

GLEACHER & COMPANY, INC.

Form 8-K

April 11, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):

April 5, 2013

GLEACHER & COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

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0-14140

(Commission File Number)

22-2655804

(IRS Employer Identification No.)

1290 Avenue of the Americas

New York, New York

(Address of Principal Executive Offices)

10104

(Zip Code)

(212) 273-7100

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01.

Other Events.

On April 10, 2013, the Company announced that after having reopened the period during which stockholders of the Company could submit proposals for nominations to the Company's Board of Directors, the Company has received a submission from Clinton Relational Opportunity Master Fund, L.P., a stockholder of the Company, of a slate of individuals, including Thomas Hughes, the Company's Chief Executive Officer and a current director, that it intends to nominate for election to the Company's Board of Directors at the Annual Meeting of Stockholders scheduled for May 23, 2013. If elected, these nominees would together constitute the entire Board of Directors.

Special Note Regarding Forward-Looking Statements

This current report contains forward-looking statements. These statements are not historical facts but instead represent the Company's belief regarding future events, many of which, by their nature, are inherently uncertain and outside of the Company's control. The Company's forward-looking statements are subject to various risks and uncertainties, including the conditions of the securities markets, generally, and demand for the Company's services within those markets and other risks, the risk that the Company's preliminary discussions with a third party regarding a potential business combination will not result in a binding agreement or a completed transaction and factors identified from time to time in the Company's filings with the Securities and Exchange Commission. It is possible that the Company's actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in its forward-looking statements. The estimates contained in this press release represent the Company's estimates and goals based on assumptions and information as of the date of this current report. There can be no assurance that any estimate made by the Company will prove to be accurate. The plan described in this current report may not yield the desired results. You are cautioned not to place undue reliance on any forward-looking statements contained in this current report. The Company does not undertake to update any of its forward-looking statements.

Important Additional Information

Gleacher & Company, Inc., its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Gleacher stockholders in connection with the matters to be considered at Gleacher's 2013 Annual Meeting. Gleacher intends to file a proxy statement with the U.S. Securities and Exchange Commission (the "SEC") in connection with any such solicitation of proxies from

Gleacher stockholders. GLEACHER STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ ANY SUCH PROXY STATEMENT AND ACCOMPANYING PROXY CARD WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. Information regarding the ownership of Gleacher's directors and executive officers in Gleacher stock, restricted stock and options is included in their SEC filings on Forms 3, 4 and 5, which can be found at the Company's website (www.gleacher.com) in the section Investor Relations-SEC Filings. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with the SEC in connection with Gleacher's 2013 Annual Meeting. Information can also be found in Gleacher's Annual Report on Form 10-K for the year ended December 31, 2012, filed with the SEC on March 18, 2013. Stockholders will be able to obtain any proxy statement, any amendments or supplements to the proxy statement and other documents filed by Gleacher with the SEC for no charge at the SEC's website at www.sec.gov. Copies will also be available at no charge at Gleacher's website at www.gleacher.com or by writing to Gleacher & Company, Inc. at 1290 Avenue of the Americas, New York, New York 10104.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 - Press Release of Gleacher & Company, Inc. dated April 10, 2013.

SIGNATURES

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

GLEACHER & COMPANY, INC.

By:	/s/ Thomas J. Hughes
Name:	Thomas J. Hughes
Title:	Chief Executive Officer

Dated: April 11, 2013