

AMERIPRISE FINANCIAL INC
Form 8-K
June 03, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **June 3, 2009**

AMERIPRISE FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32525
(Commission File Number)

13-3180631
(IRS Employer
Identification No.)

55 Ameriprise Financial Center
Minneapolis, Minnesota
(Address of principal executive offices)

55474
(Zip Code)

Registrant's telephone number, including area code: **(612) 671-3131**

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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On June 3, 2009, Ameriprise Financial, Inc. (the Company) issued \$200,000,000 principal amount of 7.75% Senior Notes due 2039 (the Notes). The Notes were issued in the form filed as Exhibit 4.1 hereto and were sold pursuant to an Underwriting Agreement, dated May 27, 2009, between the Company and the Underwriters named therein, as previously filed with the Securities and Exchange Commission (the Commission) as Exhibit 1.1 to the Current Report on Form 8-K on May 29, 2009. The offering of the Notes is more fully described in the Current Report on Form 8-K filed with the Commission on May 29, 2009.

Item 9.01 Financial Statements and Exhibits

The purpose of this Current Report is to file with the Commission the following documents relating to the Notes: (i) the form of the Notes, and (ii) the opinion of John C. Junek, Esq. The following exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No. 333-158972) filed by the Company with the Commission.

(d) Exhibits

- 4.1 Form of 7.75% Senior Note due 2039.
- 5.1 Opinion of John C. Junek, Esq.
- 23.1 Consent of John C. Junek, Esq. (included as part of Exhibit 5.1)

[Signature Page to Follow]

SIGNATURE

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.

AMERIPRISE FINANCIAL, INC.
(REGISTRANT)

DATE: June 3, 2009

By:

/s/ Walter S. Berman

Name: Walter S. Berman

Title: Executive Vice President and Chief Financial
Officer

Index to Exhibits

| Exhibit No. | Description | Method of Filing |
|--------------------|---|-------------------------|
| 4.1 | Form of 7.75% Senior Note due 2039. | Electronic Transmission |
| 5.1 | Opinion of John C. Junek, Esq. | Electronic Transmission |
| 23.1 | Consent of John C. Junek, Esq. (included as part of Exhibit 5.1). | Electronic Transmission |