

WADDELL & REED FINANCIAL INC  
Form 8-K  
December 15, 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):

**December 15, 2010**

**WADDELL & REED FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other

jurisdiction of

incorporation)

**001-13913**  
(Commission

File Number)

**51-0261715**  
(IRS Employer

Identification No.)

**6300 Lamar Avenue**

**Overland Park, Kansas 66202**

(Address of principal executive offices) (Zip code)

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**(913) 236-2000**

(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 (*see* General Instruction A.2. below):

- 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))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENT OF CERTAIN OFFICERS.**

(b) On December 14, 2010, Mr. William L. Rogers notified Waddell & Reed Financial, Inc. (the Company ) of his retirement from the Board of Directors (the Board ) effective immediately. Mr. Rogers served as a member of the compensation committee, executive committee, marketing committee, and nominating and corporate governance committee.

**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.

WADDELL & REED FINANCIAL, INC.

Date: December 15, 2010

By:

/s/ Daniel P. Connealy

Daniel P. Connealy

Senior Vice President and Chief Financial Officer