

Discover Financial Services  
Form 8-K  
December 26, 2013

**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): December 23, 2013**

**DISCOVER FINANCIAL SERVICES**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-33378**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**36-2517428**  
**(IRS Employer**  
  
**Identification No.)**

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**2500 Lake Cook Road, Riverwoods, Illinois 60015**

**(Address of principal executive offices, including zip code)**

**(224) 405-0900**

**(Registrant's telephone number, including area code)**

**N/A**

**(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))**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 23, 2013, the Compensation and Leadership Development Committee of the Board of Directors of Discover Financial Services (the Company) approved a special retention grant of 200,000 restricted stock units to David Nelms, the Company's Chairman and Chief Executive Officer, under the Company's Amended and Restated 2007 Omnibus Incentive Plan. The grant is designed to promote retention and support continued progress on the Company's long-term strategy over a five-year vesting period. The restricted stock units, subject to certain forfeiture conditions and acceleration provisions, vest in full on December 31, 2018 and do not vest upon retirement prior to this date. Unless otherwise provided in the award certificate, the restricted stock units may become fully vested before this date due to death, disability, a change in control of the Company, or termination of employment by the Company that is not for cause. This summary is qualified in its entirety by reference to the full text of the award certificate, which is attached hereto as Exhibit 10.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit**

<b>No.</b>	<b>Description</b>
10.1	Form of 2013 Special Award Certificate for Restricted Stock Units Under Discover Financial Services Amended and Restated 2007 Omnibus Incentive Plan

**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 hereunto duly authorized.

**DISCOVER FINANCIAL SERVICES**

Dated: December 26, 2013

By: /s/ D. Christopher Greene  
Name: D. Christopher Greene  
Title: Vice President, Deputy General Counsel and  
Assistant Secretary

**EXHIBIT INDEX**

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