

---

## Section 1: 8-K (8-K)

---

# 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):  
February 23, 2010

---



## TCF FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

---

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

**001-10253**  
(Commission File Number)

**41-1591444**  
(IRS Employer Identification No.)

**200 Lake Street East, Mail Code EX0-03-A, Wayzata, Minnesota 55391-1693**  
(Address of principal executive offices)

**(952) 745-2760**  
(Registrant's telephone number, including area code)

---

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 February 23, 2010, TCF Financial Corporation (the "Company") announced that its public offering of 10,715,000 shares of its common stock has priced at \$14.00 per share for gross proceeds of \$150,010,000. TCF's common stock price closed on February 22, 2010 at \$14.39. TCF has also granted the underwriters a 30-day option to purchase up to an additional 1,607,250 shares of common stock to cover over-allotments, if any, at the same price for potential additional gross proceeds of \$22,501,500. A copy of the Company's press release containing such announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 99.1               | Press Release of TCF Financial Corporation dated February 23, 2010 |

2

### 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, thereunto duly authorized.

TCF FINANCIAL CORPORATION

/s/ William A. Cooper

William A. Cooper,  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

/s/ Thomas F. Jasper

Thomas F. Jasper, Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

/s/ David M. Stautz

David M. Stautz, Senior Vice President,  
Controller and Assistant Treasurer  
(Principal Accounting Officer)

Dated: February 23, 2010

3

[\(Back To Top\)](#)

## Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

NEWS RELEASE

CONTACT: Jason Korstange  
(952) 745-2755  
www.tcfbank.com

FOR IMMEDIATE RELEASE



200 Lake Street East, Wayzata, MN 55391-1693

## TCF Announces Pricing of Common Stock Offering

WAYZATA, MN, February 23, 2010 — TCF Financial Corporation (“TCF”) (NYSE:TCB) today announced that its public offering of 10,715,000 shares of its common stock has priced at \$14.00 per share for gross proceeds of \$150,010,000. TCF’s common stock price closed on February 22, 2010 at \$14.39. TCF has also granted the underwriters a 30-day option to purchase up to an additional 1,607,250 shares of common stock to cover over-allotments, if any, at the same price for potential additional gross proceeds of \$22,501,500. Morgan Stanley and J.P. Morgan acted as joint lead book-running managers. RBC Capital Markets and Stifel Nicolaus served as co-managers.

The issuance of the additional common stock enhances TCF’s capital ratios and therefore TCF’s ability to pursue growth and acquisition opportunities. TCF expects to use the net proceeds of the offering for general corporate purposes.

TCF expects to close the transaction, subject to customary conditions, on or about February 26, 2010. This announcement shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any offer or 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 such jurisdiction. The offering will be made only by means of a prospectus supplement and accompanying prospectus, copies of which may be obtained from Morgan Stanley at 180 Varick Street,

1

2<sup>nd</sup> Floor, New York, NY 10014, Attention: Prospectus Department or by email at [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com) and from J.P. Morgan via Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 or by calling toll-free (866) 803-9204.

TCF is a Wayzata, Minnesota-based national financial holding company with \$17.9 billion in total assets. The company has 443 banking offices in Minnesota, Illinois, Michigan, Colorado, Wisconsin, Indiana, Arizona and South Dakota, providing retail and commercial banking services. TCF also conducts commercial leasing and equipment finance business in all 50 states and commercial inventory finance business in the U.S. and Canada. For more information about TCF, please visit [www.tcfbank.com](http://www.tcfbank.com).

This press release may contain projections and other “forward-looking” statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements deal with future results, plans or performance. We caution you that such statements are predictions and that actual events or results may differ materially. TCF’s expected financial results or other plans are subject to a number of risks and uncertainties. Please see the forward-looking statement disclosure contained in the SEC Form S-3 preliminary prospectus supplement dated February 22, 2010 for more information about risks and uncertainties. Forward-looking statements speak only as of the date made and TCF undertakes no duty to update the information.

###

2

[\(Back To Top\)](#)