

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934
(Amendment No. 1)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

INTL FCStone Inc.
(Name of Registrant as Specified in Its Charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount previously paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
-

March 3, 2017

Amendment No. 1 to Proxy Statement

**INTL FCSTONE INC.
708 Third Avenue
Suite 1500
New York, New York 10017**

**ANNUAL MEETING
OF SHAREHOLDERS HELD ON
FEBRUARY 23, 2017**

EXPLANATORY NOTE

The sole purpose of this Amendment is to correct a scrivener's error contained in the Company's Form DEF 14A filed on January 13, 2017. In the Security Ownership of Certain Beneficial Owners and Management table on page 33 of the original filing, information in the column "Number of Shares Beneficially Owned" for some of our Officers and Directors was inadvertently deleted during the preparation of the Form DEF 14A for filing on EDGAR. The proxy statements mailed to stockholders and provided on the Company's website included the information that was inadvertently deleted from the Form 14A filed on EDGAR. A copy of the Security Ownership of Certain Beneficial Owners and Management table now showing the deleted information is attached to this filing. No other changes have been made to the Form DEF 14A, and this Amendment has not been updated to reflect events occurring subsequent to the filing of the Form DEF 14A.

| Name | Number of Shares Beneficially Owned (1) (2) | Percent of Class |
|---|---|------------------|
| Institutions and Funds | | |
| BlackRock Institutional Trust Company, N.A. (3) | 1,593,992 | 8.56 % |
| The Vanguard Group, Inc. (4) | 1,392,823 | 7.48 % |
| Private Capital Management, LLC (5) | 1,114,866 | 5.99 % |
| Officers and Directors | | |
| Sean M. O'Connor (6) (7) (8) | 1,158,873 | 6.21 % |
| Scott J. Branch (9) (10) (11) | 1,061,252 | 5.70 % |
| John Radziwill (12) (13) (14) | 877,627 | 4.71 % |
| Philip A. Smith (15) | 152,105 | * |
| Brian T. Sephton (16) | 135,455 | * |
| Bruce Krehbiel (17) | 106,470 | * |
| Paul G. Anderson (18) | 98,094 | * |
| William J. Dunaway (19) | 66,817 | * |
| John M. Fowler (20) | 54,869 | * |
| Eric Parthemore (21) | 48,262 | * |
| Xuong Nguyen (22) | 42,479 | * |
| Charles M. Lyon (23) | 41,067 | * |
| Daryl Henze (24) | 21,344 | * |
| Aaron M. Schroeder (25) | 12,896 | * |
| Tricia Harrod (26) | 6,115 | * |
| Mark Maurer (27) | 5,596 | * |
| Edward J. Grzybowski (28) | 3,169 | * |
| All Directors and executive officers as a group (17 persons) (29) | 3,892,490 | 20.66 % |