

FXCM INC.

FORM 8-K (Current report filing)

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Telephone 6464322241
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Symbol FXCM
SIC Code 6200 - Security & Commodity Brokers, Dealers, Exchanges & Services
Industry Investment Services
Sector Financial
Fiscal Year 12/31

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 1, 2016

FXCM Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-34986
(Commission File Number)

27-3268672
(IRS Employer
Identification No.)

55 Water Street, FL 50, New York, NY, 10041
(Address of Principal Executive Offices) (Zip Code)

(646) 432-2986
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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:

- 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 Principal Officers; Election of Directors; Appointment of Principal Officers.

On February 1, 2016, Mr. Perry Fish submitted his resignation to FXCM Inc. (the “Company”) from his position serving as an independent member of the Company’s Board of Directors (the “Board”) including any and all committee appointments, effective immediately. Mr. Fish’s resignation was for personal reasons and not as a result of any disagreements between him and the Company with respect to the Company’s operations, policies or practices.

Also on February 1, 2016, the Company’s Board, with the recommendation of the Board’s Nominating and Corporate Governance Committee, appointed Mr. Bryan I. Reyhani to serve as a member of the Board. The Board has determined that Mr. Reyhani is an independent director pursuant to the rules and regulations of the New York Stock Exchange.

Mr. Reyhani, 40, served as Vice President and General Counsel at Merrill Lynch from September 1999 until September 2003 where he represented the firm and its representatives in various securities industry disputes. Thereafter, from September 2003 until April 2012, Mr. Reyhani was a law partner at the firm of Loeb & Loeb LLP during which time his practice primarily focused on arbitration, litigation and regulatory disputes involving financial services firms. In April of 2012 Mr. Reyhani co-founded and continues to be a law partner at the law firm of Reyhani Nemirovsky LLP where Mr. Reyhani’s practice is primarily focused on matters before the SEC, FINRA, and other securities regulators. Additionally, in January 2014, Mr. Reyhani co-founded and currently serves as the Executive Director and General Counsel for SolidX Partners, Inc., a venture capital backed firm engaged in the blockchain and bitcoin capital markets, consulting services, and software development industry where Mr. Reyhani oversees the development of blockchain software applications for businesses and consumers. The Board believes Mr. Reyhani’s legal background in the securities regulation industry as well as his entrepreneurial leadership skills will be a valuable asset for the Company. Mr. Reyhani received his Bachelor of Arts in Political Science from Syracuse University and his law degree from Brooklyn Law School.

Mr. Reyhani will be compensated for his services at the same level as the other non-employee directors of the Company.

There is no family relationship between Mr. Reyhani and any of our other officers and directors. There are no understandings or arrangements between Mr. Reyhani and any other person pursuant to which he was selected as a director.

Except for the aforementioned arrangements, there has not been any transaction or currently proposed transaction, in which the Company was or is to be a participant and the amount involved exceeds \$120,000, and in which Mr. Reyhani had or will have a direct or indirect material interest since the beginning of the Company’s last fiscal year.

Item 8.01 Other Events.

On February 1, 2016, the Company issued a press release announcing Mr. Fish’s resignation and the subsequent appointment of Mr. Reyhani to the Board, which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated as of February 1, 2016

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 hereunto duly authorized.

FXCM INC.

By: /s/David S. Sassoon

Name: David S. Sassoon

Title: General Counsel

Date: February 1, 2016

FXCM Announces Changes to Board of Directors

NEW YORK, February 1, 2016-- FXCM Inc. (NYSE:FXCM) ("FXCM" or "the Company"), a leading online provider of foreign exchange (FX) trading and related services, announced on February 1, 2016, Mr. Perry Fish submitted his resignation to FXCM from his position serving as an independent member of the Company's Board of Directors (the "Board") including any and all committee appointments, effective immediately. Mr. Fish's resignation was for personal reasons and not as a result of any disagreements between him and the Company with respect to the Company's operations, policies or practices.

Also on February 1, 2016, the Company's Board, with the recommendation of the Board's Nominating and Corporate Governance Committee, appointed Mr. Bryan I. Reyhani to serve as a member of the Board. The Board has determined that Mr. Reyhani is an independent director pursuant to the rules and regulations of the New York Stock Exchange.

Disclosure Regarding Forward-Looking Statements

Certain statements contained herein may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and/or the Private Securities Litigation Reform Act of 1995, which reflect FXCM's current views with respect to, among other things, its operations and financial performance in the future, and the potential impact to FXCM of the cybersecurity incident described in a press release distributed on October 1, 2015. These forward-looking statements are not historical facts and are based on current expectations, estimates and projections about FXCM's industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, readers are cautioned that any such forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict including, without limitation, risks associated with the events that took place in the currency markets on January 15, 2015 and their impact on FXCM's capital structure, risks associated with FXCM's ability to recover all or a portion of any capital losses, risks relating to the ability of FXCM to satisfy the terms and conditions of or make payments pursuant to the terms of the credit agreement with Leucadia, risks related to FXCM's dependence on FX market makers, market conditions, risks associated with the outcome of any potential litigation or regulatory inquiries to which FXCM may become subject as a result of this cybersecurity incident, risks associated with potential reputational damage to FXCM resulting from this cybersecurity incident, the outcome of FXCM's ongoing investigation (including FXCM's potential discovery of additional information relating to this cybersecurity incident) and the extent of remediation costs and other additional expenses that may be incurred by FXCM as a result of this security incident, and those other risks described under "Risk Factors" in FXCM Inc.'s Annual Report on Form 10-K and other reports or documents FXCM files with, or furnishes to, the SEC from time to time, which are accessible on the SEC website at sec.gov. This information should also be read in conjunction with FXCM's Consolidated Financial Statements and the Notes thereto contained in FXCM's Annual Report on Form 10-K, and in other reports or documents the FXCM files with, or furnishes to, the SEC from time to time, which are accessible on the SEC website at sec.gov.

About FXCM Inc.

FXCM Inc. (NYSE:FXCM) is a leading provider of online foreign exchange (forex) trading, CFD trading, spread betting and related services. Our mission is to provide global traders with access to the world's largest and most liquid market by offering innovative trading tools, hiring excellent trading educators, meeting strict financial standards and striving for the best online trading experience in the market.

Clients have the advantage of mobile trading, one-click order execution and trading from real-time charts. In addition, FXCM offers educational courses on forex trading and provides free news and market research through DailyFX.com.

Trading foreign exchange and CFDs on margin carries a high level of risk, which may result in losses that could exceed your deposits, therefore may not be suitable for all investors. Read full disclaimer.

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