

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

(c) On April 2, 2019, the Board of Directors of Franklin Resources, Inc. (the “Company”) appointed Gwen L. Shaneyfelt as Chief Accounting Officer of the Company. Ms. Shaneyfelt, 56 years of age, joined the Franklin Templeton organization in December 2004. Ms. Shaneyfelt has been an officer or director of certain subsidiaries of the Company for more than the past five years. In connection with Ms. Shaneyfelt’s appointment, on April 2, 2019, the Compensation Committee of the Board of Directors of the Company approved a restricted stock award under the Company’s 2002 Universal Stock Incentive Plan, as amended, valued at \$450,000. The award is subject to service-based vesting over three years.

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.

FRANKLIN RESOURCES, INC.

Date: April 2, 2019 /s/ Maria Gray
Name: Maria Gray
Title: Vice President and Secretary