

FRANKLIN RESOURCES INC  
Form 10-Q/A  
August 18, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

Amendment No. 1

(MARK ONE)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2010

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission File Number: 001-09318

**FRANKLIN RESOURCES, INC.**

(Exact name of registrant as specified in its charter)

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|---|--|
| <b>Delaware</b><br><i>(State or other jurisdiction of<br/>incorporation or organization)</i>            | <b>13-2670991</b><br><i>(I.R.S. Employer<br/>Identification No.)</i> |
| <b>One Franklin Parkway, San Mateo, CA</b><br><i>(Address of principal executive offices)</i>           | <b>94403</b><br><i>(Zip Code)</i>                                    |
| <b>(650) 312-2000</b><br><i>(Registrant's telephone number, including area code)</i>                    |  |
| <b>N/A</b><br><i>(Former name, former address and former fiscal year, if changed since last report)</i> |  |

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  YES  NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Outstanding: 225,089,900 shares of common stock, par value \$0.10 per share, of Franklin Resources, Inc. as of July 31, 2010.

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**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2010 (the Form 10-Q) is to furnish Exhibit 101 to the Form 10-Q. No other changes have been made to the Form 10-Q, and this Amendment No. 1 has not been updated to reflect events occurring subsequent to the filing of the Form 10-Q.

**Item 6. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| Exhibit 3(i)(a)    | Registrant's Certificate of Incorporation, as filed November 28, 1969, incorporated by reference to Exhibit (3)(i) to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1994 (File No. 001-09318) (the 1994 Annual Report).*   |
| Exhibit 3(i)(b)    | Registrant's Certificate of Amendment of Certificate of Incorporation, as filed March 1, 1985, incorporated by reference to Exhibit (3)(ii) to the 1994 Annual Report.*  |
| Exhibit 3(i)(c)    | Registrant's Certificate of Amendment of Certificate of Incorporation, as filed April 1, 1987, incorporated by reference to Exhibit (3)(iii) to the 1994 Annual Report.*   |
| Exhibit 3(i)(d)    | Registrant's Certificate of Amendment of Certificate of Incorporation, as filed February 2, 1994, incorporated by reference to Exhibit (3)(iv) to the 1994 Annual Report.*   |
| Exhibit 3(i)(e)    | Registrant's Certificate of Amendment of Certificate of Incorporation, as filed on February 4, 2005, incorporated by reference to Exhibit (3)(i)(e) to the Registrant's Quarterly Report on Form 10-Q for the period ended December 31, 2004 (File No. 001-09318).*  |
| Exhibit 3(ii)      | Registrant's Amended and Restated By-laws (as adopted and effective February 4, 2010), incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed with the SEC on February 5, 2010 (File No. 001-09318).*   |
| Exhibit 4          | Second Supplemental Indenture dated as of May 20, 2010 by and between Registrant and The Bank of New York Mellon Trust Company, N.A., as Trustee, (inclusive of the form of global note of the Registrant's 2.000% Notes due 2013, the Registrant's 3.125% Notes due 2015 and the Registrant's 4.625% Notes due 2010), incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed with the SEC on May 20, 2010 (File No. 001-09318).* |
| Exhibit 31.1       | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*   |
| Exhibit 31.2       | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*   |
| Exhibit 32.1       | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*  |
| Exhibit 32.2       | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*  |
| Exhibit 101        | The following materials from the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, formatted in Extensible Business Reporting Language (XBRL), include: (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Cash Flows, and (iv) related notes.**  |

\* Previously filed or furnished

\*\* Furnished herewith

**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.

**FRANKLIN RESOURCES, INC.**  
(Registrant)

Date: August 18, 2010

By: /s/ KENNETH A. LEWIS  
**Kenneth A. Lewis**  
**Executive Vice President and Chief Financial Officer**  
**(Duly Authorized Officer and Principal Financial Officer)**