

FEDERATED INVESTORS INC /PA/  
Form S-8  
May 02, 2011

Registration No. 333-\_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**FEDERATED INVESTORS, INC.**

(Exact name of registrant as specified in its charter)

**PENNSYLVANIA**  
(State or other jurisdiction of  
incorporation or organization)  
**FEDERATED INVESTORS TOWER**  
**PITTSBURGH, PENNSYLVANIA**

**25-1111467**  
(I.R.S. Employer  
Identification No.)  
**15222-3779**

(Address of principal executive offices)

(Zip Code)

**FEDERATED INVESTORS, INC.**

**STOCK INCENTIVE PLAN**

(Full title of the plan)

**John W. McGonigle**

**Executive Vice President and Chief Legal Officer**

**Federated Investors Tower**

**Pittsburgh, Pennsylvania 15222-3779**

(Name and address of agent for service)

**(412) 288-1900**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant 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

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered<sup>(1)</sup></b>	<b>Proposed maximum offering price</b>	<b>Proposed maximum aggregate</b>	<b>Amount of registration fee</b>

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		<b>per share<sup>(2)</sup></b>	<b>offering price</b>	
Class B Common Stock, no par value per share	3,500,000	\$25.955	\$90,842,500	\$10,546.82

<sup>(1)</sup> In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers an indeterminate number of shares of Class B Common Stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions.

<sup>(2)</sup> Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h). The fee is calculated on the basis of the average of the high and low prices for the Registrant's Class B Common Stock reported on the New York Stock Exchange on April 29, 2011.

**EXPLANATORY NOTE**

This Registration Statement is being filed to register an additional 3,500,000 shares of Class B Common Stock, no par value per share (the Common Stock ), of Federated Investors, Inc. (the Registrant ) as a result of an increase in the number of shares of Common Stock issuable under the Federated Investors, Inc. Stock Incentive Plan. The earlier Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the Commission ) on August 28, 1998 (File No. 333-62471) is hereby incorporated by reference. This incorporation by reference is made pursuant to General Instruction E of Form S-8 regarding the registration of additional securities of the same class as other securities for which there has been filed a Registration Statement on Form S-8 relating to the same employee benefit plan.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Commission pursuant to the Securities Act are incorporated by reference into this Registration Statement: (i) the Registrant's Annual Report on Form 10-K filed with the Commission for the fiscal year ended December 31, 2010 (File No. 001-14818), (ii) the Registrant's Quarterly Report on Form 10-Q filed with the Commission for the quarterly period ended March 31, 2011 (File No. 001-14818), (iii) the Registrant's Current Reports on Form 8-K filed with the Commission on January 28, 2011 and April 28, 2011, and (iv) the description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A, filed with the Commission on May 11, 1998, including all amendments and reports updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered by this Registration Statement have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement. Each document incorporated by reference into this Registration Statement shall be deemed to be a part of this Registration Statement from the date of filing of such document with the Commission until the information contained therein is superseded or updated by any subsequently filed document which is incorporated by reference into this Registration Statement or by any document which constitutes part of the prospectus relating to the Federated Investors, Inc. Stock Incentive Plan (the "Plan") meeting the requirements of Section 10(a) of the Securities Act.

**Item 8. Exhibits.**

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

<b>Exhibit No.</b>	<b>Description</b>
5.01	Opinion of John D. Johnson, Senior Corporate Counsel, Federated Investors, Inc. regarding the legality of the shares being registered
23.01	Consent of John D. Johnson, Senior Corporate Counsel, Federated Investors, Inc. (included in the Opinion filed as Exhibit 5.01)
23.02	Consent of Ernst & Young LLP, independent registered public accounting firm
24.01	Power of Attorney (set forth on the signature page of this Registration Statement)

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on this 2nd day of May, 2011.

FEDERATED INVESTORS, INC.

By: /s/ J. CHRISTOPHER DONAHUE  
 J. Christopher Donahue  
 President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thomas R. Donahue his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same with all exhibits thereto, and other documentation in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date(s) indicated:

Signature	Capacity	Date
/s/ John F. Donahue John F. Donahue	Chairman and Director	May 2, 2011
/s/ J. Christopher Donahue J. Christopher Donahue	President, Chief Executive Officer and Director (Principal Executive Officer)	May 2, 2011
/s/ Thomas R. Donahue Thomas R. Donahue	Chief Financial Officer (Principal Financial Officer)	May 2, 2011
/s/ Michael J. Farrell Michael J. Farrell	Director	May 2, 2011
/s/ David M. Kelly David M. Kelly	Director	May 2, 2011
/s/ Denis McAuley III Denis McAuley III	Principal Accounting Officer	May 2, 2011
/s/ John W. McGonigle John W. McGonigle	Director	May 2, 2011



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Signature	Capacity	Date
/s/ Edward G. O Connor	Director	May 2, 2011
Edward G. O Connor		

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**EXHIBIT INDEX**

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