soliciting activity prior to the relevant vesting date or dates of such awards. Stifel believes that this action would result in the acceleration of the non-cash compensation expense associated with these equity awards resulting in an after tax charge of approximately $85-96 million with a corresponding increase to additional paid in capital.

Table of Contents

THOMAS WEISEL PARTNERS GROUP, INC. SELECTED HISTORICAL FINANCIAL INFORMATION

The following Thomas Weisel Partners selected consolidated financial data (presented in thousands, except share and per share amounts and Selected Data and Ratios) is provided to aid your analysis of the financial aspects of the merger. The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Thomas Weisel Partners or the combined company. When you read this historical consolidated financial data, it is important that you also read Thomas Weisel Partners historical consolidated financial statements and related notes, as well as the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations , each included in Thomas Weisel Partners Annual Report on Form 10-K for the year ended December 31, 2009 and in Thomas Weisel Partners Quarterly Report on Form 10-Q for the three months ended March 31, 2010, which are incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information on page 151.

The table below presents selected historical consolidated financial data of Thomas Weisel Partners for the three months ended March 31, 2010 and 2009 and for the five years ended December 31, 2009. The consolidated financial data for the three months ended March 31, 2010 have been derived from unaudited consolidated financial statements of Thomas Weisel Partners incorporated by reference into this proxy statement/prospectus. The consolidated financial data for the five years ended December 31, 2009 have been derived from audited consolidated financial statements of Thomas Weisel Partners incorporated by reference into this proxy statement/prospectus. In January 2008, Thomas Weisel Partners acquired Westwind Capital Corporation, or Westwind. The results of Westwind have been included in Thomas Weisel Partners consolidated financial statements since January 2, 2008.

	As of or For the Three Months Ended March 31, 2010	Three Months Ended March 31, 2009	As of or For the Year Ended December 31, 2009	2008	2007	2006	2005
	(dollars in thousands, except share and per share amounts and as otherwise indicated)						
Statement of Operations							
Revenues:							
Investment banking	$ 27,171	$ 11,026	$ 71,165	$ 63,305	$ 127,228	$ 124,136	$ 75,300
Brokerage	21,511	29,456	103,170	131,939	120,187	123,809	138,497
Asset management	3,952	2,725	21,464	(7,120)	33,414	25,752	36,693
Interest income	127	375	913	7,341	17,718	13,525	5,510
Other revenue					920		
Total revenues	52,761	43,582	196,712	195,465	299,467	287,222	256,000
Interest expense	(605)	(483)	(1,656)	(5,938)	(10,418)	(10,905)	(5,114)
Net revenues	52,156	43,099	195,056	189,527	289,049	276,317	250,886
Expenses excluding interest:							
Compensation and benefits(1)	31,400	30,678	133,355	147,186	187,902	152,195	154,163
Non-compensation expenses	27,119	35,434	125,550	237,893	103,920	97,997	101,594
Total expenses excluding interest	58,519	66,112	258,905	385,079	291,822	250,192	255,757
Income (loss) before taxes	(6,363)	(23,013)	(63,849)	(195,552)	(2,773)	26,125	(4,871)
Provision for taxes (tax benefit)	(1,090)	840	(171)	7,700	(2,793)	(8,796)	2,187
Net income (loss)	(5,273)	(23,853)	(63,678)	(203,252)	20	34,921	(7,058)
Less: Preferred dividends and accretion						(1,608)	(15,654)

Net income (loss) attributable to common shareholders and to Class A, B and C shareholders	$ (5,273)	$ (23,853)	$ (63,678)	$ (203,252)	$ 20	$ 33,313	$ (22,712)
Net income (loss) per share:							
Basic net income (loss) per share	$ (0.16)	$ (0.74)	$ (1.96)	$ (6.29)	$	$ 1.39	
Diluted net income (loss) per share	$ (0.16)	$ (0.74)	$ (1.96)	$ (6.29)	$	$ 1.34	

23

Table of Contents

	As of or For the Three Months Ended March 31, 2010	As of or For the Year Ended December 31, 2009	2008	2007	2006	2005
	(dollars in thousands, except share and per share amounts and as otherwise indicated)					
Statement of Financial Condition						
Total assets	$ 216,408	$ 253,777	$ 281,650	$ 586,680	$ 483,189	$ 312,823
Total liabilities	88,624	123,940	109,749	313,053	216,135	199,428
Total redeemable convertible preference stock						223,792
Shareholders and members equity (deficit)	127,784	129,837	171,901	273,627	267,054	(110,397)
Debt, including capital lease obligations	22,874	22,813	22,253	27,420	32,499	19,539
Selected Data and Ratios						
Cash dividends declared per common share	$	$	$	$	$	$
Investment banking:						
Number of transactions	34	115	82	83	87	63
Revenue per transaction (in millions)	$ 0.80	$ 0.62	$ 0.77	$ 1.53	$ 1.43	$ 1.15
Brokerage:						
Average daily brokerage revenue (in millions)	$ .35	$ 0.41	$ 0.52	$ 0.48	$ 0.49	$ 0.55
Equity research:						
Publishing analysts	32	34	37	29	30	39
Companies covered	486	500	500	480	485	565
Number of companies covered per publishing analyst	15	15	14	17	16	14
Other:						
Average number of employees	461	488	641	632	565	548

Table of Contents

		For the Year Ended December 31, 2006
Pro forma, as adjusted (unaudited)(2)		
Pro forma net revenues(3)	$	276,179
Pro forma income before tax(3)		25,987
Pro forma tax benefit(4)		(7,363)
Pro forma net income(3)(4)		33,350
Pro forma preferred dividends and accretion		
Pro forma net income attributable to common shareholders and to Class A, B and C shareholders(3)(4)		33,350
Pro forma earnings per share:		
Pro forma basic earnings per share	$	1.39
Pro forma diluted earnings per share	$	1.34
Pro forma weighted average shares used in the computation of per share data:		
Pro forma basic weighted average shares outstanding		23,980
Pro forma diluted weighted average shares outstanding		24,945

(1) On April 22, 2010, the board of directors of Thomas Weisel Partners approved the waiver of certain requirements for vesting of restricted stock units held by its current employees, including its executive officers (other than those employees who had given notice of an intention to terminate their employment prior to April 23, 2010). The waiver was effective as of April 23, 2010 and eliminated any continued employment service requirements for vesting under Section 11(d)(i) of Thomas Weisel Partners Third Amended and Restated Equity Incentive Plan, if and so long as (but only for so long as) the holder of such restricted stock unit refrains from engaging in a competitive activity or a soliciting activity prior to the relevant vesting date or dates of such awards. As a result of the waiver of any continued employment service requirements for vesting, Thomas Weisel Partners immediately recognized the remaining non-cash share based compensation expense for these grants of restricted stock unit awards that were subject only to the passage of time. Thomas Weisel Partners estimated the non-cash compensation share based compensation charge to be approximately $55 to $60 million.

(2) The pro forma, as adjusted amounts depict results Thomas Weisel Partners estimates it would have had during the year ended December 31, 2006 if its reorganization transactions had taken place on January 1, 2006, as these amounts change tax expense to amounts that Thomas Weisel Partners estimates it would have paid if it were a corporation beginning January 1, 2006. Additionally, these amounts decrease net revenues by the amount of interest expense on notes payable issued to preferred shareholders upon consummation of the reorganization transactions. The amounts for the year ended December 31, 2006 reflect pro forma results of operations as if these transactions had occurred on January 1, 2006.

(3) Reflects decrease in net revenues and net income before tax of $0.1 million for the estimated interest expense for the notes issued to Class D and D-1 preferred shareholders.

(4) On a pro forma basis, the tax benefit for the year ended December 31, 2006 was decreased by the estimated additional tax expense of $1.5 million as if Thomas Weisel Partners were a corporation beginning January 1, 2006. The additional tax expense is attributable to Thomas Weisel Partners applicable tax rate, a combination of Federal, state and local income tax rates, of 42% applied to Thomas Weisel Partners pro forma net income for the period beginning January 1, 2006 through February 6, 2006.

Table of Contents

COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE DATA

The following table sets forth, for the three months ended March 31, 2010 and the year ended December 31, 2009, selected per share information for Stifel common stock on a historical and pro forma combined basis and for Thomas Weisel Partners common stock on a historical and pro forma equivalent basis. Except for the historical information as of and for the year ended December 31, 2009, the information provided in the table below is unaudited. The pro forma information provided in the table below is for informational purposes only and is not necessarily an indication of the results that would have been achieved had the transaction been completed as of the dates indicated or that may be achieved in the future. You should read the data provided below with the historical consolidated financial statements and related notes of Stifel and Thomas Weisel Partners contained in their respective Annual Reports on Form 10-K for the year ended December 31, 2009 and Quarterly Reports on Form 10-Q for the quarter ended March 31, 2010, all of which are incorporated by reference into this proxy statement/prospectus. For further information, please see the section titled Where To Find More Information beginning on page 153. You should also read the section titled Unaudited Pro Forma Condensed Combined Financial Information beginning on page 29.

The Thomas Weisel Partners pro forma equivalent per share amounts are calculated by multiplying each Stifel pro forma combined per share amount by the exchange ratio.

	Three Months Ended March 31, 2010	Year Ended December 31, 2009
Stifel historical data:		
Net income per basic share	$ 0.77	$ 2.68
Net income per diluted share	0.68	2.35
Net book value per share	29.50	28.86
Thomas Weisel Partners historical data:		
Net loss per basic share	$ (0.16)	$ (1.96)
Net loss per diluted share	(0.16)	(1.96)
Net book value per share	3.89	4.10
Pro forma combined data:		
Net income per basic share	$ 0.58	$ 1.11
Net income per diluted share	0.58	1.11
Net book value per share	34.66	34.55
Pro forma combined equivalent data:		
Net income per basic share	$ 0.08	$ 0.16
Net income per diluted share	0.08	0.16
Net book value per share	4.73	4.71

Table of Contents

COMPARATIVE PER SHARE MARKET PRICE DATA

Stifel common stock trades on the NYSE under the symbol SF. Thomas Weisel Partners common stock trades on the NASDAQ Global Market under the symbol TWPG.

The following table shows, for the calendar quarters indicated, the high and low sale prices per share, adjusted for stock splits and the like, of Thomas Weisel Partners common stock and Stifel common stock as reported on the NASDAQ Global Market and the NYSE, respectively.

	Thomas Weisel Partners common stock		Stifel common stock	
Calendar Quarters	**High**	**Low**	**High**	**Low**
2008:				
First Quarter	$ 13.91	$ 6.35	$ 35.02	$ 24.67
Second Quarter	7.43	5.01	39.71	28.12
Third Quarter	9.33	3.90	60.61	31.56
Fourth Quarter	8.99	2.65	50.00	30.42
2009:				
First Quarter	5.00	2.36	48.41	29.13
Second Quarter	6.07	3.47	52.33	41.00
Third Quarter	6.16	3.68	57.23	43.43
Fourth Quarter	6.36	3.56	59.54	50.76
2010:				
First Quarter	4.60	3.52	59.63	49.60
Second Quarter (through May 19, 2010)	8.06	3.71	59.51	51.59

The following table sets forth the high, low and closing prices for Stifel common stock as reported on the NYSE and Thomas Weisel Partners common stock as reported on the NASDAQ Global Market, on April 23, 2010, the last trading day before Stifel and Thomas Weisel Partners announced the merger, and May 19, 2010, the last full trading day for which closing prices were available as of the date of this proxy statement/prospectus. The table also includes the value of Thomas Weisel Partners common stock on an equivalent price per share basis, as determined by reference to the value of merger consideration to be received in respect of each share of Thomas Weisel Partners common stock in the merger. These equivalent prices per share reflect the fluctuating value of the Stifel common stock that Thomas Weisel Partners stockholders would receive in exchange for each share of Thomas Weisel Partners common stock if the merger was completed on either of these dates, applying the exchange ratio of 0.1364 shares of Stifel common stock for each share of Thomas Weisel Partners common stock.

	Stifel Common Stock			Thomas Weisel Partners Common Stock			Equivalent Value of Thomas Weisel Partners Common Stock		
	High	**Low**	**Close**	**High**	**Low**	**Close**	**High**	**Low**	**Close**
April 23, 2010	$ 56.07	$ 55.36	$ 55.74	$ 4.36	$ 4.10	$ 4.36	$ 7.65	$ 7.55	$ 7.60
May 19, 2010	$ 55.09	$ 53.25	$ 53.91	$ 7.46	$ 7.20	$ 7.31	$ 7.52	$ 7.27	$ 7.36

The above table shows only historical comparisons. These comparisons may not provide meaningful information to Thomas Weisel Partners stockholders in determining whether to adopt the merger agreement. Thomas Weisel Partners stockholders are urged to obtain current market quotations for Stifel and Thomas Weisel Partners common stock and to review carefully the other information contained in this proxy statement/prospectus or incorporated by reference into this proxy statement/prospectus, when considering whether to adopt the merger agreement. See Where You Can Find Additional Information beginning on page 151 of this proxy statement/prospectus.

Table of Contents

As of the record date, there were approximately 124 holders of record of Thomas Weisel Partners common stock and one stockholder of record of Thomas Weisel Partners special voting preferred stock. In addition, as of the record date, there were 50 holders of record of exchangeable shares of TWP Acquisition Company (Canada), Inc. These numbers do not include stockholders for whom shares were held in nominee or street name.

Dividend Data

Thomas Weisel Partners has never declared or paid a cash dividend on its common stock. Stifel has not declared or paid a cash dividend on its common stock since 2002. Stifel and Thomas Weisel Partners currently intend to retain any future earnings to fund the growth and development of their businesses and do not anticipate paying any cash dividends in the foreseeable future.

Table of Contents

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial statements are based on the historical financial statements of Stifel and Thomas Weisel Partners, combined and adjusted to give effect to the merger. The unaudited pro forma condensed combined statement of financial condition assumes that the merger took place on March 31, 2010 and combines Stifel s March 31, 2010 unaudited consolidated statement of financial condition with Thomas Weisel Partners March 31, 2010 unaudited consolidated statement of financial condition.

The unaudited pro forma condensed combined statements of operations for the fiscal year ended December 31, 2009 and the three months ended March 31, 2010 assume that the merger took place on January 1, 2009. Stifel s audited consolidated statement of operations for the fiscal year ended December 31, 2009 has been combined with Thomas Weisel Partners audited consolidated statement of operations for the fiscal year ended December 31, 2009 and Stifel s unaudited consolidated statement of operations for the three months ended March 31, 2010 has been combined with Thomas Weisel Partners unaudited consolidated statement of operations for the three months ended March 31, 2010.

The historical consolidated financial information has been adjusted in the unaudited pro forma condensed combined financial statements to give effect to pro forma events that are (1) directly attributable to the merger, (2) factually supportable, and (3) with respect to the statements of operations, expected to have a continuing impact on the combined results. The unaudited pro forma condensed combined financial information should be read in conjunction with the accompanying notes to the unaudited pro forma condensed combined financial statements. In addition, the unaudited pro forma condensed combined financial information was based on and should be read in conjunction with the following historical consolidated financial statements and accompanying notes of Stifel and Thomas Weisel Partners for the applicable periods, which are incorporated by reference in this proxy statement/prospectus:

- Separate historical financial statements of Stifel as of and for the year ended December 31, 2009 and the related notes included in Stifel s Annual Report on Form 10-K for the year ended December 31, 2009;

- Separate historical financial statements of Thomas Weisel Partners as of and for the year ended December 31, 2009 and the related notes included in Thomas Weisel Partners Annual Report on Form 10-K for the year ended December 31, 2009;

- Separate unaudited historical financial statements of Stifel as of and for the three months ended March 31, 2010 and the related notes included in Stifel s Quarterly Report on Form 10-Q for the period ended March 31, 2010; and

- Separate unaudited historical financial statements of Thomas Weisel Partners as of and for the three months ended March 31, 2010 and the related notes included in Thomas Weisel Partners Quarterly Report on Form 10-Q for the period ended March 31, 2010.

The unaudited pro forma condensed combined financial information is presented for informational purposes only. The unaudited pro forma information is not necessarily indicative of what the combined financial position or results of operations actually would have been had the merger been completed as of the dates indicated. In addition, the unaudited pro forma condensed combined financial information does not purport to project the combined financial position or operating results for any future period.

The pro forma condensed combined financial statements do not reflect any cost savings that Stifel expects to achieve from operating efficiencies or synergies, or any expenditure related to restructuring actions to achieve cost savings. The effects of both cost savings and expenditures for restructuring could materially impact these pro forma condensed combined financial statements.

The unaudited pro forma condensed combined financial information has been prepared using the acquisition method of accounting for business combinations under accounting principles generally accepted in the United

Table of Contents

States, or GAAP standards. Stifel is the acquirer for accounting purposes. The acquisition method of accounting requires management to obtain independent valuations that have yet to commence or progress to a point where there is sufficient information for a definitive measurement. Accordingly, the pro forma adjustments are preliminary and have been made by Stifel management solely for the purpose of providing unaudited pro forma condensed combined financial information. Differences between the preliminary estimates made during the preparation of the unaudited pro forma condensed combined financial statements and the final acquisition accounting could be material.

Table of Contents

STIFEL FINANCIAL CORP.

Pro Forma Condensed Combined Statement of Financial Condition

(Unaudited)

March 31, 2010

(in thousands)	Stifel	Thomas Weisel Partners	Pro forma Adjustments	Pro Forma Combined
Assets				
Cash and cash equivalents	$ 145,701	$ 61,921	$ (23,000)**D**	$ 184,622
Cash segregated for regulatory purposes	19			19
Receivables:				
Brokerage clients, net	412,726			412,726
Broker, dealers and clearing organizations	254,129	22,443		276,572
Securities purchased under agreements to resell	136,101			136,101
Trading securities owned, at fair value	586,149	18,022		604,171
Available-for-sale securities, at fair value	549,121			549,121
Held-to-maturity securities, at amortized cost	7,574			7,574
Loans held for sale	72,179			72,179
Bank loans, net	342,883			342,883
Bank foreclosed assets held for sale, net of estimated cost to sell	1,998			1,998
Investments	122,853	55,229		178,082
Fixed assets, net	62,985	14,136		77,121
Goodwill	166,725		112,995**A**	279,720
Intangible assets, net	24,275	13,836	18,372**B**	56,483
Loans and advances to financial advisors and other employees, net	181,521	1,566		183,087
Deferred tax assets, net	51,100	(4,746)	57,636**C**	103,990
Other assets	109,344	29,255		138,599
Total Assets	$ 3,227,383	$ 211,662	$ 166,003	$ 3,605,048

See the accompanying notes to the pro forma condensed combined financial statements which are an integral part of these statements. The pro forma adjustments are explained in Note 6 Adjustments to Unaudited Pro Forma Condensed Statement of Financial Condition.

Table of Contents

STIFEL FINANCIAL CORP.

Pro Forma Condensed Combined Statement of Financial Condition (continued)

(Unaudited)

March 31, 2010

(in thousands, except share and per share amounts)	**Stifel**	**Thomas Weisel Partners**	**Pro forma Adjustments**	**Pro Forma Combined**
Liabilities and Shareholders Equity				
Short-term borrowings from banks	$ 184,900	$	$	$ 184,900
Payables:				
Customers	227,353			227,353
Brokers, dealers and clearing organizations	102,529	17		102,546
Drafts	55,490			55,490
Securities sold under agreements to repurchase	106,617			106,617
Bank deposits	988,263			988,263
Federal Home Loan Bank advances	2,000			2,000
Trading securities sold, but not yet purchased, at fair value	369,825	16,903		386,728
Accrued compensation	91,544	7,199		98,743
Accounts payable and accrued expenses	94,286	37,123	1,335 **F**	132,744
Debenture to Stifel Financial Capital Trust II	35,000			35,000
Debenture to Stifel Financial Capital Trust III	35,000			35,000
Debenture to Stifel Financial Capital Trust IV	12,500			12,500
Other	982	22,636	(22,636)**D**	982
	2,306,289	83,878	(21,301)	2,368,866
Liabilities subordinated to claims of general creditors	8,690			8,690
Shareholders Equity:				
Preferred stock				
Common stock	4,655	329	345 **E**	5,329
Additional paid-in-capital	639,232	493,664	(177,551)**E**	955,345
Retained earnings	268,354	(357,391)	355,692 **F**	266,655
Accumulated other comprehensive income/(loss)	840	(8,401)	8,401 **G**	840
	913,081	128,201	186,887	1,228,169
Treasury stock, at cost		(417)	417 **H**	
Unearned employee stock ownership plan shares, at cost	(677)			(677)
	912,404	127,784	187,304	1,227,492
Total Liabilities and Shareholders Equity	$ 3,227,383	$ 211,662	$ 166,003	$ 3,605,048

See the accompanying notes to the pro forma condensed combined financial statements which are an integral part of these statements. The pro forma adjustments are explained in Note 6 Adjustments to Unaudited Pro Forma Condensed Statement of Financial Condition.

Table of Contents

STIFEL FINANCIAL CORP.

Pro Forma Condensed Combined Statement of Operations

(Unaudited)

For the Year Ended December 31, 2009

(in thousands, except per share amounts)	Stifel	Thomas Weisel Partners	Pro forma Adjustments	Pro Forma Combined
Revenues:				
Principal transactions	$ 458,188	$	$	$ 458,188
Commissions	345,520	92,040		437,560
Investment banking	125,807	71,165		196,972
Asset management and service fees	112,706	32,594		145,300
Interest	46,860	913		47,773
Other income	13,789			13,789
Total revenues	1,102,870	196,712		1,299,582
Interest expense	12,234	1,656	(498)**A**	13,392
Net revenues	1,090,636	195,056	498	1,286,190
Non-interest expenses:				
Compensation and benefits	718,115	133,355		851,470
Occupancy and equipment rental	89,741	19,869		109,610
Communications and office supplies	54,745	17,490		72,235
Commissions and floor brokerage	23,416	25,211		48,627
Other operating expenses	84,205	62,980	(5,881)**B**	141,304
Total non-interest expenses	970,222	258,905	(5,881)	1,223,246
Income/(loss) before income tax expense	120,414	(63,849)	6,379	62,944
Provision for income taxes/(tax benefit)	44,616	(171)	(19,266)**C**	25,179
Net income/(loss)	$ 75,798	$ (63,678)	$ 25,645	$ 37,765
Earnings per common share:				
Basic	$ 2.68	(1.96)		1.11
Diluted	$ 2.35	(1.96)		1.11
Weighted average number of common shares outstanding:				
Basic	28,297	32,515		34,053**D**
Diluted	32,294	32,515		34,053**D**

See the accompanying notes to the pro forma condensed combined financial statements, which are an integral part of these statements. The pro forma adjustments are explained in Note 7 Adjustments to Unaudited Pro Forma Condensed Combined Statement of Operations.

Table of Contents

STIFEL FINANCIAL CORP.

Pro Forma Condensed Combined Statement of Operations

(Unaudited)

For the Three Months Ended March 31, 2010

(in thousands, except per share amounts)	Stifel	Thomas Weisel Partners	Pro forma Adjustments	Pro Forma Combined
Revenues:				
Principal transactions	$ 117,420	$	$	$ 117,420
Commissions	105,035	18,503		123,538
Asset management and service fees	38,877	6,960		45,837
Investment banking	34,221	27,171		61,392
Interest	14,647	127		14,774
Other income	4,171			4,171
Total revenues	314,371	52,761		367,132
Interest expense	2,341	605	103 **A**	3,049
Net revenues	312,030	52,156	(103)	364,083
Non-interest expenses:				
Compensation and benefits	206,242	31,400		237,642
Occupancy and equipment rental	24,858	3,901		28,759
Communications and office supplies	14,418	4,177		18,595
Commissions and floor brokerage	5,744	6,091		11,835
Other operating expenses	21,203	12,950	(1,893) **B**	32,260
Total non-interest expenses	272,465	58,519	(1,893)	329,091
Income/(loss) before income tax expense	39,565	(6,363)	1,790	34,992
Provision for income taxes/(tax benefit)	15,825	(1,090)	(738)**C**	13,997
Net income/(loss)	$ 23,740	$ (5,273)	$ 2,528	$ 20,995
Earnings per common share:				
Basic	$ 0.77	(0.16)		0.58
Diluted	$ 0.68	(0.16)		0.58
Weighted average number of common shares outstanding:				
Basic	30,720	32,928		36,487**D**
Diluted	35,025	32,928		36,487**D**

See the accompanying notes to the pro forma condensed combined financial statements which are an integral part of these statements. The pro forma adjustments are explained in Note 7 Adjustments to Unaudited Pro Forma Condensed Statement of Operations.

STIFEL FINANCIAL CORP.

NOTES TO THE PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS (UNAUDITED)

(in thousands, except per share amounts)

NOTE 1 Description of the Transaction

On April 26, 2010, Stifel Financial Corp. (Stifel) and Thomas Weisel Partners Group, Inc. (Thomas Weisel Partners) entered into a definitive agreement for Stifel to acquire for stock, 100% of the outstanding shares of Thomas Weisel Partners common stock.

If the merger is completed, each share of Thomas Weisel Partners common stock issued and outstanding prior to completion of the merger (other than shares owned by Stifel, shares owned by Thomas Weisel Partners or any of its direct or indirect wholly-owned subsidiaries) will be converted into the right to receive 0.1364 shares of Stifel common stock. Fractional shares of Stifel common stock will not be issued in the merger. Instead, cash will be paid in lieu of any fractional shares of Stifel common stock.

NOTE 2 Basis of Presentation

The unaudited pro forma condensed combined financial information is based on the historical financial statements of Stifel and Thomas Weisel Partners and are prepared and presented pursuant to the regulations of the Securities and Exchange Commission regarding pro forma financial information. The pro forma adjustments include the application of the acquisition method under FASB Accounting Standards Codification (ASC) Topic 805, Business Combinations with respect to the merger. ASC Topic 805 requires, among other things, that identifiable assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date, which is presumed to be the closing date of the merger.

The merger is expected to close on or around June 30, 2010. Accordingly, the pro forma adjustments reflected in the accompanying condensed combined pro forma financial statements may be materially different from the actual acquisition accounting adjustments required as of the acquisition date. In addition, ASC Topic 805 establishes that the value of equity related consideration transferred in a business combination be measured as of the acquisition date. Depending on the magnitude of changes in the value of Stifel common stock between this filing date and the acquisition date, the aggregate value of the merger consideration paid to the stockholders of Thomas Weisel Partners could differ from the amount assumed in these unaudited pro forma condensed combined financial statements.

Under ASC Topic 820, Fair Value Measurements and Disclosures, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 specifies a hierarchy of valuation techniques based on the nature of the inputs used to develop the fair value measures. This is an exit price concept for the valuation of the asset or liability. In addition, market participants are assumed to be unrelated buyers and sellers in the principal or the most advantageous market for the asset or liability. Fair value measurements for an asset assume the highest and best use by these market participants. Many of these fair value measurements can be highly subjective and it is also possible that other professionals, applying reasonable judgment to the same facts and circumstances, could develop and support a range of alternative estimated amounts.

Under ASC Topic 805, merger-related transaction costs (such as advisory, legal, valuation and other professional fees) are not included as components of consideration transferred but are accounted for as expenses in the periods in which the costs are incurred. We have estimated that total transaction related costs will be approximately $2.2 million ($1.3 million, net of tax). These costs are reflected in accounts payable and accrued expenses in the accompanying unaudited pro forma condensed combined statement of financial condition. Because we are required to expense these costs as they are incurred, we have charged them to retained earnings

Table of Contents

STIFEL FINANCIAL CORP.

NOTES TO THE PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

(in thousands, except per share amounts)

as of March 31, 2010. No adjustment has been made to the unaudited pro forma condensed combined statement of operations for these costs as they do not have a continuing impact on the results of the combined company.

The pro forma condensed combined financial statements do not reflect any cost savings that Stifel expects to achieve from operating efficiencies or synergies, or any expenditure related to restructuring actions to achieve such cost savings. The effects of both cost savings and expenditures for restructuring could materially impact these pro forma condensed combined financial statements.

Certain Thomas Weisel Partners amounts have been reclassified to conform to Stifel s presentation. These reclassifications had no effect on previously reported net earnings. There were no material transactions between Stifel and Thomas Weisel Partners during the periods presented in the unaudited pro forma condensed combined financial statements that would need to be eliminated.

NOTE 3 Accounting Policies

Upon completion of the merger, Stifel will perform a detailed review of Thomas Weisel Partners accounting policies. As a result of that review, Stifel may identify differences between the accounting policies of the two companies that, when conformed, could have a material impact on the combined financial statements. At this time, Stifel is not aware of any differences that would have a material impact on the combined financial statements and the unaudited pro forma condensed combined financial statements do not assume any significant differences in accounting policies.

NOTE 4 Estimate of Consideration Expected to be Transferred and Purchase Price to be Allocated

A preliminary estimate of consideration expected to be transferred to effect the merger and the aggregate purchase price to be allocated is presented in the table below. These estimates are based upon 32,931 outstanding shares of Thomas Weisel Partners common stock as of April 30, 2010 *(in thousands, except exchange ratio and share price)*:

Thomas Weisel Partners shares outstanding as of April 30, 2010	32,931
Estimated Thomas Weisel Partners shares issuable pursuant to conversion of stock options, restricted stock units and warrants as of April 30, 2010	9,349
Total Thomas Weisel Partners shares and share equivalents prior to close	42,280
Exchange ratio	0.1364
Total Stifel shares to be issued	5,767
Stifel closing share price on April 30, 2010	57.33
Purchase price to be allocated	$ 330,623

The estimated value of Stifel shares issuable as merger consideration is based upon the closing Stifel common stock price as of April 30, 2010 of $57.33 per share. Accordingly, the unaudited pro forma condensed combined financial statements assume that Stifel will issue 5,767 shares with a value of approximately $330.6 million in connection with the merger. In addition, Thomas Weisel Partners shares outstanding as of April 30, 2010 include approximately 6,183 exchangeable shares of TWP Acquisition Company (Canada), Inc. which will remain outstanding following the merger and will become exchangeable for approximately 843 shares of Stifel

36

Table of Contents

STIFEL FINANCIAL CORP.

NOTES TO THE PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

(in thousands, except per share amounts)

common stock. In certain circumstances, the consideration to be transferred upon completion of the merger may differ from the amounts assumed in these unaudited pro forma condensed combined financial statements. The aggregate value of the consideration paid could be significantly impacted, among other factors, if the per share price of Stifel common stock deviates from $57.33 per share, the price utilized in the above table.

Stifel has agreed to provide for Stifel common stock equity awards to replace existing Thomas Weisel Partners equity awards, subject to the same terms and conditions, including any vesting requirements, as were applicable prior to the merger. Stifel common stock potentially issuable in respect to replacement equity awards is approximately 1,209 shares.

NOTE 5 Estimate of Assets to be Acquired and Liabilities to be Assumed

The following is a discussion of the adjustments made to Thomas Weisel Partners assets and liabilities in connection with the preparation of these unaudited pro forma condensed combined financial statements. Each of these adjustments represent preliminary estimates of the fair values of Thomas Weisel Partners assets and liabilities. Based on Stifel s acquisition history and a review of Thomas Weisel Partners consolidated statement of financial condition as of March 31, 2010, Stifel believes a significant portion of the purchase price will be allocated to intangible assets, deferred tax assets and goodwill. Given the nature of the industries in which Stifel and Thomas Weisel Partners operate, the majority of assets and liabilities are recorded at fair value, Stifel has limited its adjustments to these areas. For purposes of preparing the unaudited pro forma condensed combined financial statements, the carrying value of assets and liabilities in Thomas Weisel Partners financial statements, other than the ones described below, are considered to approximate fair value of those assets and liabilities.

The following is a preliminary estimate of the assets to be acquired and liabilities to be assumed by Stifel in the merger, reconciled to the estimate of consideration expected to be transferred upon the completion of the merger *(in thousands)*:

Book value of Thomas Weisel Partners net assets acquired March 31, 2010	$ 127,784
Adjustments to:	
Goodwill	112,995
Intangible assets, net	32,208
Deferred tax assets	57,636
Total adjustments	202,839
Purchase price to be allocated (See Note 4)	$ 330,623

Goodwill: Goodwill is calculated as the excess of the merger date fair value of the consideration expected to be transferred over the fair value assigned to the identifiable assets acquired, including identifiable intangible assets, and liabilities assumed. Goodwill is not amortized but rather is subject to an annual impairment test.

Intangible assets: Reflects a preliminary estimate of the fair value of potential identifiable intangible assets as a result of the merger. As previously noted, the final allocation of the purchase price to identifiable intangible assets may differ significantly from amounts in these unaudited pro forma condensed combined financial statements.

Table of Contents

STIFEL FINANCIAL CORP.

NOTES TO THE PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

(in thousands, except per share amounts)

Deferred tax assets: Deferred income taxes at March 31, 2010 have been adjusted for temporary differences caused by book and tax differences after the allocation of the pro forma purchase price using Stifel s statutory rate of 40 percent.

The fair value of Thomas Weisel Partners assets and liabilities and the appropriate useful lives will be determined after the completion of the merger based on a valuation performed by Stifel management with the assistance of an independent third-party valuation firm. Actual adjustments will be made when the merger is completed and will be based on Thomas Weisel Partners assets and liabilities at that time. Accordingly, the actual adjustments to Thomas Weisel Partners assets and liabilities may differ materially from the estimates reflected in these unaudited pro forma condensed combined financial statements. Any changes to the initial estimates of the fair value of the assets acquired and liabilities assumed, after recording any identifiable intangible assets at fair value, will be allocated to residual goodwill.

NOTE 6 Adjustments to Unaudited Pro Forma Condensed Combined Statement of Financial Condition

Goodwill

A. Reflects adjustment to record residual goodwill (see Note 5).

Intangible assets

B. Reflects adjustments for the following *(in thousands)*:

Estimated fair value of identifiable intangible assets, net (see note 5)	$ 32,208
Elimination of the historical net intangible assets of Thomas Weisel Partners	(13,836)
	$ 18,372

Deferred tax assets

C. Reflects the estimated deferred income tax asset based on Stifel s statutory rate of 40 percent multiplied by the fair value adjustments made to the identifiable assets acquired and liabilities assumed, excluding goodwill.

Notes payable

D. Reflects adjustment to recognize the repayment of Thomas Weisel Partners notes payable, as required by the change in control provisions of the respective agreements.

Table of Contents

STIFEL FINANCIAL CORP.

NOTES TO THE PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

(in thousands, except per share amounts)

Shareholders equity

E. Reflects adjustments for the following *(in thousands)*:

	Common stock	Additional paid-in-capital
Estimated value of the merger consideration to be paid in Stifel common stock (see Note 4)	674	$ 256,840
Estimated value of Stifel equity awards issued replacing existing Thomas Weisel Partners equity awards (see Note 4)		73,109
Eliminate Thomas Weisel Partners common stock and additional-paid-in-capital	(329)	(493,664)
Eliminate Thomas Weisel Partners historical intangible assets		(13,836)
	345	$ (177,551)

F. Reflects adjustments for the following *(in thousands)*:

Elimination of Thomas Weisel Partners accumulated deficit	$ 357,391
Estimated merger-related transaction costs, net of tax (see Note 2)	(1,335)
Expense remaining discount on notes payable	(364)
	$ 355,692

G. Reflects adjustment to eliminate Thomas Weisel Partners accumulated other comprehensive loss.

H. Reflects adjustment to eliminate Thomas Weisel Partners treasury stock.

NOTE 7 Adjustments to Unaudited Pro Forma Condensed Combined Statement of Operations

Interest expense

A. Reflects adjustments for the following *(in thousands)*:

	Year ended December 31, 2009	Three months ended March 31, 2010
Eliminate interest expense on notes payable (see Note 6 (D))	$ (547)	$ (151)
Eliminate amortization of discount on notes payable (see Note 6 (D))	(425)	(110)
Expense remaining discount on notes payable (see Note 6 (D))	474	364

$	(498)	$	103

Table of Contents

STIFEL FINANCIAL CORP.

NOTES TO THE PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

(in thousands, except per share amounts)

Other operating expenses

B. Reflects adjustments for the following *(in thousands)*:

	Year ended December 31, 2009	Three months ended March 31, 2010