

UMB FINANCIAL CORP  
Form 424B5  
September 09, 2013  
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Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-188082

The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject To Completion

Preliminary Prospectus dated September 9, 2013

PROSPECTUS SUPPLEMENT

(To prospectus dated April 23, 2013)

**3,900,000 Shares**

**UMB FINANCIAL CORPORATION**

**Common Stock**

We are offering 3,900,000 shares of our common stock.

Our shares trade on the NASDAQ Global Select Market under the symbol UMBF. On September 6, 2013, the last sale price of the shares as reported on the NASDAQ Global Select Market was \$57.18 per share.

**Investing in the common stock involves risks. See Risk Factors beginning on page S-8 of this prospectus supplement and on page 11 of our Annual Report on Form 10-K for the year ended December 31, 2012.**

Per Share

Total

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Public offering price	\$	\$
Underwriting discount	\$	\$
Proceeds, before expenses, to us	\$	\$

The underwriters may also exercise their option to purchase up to an additional 585,000 shares from us at the public offering price, less the underwriting discount, for 30 days after the date of this prospectus supplement.

None of the Securities and Exchange Commission, any state securities commission, the Federal Deposit Insurance Corporation (the FDIC), or any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares are expected to be ready for delivery on or about \_\_\_\_\_, 2013.

*Sole Book Running Manager*

**BofA Merrill Lynch**

*Co-Manager*

**Wells Fargo Securities**

The date of this prospectus supplement is September \_\_\_\_\_, 2013.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

You should rely only on the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus and any related free writing prospectus that we may file with the Securities and Exchange Commission ( SEC ) in connection with this offering. Neither we nor the underwriters have authorized any person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. Regardless of the time of delivery of this prospectus supplement or any share of our common stock, you should not assume that the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any related free writing prospectus is accurate as of any date other than the date on the front of this prospectus supplement, the accompanying prospectus or any related free writing prospectus, as applicable, or for information incorporated by reference, as of the date of that information. Our business, financial condition, liquidity, results of operations and prospects may have changed since those dates.

We are offering to sell these securities and seeking offers to buy these securities only in jurisdictions where the offers and sales are permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of our common stock in certain jurisdictions may be restricted by law. Persons who come into possession of this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

You should not consider any information in this prospectus supplement, the accompanying prospectus or any related free writing prospectus to be investment, legal, tax, business, financial or other advice. You should consult your own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding the purchase of our common stock. We are not making any representation to you regarding the legality of an investment in our common stock by you under applicable investment or similar laws.

References to we, us, our, UMB or the Company refer to UMB Financial Corporation, and not to UMB Financial Corporation's subsidiaries, UMB Financial Corporation and its subsidiaries, unless the context otherwise requires (which is the case, for example, in the Cautionary Notice about Forward Looking Statements ). When we refer to our Articles of Incorporation, we mean UMB Financial Corporation's Restated Articles of Incorporation as amended and restated. When we refer to our By-Laws, we mean UMB Financial Corporation's By-Laws as amended. The term you refers to a prospective investor in the common stock offered hereby.

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**CAUTIONARY NOTICE ABOUT FORWARD-LOOKING STATEMENTS**

From time to time we have made, and in the future will make, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements often use words such as believe, expect, anticipate, intend, estimate, project, outlook, forecast, target, trend, plan of comparable meaning or future-tense or conditional verbs such as may, will, should, would, or could. Forward-looking statements convey expectations, intentions, or forecasts about future events, circumstances, results, or aspirations.

This prospectus supplement, the accompanying prospectus, and any related free writing prospectus, including any information incorporated by reference herein and therein, contain forward-looking statements. We also may make forward-looking statements in other documents that are filed or furnished with the SEC. In addition, we may make forward-looking statements orally to investors, analysts, members of the media, or others.

All forward-looking statements, by their nature, are subject to assumptions, risks, and uncertainties, which may change over time and many of which are beyond our control. You should not rely on any forward-looking statement as a prediction or guarantee about the future. Our actual future objectives, strategies, plans, prospects, performance, condition, or results may differ materially from those set forth in any forward-looking statement. While no list of assumptions, risks, or uncertainties could be complete, some of the factors that may cause actual results or other future events, circumstances, or aspirations to differ from those in forward-looking statements include:

local, regional, national, or international business, economic, or political conditions or events;

changes in laws or the regulatory environment, including as a result of recent financial-services legislation or regulation;

changes in monetary, fiscal, or trade laws or policies, including as a result of actions by central banks or supranational authorities;

changes in accounting standards or policies;

shifts in investor sentiment or behavior in the securities, capital, or other financial markets, including changes in market liquidity or volatility or changes in interest or currency rates;

changes in spending, borrowing, or saving by businesses or households;

our ability to effectively manage capital or liquidity or to effectively attract or deploy deposits;

changes in any credit rating assigned to us or our affiliates;

adverse publicity or other reputational harm;

changes in our corporate strategies, the composition of our assets, or the way in which we fund those assets;

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our ability to innovate, develop, maintain, or market products or services or to absorb unanticipated costs or liabilities associated with those products or services;

our ability to anticipate the needs of current or future customers, to successfully compete in our chosen business lines, to increase or hold market share in changing competitive environments, or to deal with pricing or other competitive pressures;

changes in the credit, liquidity, or other condition of our customers, counterparties, or competitors;

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our ability to effectively deal with economic, business, or market slowdowns or disruptions;

judicial, regulatory, or administrative investigations, proceedings, disputes, or rulings that create uncertainty for or are adverse to us or our industry;

our ability to address stricter or heightened regulatory or other governmental supervision or requirements;

our ability to maintain secure and functional financial, accounting, technology, data processing, or other operating systems or facilities, including our capacity to withstand cyber-attacks;

the adequacy of our corporate governance, risk-management framework, compliance programs, or internal controls, including our ability to control lapses or deficiencies in financial reporting or to effectively mitigate or manage operational risk;

the efficacy of our methods or models in assessing business strategies or opportunities or in valuing, measuring, monitoring, or managing positions or risk;

our ability to keep pace with changes in technology that affect us or our customers, counterparties, or competitors;

mergers or acquisitions, including our ability to integrate acquisitions;

our ability to grow revenue, to control expenses, or to attract or retain qualified employees;

natural or man-made disasters, calamities, or conflicts, including terrorist events; or

other assumptions, risks, or uncertainties described in the management discussion and analysis or the risk factors in any of our annual, quarterly, or current reports, including those described in the section entitled "Risk Factors" in this prospectus supplement or the accompanying prospectus.

Any forward-looking statement made by us or on our behalf speaks only as of the date that it was made. We do not undertake to update any forward-looking statement to reflect the impact of events, circumstances, or results that arise after the date that the statement was made. You, however, should consult further disclosures (including disclosures of a forward-looking nature) that we may make in any subsequent Quarterly Report on Form 10-Q or Current Report on Form 8-K that is incorporated by reference in this prospectus supplement and the accompanying prospectus.

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**PROSPECTUS SUPPLEMENT SUMMARY**

*The following information summarizes, and should be read together with, the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus and any related free writing prospectus. It does not contain all of the information that is important to you. You should carefully read this entire prospectus supplement, the accompanying prospectus and any related free writing prospectus, as well as the information incorporated by reference herein and therein, to understand fully the terms of our common stock and other considerations that are important to you in making a decision about whether to invest in our common stock. To the extent that the information in this prospectus supplement is inconsistent with the information in the accompanying prospectus, you should rely on the information in this prospectus supplement. You should pay special attention to the Risk Factors section of this prospectus supplement as well as the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2012 and the other documents incorporated by reference herein to determine whether an investment in our common stock is appropriate for you.*

**About UMB Financial Corporation**

We are a diversified financial holding company headquartered in Kansas City, Missouri, that offers our customers banking services, payment solutions, asset servicing and institutional investment management. We own all of the outstanding stock of one commercial bank and several non-bank subsidiaries.

Our commercial bank, UMB Bank, n.a. (the Bank), has its principal office in Missouri and also has branches in Arizona, Colorado, Illinois, Kansas, Nebraska and Oklahoma. The Bank offers a full complement of banking services to commercial, retail, government and correspondent bank customers, including a wide range of investment and cash management services and trust services for individuals, estates, businesses, governmental bodies and public authorities.

Our significant non-bank subsidiaries include companies that offer services to mutual funds and alternative-investment entities, and registered investment advisors that offer equity and fixed-income investment strategies to institutions and individual investors. This group of subsidiaries includes the following:

UMB Fund Services, Inc. is located in Milwaukee, Wisconsin, Kansas City, Missouri, and Chadds Ford, Pennsylvania, and provides fund accounting, transfer agent, and other services to mutual fund groups. JD Clark & Co., Inc., a subsidiary of UMB Fund Services, Inc., is located in Ogden, Utah, and provides similar services to alternative investment groups.

Scout Investments, Inc. is an institutional asset management company located in Kansas City, Missouri. Scout Investments, Inc. offers domestic and international equity investments through its Scout Asset Management Division and fixed-income investments through its Reams Asset Management Division.

We refer you to the documents incorporated by reference into this prospectus supplement, as described in the section **Where You Can Find More Information** in this prospectus supplement, for more information about us and our businesses.

**Corporate Information**

We were organized as a corporation under the laws of the State of Missouri in 1967. Our common stock trades on The NASDAQ Global Select Market under the symbol UMBF. Our executive offices are located at 1010 Grand Boulevard, Kansas City, Missouri 64106. Our telephone number is (816) 860-7000. Our website is located at www.umb.com. The information found on, or otherwise accessible through, our website is not



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incorporated into, and does not form a part of, this prospectus supplement, the accompanying prospectus or any other report or document we file with or furnish to the SEC.

**The Offering**

<b>Issuer</b>	UMB Financial Corporation
<b>Securities Offered</b>	We are offering 3,900,000 shares of common stock, par value \$1.00 per share (or 4,485,000 shares if the underwriters exercise their option to purchase an additional 585,000 shares of common stock in full).
<b>Shares of Common Stock Outstanding after the Offering</b>	44,566,025 shares of our common stock will be outstanding after this offering (or 45,151,025 shares if the underwriters exercise their option to purchase an additional 585,000 shares of common stock in full). Unless otherwise indicated, information contained in this prospectus supplement regarding the number of shares of our common stock outstanding after this offering does not include (a) shares issuable pursuant to the underwriters' option to purchase an additional 585,000 shares of common stock and (b) 276,931 shares of common stock underlying outstanding stock options issued under employee benefits and compensation plans as of June 30, 2013.
<b>Net Proceeds</b>	We anticipate that the net proceeds from the offering of our common stock will be \$ million, assuming we sell all 3,900,000 shares of common stock in this offering (or \$ million if the underwriters exercise their option to purchase an additional 585,000 shares of common stock in full). We anticipate expenses of approximately \$ , not including the underwriting discount.
<b>Use of Proceeds</b>	We expect to use the net proceeds from the sale of the common stock for general corporate purposes. See Use of Proceeds.
<b>NASDAQ Global Select Market Symbol</b>	UMBF
<b>Risk Factors</b>	An investment in our common stock involves risks. You should carefully consider the information contained under Risk Factors in this prospectus supplement and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as well as other information included in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including our consolidated financial statements and the notes thereto, before making an investment decision.

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The following consolidated balance sheet data as of December 31, 2012 and 2011 and the following consolidated operating data for each of the three years in the period ended December 31, 2012 have been derived from our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012, incorporated by reference herein.

The following consolidated balance sheet data as of June 30, 2013 and the following consolidated operating data for the six-month periods ended June 30, 2013 and 2012 have been derived from our unaudited interim consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, incorporated by reference herein. Those unaudited interim consolidated financial statements have been prepared on the same basis as our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012 and, in the opinion of our management, include all adjustments (consisting only of normal and recurring adjustments) necessary for a fair presentation of the information set forth therein.

Our results of operations and financial condition presented below do not purport to be indicative of our results of operations or financial condition as of any future date or for any future period.

	At and for the Six Months Ended June 30,		At and for the Year Ended December 31,		
	2013 (unaudited, dollars in thousands)	2012	2012	2011	2010
<b>Consolidated Operating Data</b>					
Interest Income	\$ 170,114	\$ 170,083	\$ 339,685	\$ 343,653	\$ 346,507
Interest Expense	8,304	10,621	19,629	26,680	35,894
Net interest income	161,810	159,462	320,056	316,973	310,613
Provision for loan losses	7,000	9,000	17,500	22,200	31,510
Net interest income after provision for loan losses	154,810	150,462	302,556	294,773	279,103
Noninterest income	234,601	242,527	458,122	414,332	360,370
Noninterest expense	300,689	286,590	590,454	562,746	512,622
Income before income taxes	88,722	106,399	170,224	146,359	126,851
Income tax expense	23,852	30,867	47,507	39,887	35,849
Net income	\$ 64,870	\$ 75,532	\$ 122,717	\$ 106,472	\$ 91,002
<b>Consolidated Balance Sheet Data</b>					
Total assets	\$ 15,253,217		\$ 14,927,196	\$ 13,541,398	\$ 12,404,932
Loans held for investment	6,338,921		5,686,749	4,960,343	4,583,683
Loans held for sale	6,693		3,877	10,215	14,414
Securities available-for-sale	6,944,358		6,937,463	6,107,882	5,613,047
Non-interest bearing deposits	4,887,643		4,920,581	3,941,372	2,888,881
Interest-bearing deposits	5,801,388		5,450,450	4,680,125	4,445,798
Time deposits	1,040,719		1,282,334	1,548,414	1,694,062
Total deposits	11,729,750		11,653,365	10,169,911	9,028,741
Federal funds purchased and repurchase agreements	2,157,979		1,787,270	1,950,827	2,084,342
Other borrowings	4,577		5,879	18,529	44,104
Shareholders' equity	1,226,472		1,279,345	1,191,132	1,060,860

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	At and for the Six Months Ended June 30,		At and for the Year Ended December 31,		
	2013	2012	2012	2011	2010
	(unaudited, dollars in thousands)		(dollars in thousands, except share and per share data)		
<b>Other Financial Data</b>					
<b>Income per share</b>					
Basic	\$ 1.62	\$ 1.89	\$ 3.07	\$ 2.66	\$ 2.27
Diluted	1.61	1.87	3.04	2.64	2.26
Book value per share	30.20	30.89	31.71	29.46	26.24
<b>Weighted average shares</b>					
Basic	39,924,423	40,030,052	40,034,428	40,034,435	