

FEDERATED INVESTORS INC /PA/  
Form 8-K  
February 01, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Act of 1934**

**Date of Report (Date of earliest event reported): February 1, 2006 (January 30, 2006)**

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**FEDERATED INVESTORS, INC.**

(Exact name of registrant as specified in its charter)

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**Pennsylvania**  
(State or other jurisdiction

of incorporation)

**001-14818**  
(Commission File Number)

**25-1111467**  
(I.R.S. Employer

Identification No.)

**Federated Investors Tower**

**Pittsburgh, Pennsylvania 15222-3779**

(Address of principal executive offices, including zip code)

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(412) 288-1900

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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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))

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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On January 30, 2006, Federated Investors, Inc. amended the employment agreement of Keith M. Schappert, upon his resignation as president and chief executive officer of Federated's investment advisory subsidiaries, by assigning him new duties as a senior advisor to J. Christopher Donahue, president and chief executive officer of Federated Investors, Inc.

ITEM 8.01 OTHER EVENTS.

On January 30, 2006, Federated Investors, Inc. issued the press release attached hereto as Exhibit 99.1 and incorporated by reference herein, announcing the appointment of John B. Fisher as president and chief executive officer of Federated's investment advisory subsidiaries replacing Keith M. Schappert.

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.

FEDERATED INVESTORS, INC.  
(REGISTRANT)

Dated: February 1, 2006

By: /s/ Thomas R. Donahue

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Thomas R. Donahue  
Chief Financial Officer

EXHIBIT INDEX

**Exhibit**

<u>Number</u>	<u>Description</u>
99.1	Press release issued by Federated Investors, Inc. dated January 30, 2006