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FRANKLIN RESOURCES INC  
Form 8-K  
November 22, 2004

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 19, 2004

FRANKLIN RESOURCES, INC.  
(Exact name of registrant as specified in its charter)

Delaware 1-9318 13-2670991  
(State or other jurisdiction (Commission File Number) (IRS Employer  
of incorporation) Identification No.)

One Franklin Parkway, San Mateo, California 94403  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (650) 312-3000

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(Former name or former address, if changed since last report): Not Applicable

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))

ITEM 8.01 OTHER EVENTS.

On September 20, 2004, Franklin Resources, Inc. (the "Company") announced that an agreement had been reached by two of its subsidiaries, Franklin Advisers, Inc. ("Franklin Advisers") and Franklin Templeton Alternative Strategies, Inc.

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("FTAS"), with the Securities Division ("Division") of the Office of the Secretary of the Commonwealth of Massachusetts (the "State of Massachusetts") related to an administrative complaint filed February 4, 2004, concerning a single instance of market timing.

Under the terms of the settlement issued by the State of Massachusetts, Franklin Advisers and FTAS consented to the entry of a cease and desist order and agreed to pay a \$5 million administrative fine to the State of Massachusetts. Franklin's previous disclosure of its settlement with the Division did not state that Franklin admitted to the Division's Statement of Facts.

This filing is in complete settlement of the administrative complaint filed by the Division on October 25, 2004.

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.

FRANKLIN RESOURCES, INC.  
(Registrant)

Date: November 22, 2004

/s/ Murray L. Simpson

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Murray L. Simpson  
Executive Vice President and General Counsel