

Discover Financial Services  
Form 8-K  
February 09, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 26, 2015**

**DISCOVER FINANCIAL SERVICES**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-33378**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**36-2517428**  
**(IRS Employer**  
  
**Identification No.)**

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**2500 Lake Cook Road, Riverwoods, Illinois 60015**

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

**(224) 405-0900**

**(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.**

On January 26, 2015, each of the executives of Discover Financial Services (the Company) listed in the table below adopted a pre-arranged stock trading plan (Plan) providing for the sale of previously issued shares of common stock of the Company. None of the executives has previously sold securities under a pre-arranged trading plan at the Company.

Sales of shares under the Plans are intended to help diversify the personal investment holdings of the executives and are expected to occur on a monthly basis for one year beginning in May 2015, subject to a minimum price threshold. Each executive currently holds shares of common stock of the Company well in excess of the Company's executive stock ownership guidelines, which require the executives to hold shares equivalent to a certain number of times their base salaries. As set forth below, assuming all shares under each Plan are sold, each executive's holdings would continue to remain well in excess of these guidelines.

The Plans were established under Rule 10b5-1 of the Securities Exchange Act of 1934 and the Company's policies regarding transactions by Company executives in the Company's securities. The executives retain no discretion over purchases or sales under the Plans, and the transactions are executed through brokers on or after specified dates. Amendments or modifications to the Plans are not permitted. The transactions will be disclosed publicly in Form 144 and Form 4 filings with the Securities and Exchange Commission.

| <b>Executive</b>  | <b>Maximum Total<br/>Shares<br/>to be<br/>Sold<br/>under<br/>Plan</b> | <b>Required<br/>Minimum Stock<br/>Ownership<sup>1</sup></b> | <b>Stock Ownership,<br/>Assuming Sale of<br/>all Plan Shares<sup>2</sup></b> |
|---|---|---|--|
| David W. Nelms  | 360,000   | 7x  | 95x  |
| Chairman and Chief Executive Officer                    |   |   |  |
| Roger C. Hochschild                                     | 240,000   | 5x  | 68x  |
| President and Chief Operating Officer                   |   |   |  |
| Kathryn McNamara Corley                                 | 48,000  | 3x  | 26x  |
| Executive Vice President, General Counsel and Secretary |   |   |  |
| Carlos M. Minetti                                       | 96,000  | 3x  | 24x  |
| Executive Vice President, President Consumer Banking    |   |   |  |
| Diane E. Offereins                                      | 108,000   | 3x  | 27x  |
| Executive Vice President, President Payment Services    |   |   |  |
| Harit Talwar  | 84,000  | 3x  | 22x  |
| Executive Vice President, President U.S. Cards          |   |   |  |

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- <sup>1</sup> As a multiple of each executive's base salary.
- <sup>2</sup> As a multiple of each executive's base salary. Calculated from ownership totals as of February 6, 2015. The shares counted in the calculations include outstanding shares, unvested/unissued restricted stock unit awards and shares held pursuant to employee benefit plans. Multiples are calculated based on the 10-day average market stock price as of February 6, 2015.

**SIGNATURES**

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.

**DISCOVER FINANCIAL SERVICES**

Dated: February 9, 2015

By: /s/ D. Christopher Greene  
Name: D. Christopher Greene  
Title: Vice President, Deputy General Counsel  
  
and Assistant Secretary