

AMERIPRISE FINANCIAL INC  
Form S-3ASR  
May 04, 2009  
Table of Contents

As filed with the Securities and Exchange Commission on May 4, 2009

Registration Statement No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form S-3**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**Ameriprise Financial, Inc.  
Ameriprise Capital Trust I  
Ameriprise Capital Trust II  
Ameriprise Capital Trust III  
Ameriprise Capital Trust IV**

(Exact name of Registrant as specified in its charter)

Delaware  
Delaware  
Delaware  
Delaware  
Delaware

13 31800631  
45-6157641  
45-6157643  
45-6157644  
45-6157645

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(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**55 Ameriprise Financial Center  
Minneapolis, MN 55474  
(612) 671-3131**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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**John C. Junek, Esq.  
Executive Vice President and General Counsel  
Ameriprise Financial, Inc.  
55 Ameriprise Financial Center  
Minneapolis, Minnesota 55474  
(612) 671-3131**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

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If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(1)
Senior Debt Securities of Ameriprise Financial, Inc.				
Senior Subordinated Debt Securities of Ameriprise Financial, Inc.				
Junior Subordinated Debt Securities of Ameriprise Financial, Inc.				
Preferred Stock, par value \$.01 per share, of Ameriprise Financial, Inc.				
Depository Shares of Ameriprise Financial, Inc. (2)				
Common Stock, par value \$.01 per share, of Ameriprise Financial, Inc.				
Warrants of Ameriprise Financial, Inc.				
Stock Purchase Contracts of Ameriprise Financial, Inc.				
Units of Ameriprise Financial, Inc.				
Preferred Securities Ameriprise Capital Trust I				
Preferred Securities of Ameriprise Capital Trust II				
Preferred Securities of Ameriprise Capital Trust III				
Preferred Securities of Ameriprise Capital Trust IV				
Ameriprise Financial, Inc. Guarantee of Preferred Securities of Ameriprise Capital Trust I, Ameriprise Capital Trust II, Ameriprise Capital Trust III, and Ameriprise Capital Trust IV (3)				

(1) This registration statement is filed in accordance with Rule 415(a)(6) under the Securities Act and registers securities that were previously registered pursuant to Registration Statement No. 333-133860, filed on May 5, 2006 by the registrants hereof, and that were not sold thereunder. An indeterminate aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be offered at indeterminate prices. This registration statement also covers an undeterminable amount of the registered securities that may be reoffered and resold on an ongoing basis after their initial sale in market-making transactions by subsidiaries of the registrant. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities or that are issued in units or represented by depository shares. In accordance with Rules 456(b) and 457(r) under the Securities Act, the registrants are deferring payment of all of the registration fee, except for \$24,593 that has already been paid with respect to \$1,700,000,000 aggregate initial offering price of securities that were previously registered pursuant to Registration Statement No. 333-128834, filed on October 5, 2005 by Ameriprise Financial, Inc. and were not sold thereunder. Pursuant to Rule 457(p) under the Securities Act, such unutilized filing fee may be applied to the filing fee payable pursuant to this registration statement. Any additional registration fees will be paid subsequently on a pay-as-you-go basis. As a result, Rule 457(r) provides that the table does not need to specify the information as to the amount to be registered, the proposed maximum aggregate offering price, or the amount of registration fee for any class of security listed, and that the registration fee shall be subsequently calculated based on the applicable fee payment rates in effect on the date of the payment of the fees.

(2) Each depository share will be issued under a deposit agreement and will be evidenced by a depository receipt. In the event Ameriprise Financial, Inc. elects to offer to the public fractional interests in shares of the preferred stock registered hereunder, depository receipts will be distributed to those persons purchasing such fractional interests and shares of preferred stock will be issued to the depository under the deposit

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agreement. No separate consideration will be received for the depositary shares.

(3) Ameriprise Financial, Inc. is also registering the guarantees and other obligations that it may have with respect to preferred securities to be issued by any of Ameriprise Capital Trust I and Ameriprise Capital Trust II or with respect to similar securities that may be issued by similar entities formed in the future. No separate consideration will be received for any guarantee.

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Table of Contents

**EXPLANATORY NOTE**

This registration statement contains:

- a prospectus to be used in connection with offerings of debt securities, warrants, purchase contracts, units, preferred stock, depositary shares and common stock of Ameriprise on a continuous or delayed basis; and
- a prospectus to be used in connection with offerings of:
- the capital securities of Ameriprise Capital Trust I, Ameriprise Capital Trust II, Ameriprise Capital Trust III and Ameriprise Capital Trust IV;
- the junior subordinated debentures of Ameriprise; and
- the guarantees of Ameriprise of the capital securities,

each on a continuous or delayed basis.

Each offering of securities made under this registration statement will be made pursuant to one of these two prospectuses, with the specific terms of the securities offered thereby set forth in an accompanying prospectus supplement or incorporated into this prospectus by reference.

Each of these two prospectuses may also be used by affiliates of Ameriprise Financial, Inc. in market-making transactions in the securities covered by such prospectus.

Table of Contents

**PROSPECTUS**

**Ameriprise Financial, Inc.**

**Debt Securities  
Warrants  
Purchase Contract  
Units  
Preferred Stock  
Depositary Shares  
Common Stock**

We may offer to sell debt securities, warrants, purchase contracts, preferred stock, either separately or represented by depositary shares, and common stock either individually or in units. The debt securities, warrants, purchase contracts and preferred stock may be convertible into or exercisable or exchangeable for common or preferred stock or other securities of Ameriprise or debt or equity securities of one or more other entities. Our common stock is listed on the NYSE and trades under the symbol AMP.

This prospectus describes some of the general terms that may apply to these securities and the general manner in which they may be offered. The specific terms of any securities to be offered, and the specific manner in which they may be offered, will be described in a supplement to this prospectus or incorporated into this prospectus by reference.

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**Investing in the securities involves risks. See the section entitled Risk Factors on page 3 and, if applicable, any risk factors described in any accompanying prospectus supplement or in our Securities and Exchange Commission filings that are incorporated by reference into this prospectus.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis.

We may use this prospectus in the initial sale of these securities. In addition, one or more of our subsidiaries may use this prospectus in a market-making transaction involving any of these securities after our initial sale.

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The date of this prospectus is May 4, 2009.

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Table of Contents

TABLE OF CONTENTS

	Page
<u>PROSPECTUS SUMMARY</u>	1
<u>CONSOLIDATED RATIO OF EARNINGS TO FIXED CHARGES AND EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS</u>	2
<u>USE OF PROCEEDS</u>	3
<u>DESCRIPTION OF DEBT SECURITIES WE MAY OFFER</u>	7
<u>DESCRIPTION OF WARRANTS WE MAY OFFER</u>	16
<u>DESCRIPTION OF PURCHASE CONTRACTS WE MAY OFFER</u>	18
<u>DESCRIPTION OF UNITS WE MAY OFFER</u>	19
<u>DESCRIPTION OF PREFERRED STOCK WE MAY OFFER</u>	20
<u>DESCRIPTION OF COMMON STOCK WE MAY OFFER</u>	28
<u>LEGAL OWNERSHIP AND BOOK-ENTRY ISSUANCE</u>	29
<u>CONSIDERATIONS RELATING TO SECURITIES ISSUED IN BEARER FORM</u>	36
<u>PLAN OF DISTRIBUTION</u>	36
<u>VALIDITY OF THE SECURITIES</u>	38
<u>EXPERTS</u>	39
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	39
<u>CAUTIONARY STATEMENT PURSUANT TO THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995</u>	40

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You should rely only on the information contained in this prospectus or any prospectus supplement, and in other offering material, if any, or information contained in documents which you are referred to by this prospectus or any prospectus supplement, or in other offering material, if any. We have not authorized anyone to provide you with different information. We are offering to sell the securities only in jurisdictions where offers and sales are permitted. The information contained in this prospectus or any prospectus supplement or other offering material is accurate only as of the date on the front of those documents, regardless of the time of delivery of the documents or any sale of the securities.



Table of Contents

**PROSPECTUS SUMMARY**

**About This Prospectus**

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission utilizing a shelf registration process. This prospectus provides you with a general description of the securities we may offer.

References to Ameriprise, us, we or our in this section mean Ameriprise Financial, Inc., and do not include the consolidated subsidiaries of Ameriprise Financial, Inc. When we refer to you in this section, we mean all purchasers of the securities being offered by this prospectus, whether they are the holders or only indirect owners of those securities.

Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. In addition, we and any underwriter or agent that we may from time to time retain may also provide other information relating to an offering, which we refer to as other offering material. The prospectus supplement as well as the other offering material may also add, update or change information contained in this prospectus. You should read this prospectus, any prospectus supplement, any applicable pricing supplement, together with additional information described in the section entitled Where You Can Find More Information and any other offering material. Throughout this prospectus, where we indicate that information may be supplemented in an applicable prospectus supplement or supplements, that information may also be supplemented in other offering material provided.

To see more detail, you should read our registration statement and the exhibits filed with our registration statement.

**Ameriprise Financial, Inc.**

We are a leading financial planning and services company, with more than 12,400 financial advisors and registered representatives, that provides solutions for clients' asset accumulation, income management and insurance protection needs. Our financial advisors deliver tailored solutions to clients through a comprehensive and personalized financial planning approach built on a long-term relationship with a knowledgeable advisor. We specialize in meeting the retirement-related financial needs of the mass affluent.

Our principal executive offices are located at 55 Ameriprise Financial Center, Minneapolis, Minnesota 55474, and our telephone number is 612-671-3131.

**The Securities We Are Offering**

We may offer any of the following securities from time to time:

- debt securities;
- warrants;
- purchase contracts;

Table of Contents

- units, comprised of two or more securities, in any combination;
- preferred stock, either directly or represented by depositary shares; and
- common stock.

When we use the term "securities" in this prospectus, we mean any of the securities we may offer with this prospectus, unless we say otherwise. This prospectus, including the following summary, describes the general terms that may apply to the securities; the specific terms of any particular securities that we may offer will be described in a separate supplement to this prospectus.

*Listing*

If any securities are to be listed or quoted on a securities exchange or quotation system, your prospectus supplement will say so. Our common stock is listed on the New York Stock Exchange and trades under the symbol "AMP".

*Manner of Offering*

The securities will be offered when they are first issued and sold and after that in market-making transactions involving one or more of our subsidiaries.

When we issue new securities, we may offer them for sale to or through underwriters, dealers and agents or directly to purchasers. Your prospectus supplement will include any required information about the firms we use and the discounts or commissions we may pay them for their services.

**CONSOLIDATED RATIO OF EARNINGS TO FIXED CHARGES AND EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS**

The following table sets forth our ratio of earnings to fixed charges for the periods indicated:

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	Years Ended December 31,				
	2008	2007	2006	2005	2004
	(in millions)				
<b>Earnings:</b>					
Income (loss) before income tax provision (benefit), discontinued operations and accounting change	\$ (371)	\$ 1,016	\$ 797	\$ 745	\$ 1,112
Interest and debt expense(1)	112	131	128	87	64
Interest portion of rental expense(2)	28	31	29	26	26
Amortization of capitalized interest	3	1		1	1
Equity method investees and minority interests		1	(1)		(1)
Total earnings (a)					