

WADDELL & REED FINANCIAL INC  
Form 8-K  
August 17, 2006

**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):  
August 17, 2006 (August 17, 2006)

**WADDELL & REED FINANCIAL, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**001-13913**  
(Commission  
File Number)

**51-0261715**  
(IRS Employer  
Identification No.)

6300 Lamar Avenue  
Overland Park, Kansas 66202  
(Address of Principal Executive Offices) (Zip Code)

(913) 236-2000  
(Registrant's telephone number, including area code)

(Registrant's 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 (*see* General Instruction A.2. below):

- 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 7.01            REGULATION FD DISCLOSURE**

In a press release dated August 17, 2006, Waddell & Reed Financial, Inc. (the Company ) announced an arbitration ruling against the Company in a previously disclosed tax case with its former parent company, Torchmark Corporation. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**ITEM 9.01:           FINANCIAL STATEMENT AND EXHIBITS**

(d) Exhibits.

99.1      Press Release dated August 17, 2006 titled Tax Arbitration Panel Rules Against Waddell & Reed *(furnished and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended).*

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WADDELL & REED FINANCIAL, INC.

Date: August 17, 2006

By:

/s/ Daniel C. Schulte  
Senior Vice President and  
General Counsel

**EXHIBIT INDEX**

**Exhibit**

| <b>No.</b> | <b>Description</b>   |
|------------|--|
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