

SCHWAB CHARLES CORP  
Form 8-K  
November 10, 2010

**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): November 10, 2010

**The Charles Schwab Corporation**

(Exact name of registrant as specified in its charter)

Commission File Number: 1-9700

Delaware  
(State or other jurisdiction

of incorporation)

94-3025021  
(I.R.S. Employer

Identification No.)

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**211 Main Street, San Francisco, CA 94105**

**(Address of principal executive offices, including zip code)**

**(415) 667-7000**

**(Registrant's telephone number, including area code)**

**N/A**

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

**Item 8.01 Other Events**

A copy of the legal opinion delivered with respect to the registration for re-sale of shares of common stock of The Charles Schwab Corporation (the Company) issued in connection with the Company's previously announced acquisition of Windward Investment Management, Inc. is attached as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

5.1 Opinion of Howard Rice Nemerovski Canady Falk & Rabkin, A Professional Corporation, dated November 10, 2010.

23.1 Consent of Howard Rice Nemerovski Canady Falk & Rabkin, A Professional Corporation, dated November 10, 2010 (included in Exhibit 5.1).

**Signature(s)**

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

**THE CHARLES SCHWAB CORPORATION**

Date: November 10, 2010

By: /s/ Joseph R. Martinetto  
Joseph R. Martinetto  
Executive Vice President and Chief Financial Officer

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| Ex 5.1             | Opinion of Howard Rice Nemerovski Canady Falk & Rabkin, A Professional Corporation, dated November 10, 2010.                           |
| Ex 23.1            | Consent of Howard Rice Nemerovski Canady Falk & Rabkin, A Professional Corporation, dated November 10, 2010 (included in Exhibit 5.1). |