

AMERIPRISE FINANCIAL INC
Form S-3ASR
April 24, 2015
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As filed with the Securities and Exchange Commission on April 24, 2015

Registration Statement No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**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

13-3180631
45-6157641
45-6157643
45-6157644

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Delaware
(State or other jurisdiction of incorporation or organization)

45-6157645
(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 Registrants principal executive offices)

**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)

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.

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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. x

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. o

Indicate by check mark whether the Ameriprise Financial, Inc. 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 x
 Non-accelerated filer o
 (Do not check if smaller reporting company)

Accelerated filer o
 Smaller reporting company o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered(2)	Proposed Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
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. (3)				
Common Stock, par value \$.01 per share, of Ameriprise Financial, Inc.				
Warrants of Ameriprise Financial, Inc.				
Purchase Contracts of Ameriprise Financial, Inc.				
Units of Ameriprise Financial, Inc.				
Capital Securities of Ameriprise Capital Trust I				
Capital Securities of Ameriprise Capital Trust II				
Capital Securities of Ameriprise Capital Trust III				
Capital Securities of Ameriprise Capital Trust IV				
Ameriprise Financial, Inc. Guarantee of Capital Securities of Ameriprise Capital Trust I, Ameriprise Capital Trust II, Ameriprise Capital Trust III, and Ameriprise Capital Trust IV (4)				

(1) Securities registered hereunder may be sold separately or together with other securities registered hereunder.

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(2) 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 registered securities that may be reoffered and resold on an ongoing basis after their initial sale in market-making transactions by subsidiaries of Ameriprise Financial, Inc. consisting of (i) an indeterminate amount of securities that are initially being registered, and will initially be offered and sold, under this registration statement and (ii) an indeterminate amount of securities initially offered and sold under prior registration statements. All market-making transactions with respect to securities that are made pursuant to a prospectus supplement relating to, and after the effectiveness of, this registration statement are being made pursuant to the applicable base prospectus contained in this registration statement. 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 depositary shares. In accordance with Rules 456(b) and 457(r) under the Securities Act, the Registrants are deferring payment of all of the registration fees. Any additional registration fees will be paid subsequently on a pay-as-you-go basis. 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 fees for any class of security listed, and that the registration fees shall be subsequently calculated based on the applicable fee payment rates in effect on the date of the payment of the fees. Pursuant to Rule 457(q) under the Securities Act, no separate registration fee is required for the registration of the indeterminate amount of securities to be offered solely for market-making purposes by subsidiaries of Ameriprise Financial, Inc.

(3) Each depositary share will be issued under a deposit agreement and will be evidenced by a depositary receipt. In the event Ameriprise Financial, Inc. elects to offer to the public fractional interests in shares of the preferred stock registered hereunder, depositary receipts will be distributed to those persons purchasing such fractional interests and shares of preferred stock will be issued to the depositary under the deposit agreement. No separate consideration will be received for the depositary shares.

(4) Ameriprise Financial, Inc. is also registering the guarantees and other obligations that it may have with respect to capital securities to be issued by any of Ameriprise Capital Trust I, Ameriprise Capital Trust II, Ameriprise Capital Trust III and Ameriprise Capital Trust IV. No separate consideration will be received for any guarantee.

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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 Financial, Inc. 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 Financial, Inc.; and
- the guarantees of Ameriprise Financial, Inc. 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 subsidiaries of Ameriprise Financial, Inc. in market-making transactions in the securities described in the table above after they are initially offered and sold and in other securities offered and sold under prior registration statements.

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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 Financial, Inc. 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.

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

Neither the Securities and Exchange Commission nor any state securities commission or other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. 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 their initial sale.

The date of this prospectus is April 24, 2015.

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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 the applicable 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 the applicable 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.

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PROSPECTUS SUMMARY

About This Prospectus

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (referred to in this prospectus as the SEC) 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 prospectus mean Ameriprise Financial, Inc., and do not include the consolidated subsidiaries of Ameriprise Financial, Inc. unless the context indicates otherwise. When such terms are used in this prospectus under the headings Ameriprise Financial, Inc. and Consolidated Ratio of Earnings to Fixed Charges we mean Ameriprise Financial, Inc. and its consolidated subsidiaries unless the context indicates otherwise. When we refer to you in this prospectus, 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, the applicable 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 diversified financial services company that offers a broad range of products and services designed to achieve the financial objectives of individual and institutional clients.

Our strategy is centered on helping our clients confidently achieve their goals by providing advice and by managing and protecting their assets and income. We utilize two go-to-market approaches in carrying out this strategy: Wealth Management and Asset Management.

Our wealth management capabilities are centered on the long-term, personal relationships between our clients and our financial advisors (our advisors). Through our advisors, we offer financial planning, products and services designed to be used as solutions for our clients' cash and liquidity, asset accumulation, income, protection, and estate and wealth transfer needs. Our focus on personal relationships, as demonstrated by

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our exclusive *Confident Retirement*® approach to financial planning, allows us to address the evolving financial and retirement-related needs of our clients, including our primary target market segment, the mass affluent and affluent, which we define as households with investable assets of more than \$100,000. The financial product solutions we offer through our advisors include both our own products and services and the products of other companies. Our advisor network of more than 9,600 advisors is the primary channel through which we offer our own insurance and annuity products and services and the primary means through which we engage in our wealth management activities. We believe our differentiated financial planning model, broad range of products and solutions, as well as our demonstrated financial strength throughout the economic downturn of recent past years, will help us capitalize on the significant demographic and market trends driving increased demand for financial advice and solutions.

Our asset management capabilities are increasingly global in scale, with Columbia Management Investment Advisers, LLC as the primary provider of products and services in the U.S. and Threadneedle Asset Management Holdings Sàrl as the primary provider of products and services outside of the U.S. On March 30, 2015, we launched a new brand - Columbia Threadneedle Investments - that represents the combined capabilities, resources and reach of both firms. While the group now operates under one brand, established investment teams, strategies and processes in place at both firms will not change as a result of the new brand, nor will existing funds or client portfolios and mandates. In addition, there is no change to the corporate structure or regulated entities. We offer a broad spectrum of investment advice and products to individual, institutional and high-net worth investors. These investment products are primarily provided through third parties, though we also provide our asset management products through our advisor channel. We are

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expanding beyond our traditional strengths in the U.S. and U.K. to gather assets in Continental Europe, Asia, Australia, the Middle East and Africa.

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;
- 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 thereafter may be offered 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.

RISK FACTORS

Investing in our securities involves risks. Please carefully consider the risk factors described in our periodic reports filed with the SEC, which are incorporated by reference in this prospectus, as well as the applicable prospectus supplement relating to a specific security. Before making any investment decision, you should carefully consider these risks as well as other information we include or incorporate by reference in this prospectus or in the applicable prospectus supplement. These risks could materially affect our business, results of operations or financial condition and affect the value of our securities. You could lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business, results of operations or financial condition.

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The following table sets forth the historical ratio of (1) our earnings to fixed charges before banking and deposit interest expense and interest credited to fixed accounts and (2) our earnings to our fixed charges, in each case for the periods indicated. For purposes of computing these ratios:

Earnings consists of pretax income attributable to Ameriprise Financial, Inc. plus (a) interest and debt expense, (b) the estimated interest portion of rental expense, (c) amortization of capitalized interest, (d) undistributed (gain) loss from equity investees, (e) minority interest in pretax losses, (f) minority interest in pretax income of subsidiaries that have incurred fixed charges and (g) banking and deposit interest expense and interest credited to fixed accounts.

Fixed charges consists of the sum of (a) interest and debt expense, (b) the estimated interest portion of rental expense, (c) capitalized interest and (d) banking and deposit interest expense and interest credited to fixed accounts.

As of the date of this prospectus, we have no preferred stock outstanding, and accordingly, the ratio of earnings to combined fixed charges and preferred stock dividends is equal to the ratio of earnings to fixed changes and is not separately disclosed.

	Years Ended December 31,				
	2014	2013	2012	2011	2010
Ratio of earnings to fixed charges before banking and deposit interest expense and interest credited to fixed accounts	8.1	7.3	5.0	5.2	5.4
Ratio of earnings to fixed charges	3.3	2.7	2.1	2.2	2.1

(1) The formula for this ratio calculation is (a) earnings less banking and deposit interest expense and interest credited to fixed accounts divided by (b) fixed charges less banking and deposit interest expense and interest credited to fixed accounts, each computed as described above.

USE OF PROCEEDS

Unless otherwise indicated in the applicable prospectus supplement, we intend to use the net proceeds from the sale of securities for general corporate purposes. General corporate purposes may include repayment of debt, investments in or extensions of credit to our subsidiaries, repurchases of common stock, capital expenditures and the financing of possible acquisitions or business expansions. The net proceeds from the sale of securities may be invested temporarily or applied to repay short-term obligations until they are used for their stated purpose.

DESCRIPTION OF DEBT SECURITIES WE MAY OFFER

In this section, references to holders mean those who own debt securities registered in their own names on the books that we or the applicable trustee maintain for this purpose, and not those who own beneficial interests in debt securities registered in street name or in debt securities issued in book-entry form through one or more depositories. Owners of beneficial interests in the debt securities should read the section below entitled Legal Ownership and Book-Entry Issuance.

Debt Securities May Be Senior or Subordinated

We may issue senior or subordinated debt securities (including senior subordinated and junior subordinated debt securities). Neither the senior debt securities nor the subordinated debt securities will be secured by any of our property or assets or the property or assets of our subsidiaries. Thus, by owning a debt security, you are one of our unsecured creditors.

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The senior debt securities and, in the case of senior debt securities in bearer form, any related interest coupons, will be issued under our senior debt indenture described below and will rank equally with all of our other unsecured and unsubordinated