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

FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended March 31, 2022

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ______ to __________

Commission File Number: 001-31720

PIPER SANDLER COMPANIES

(Exact Name of Registrant as specified in its Charter)

Delaware	**30-0168701**
(State or Other Jurisdiction of Incorporation or Organization)	*(IRS Employer Identification No.)*
800 Nicollet Mall, Suite 900 **Minneapolis, Minnesota**	**55402**
(Address of Principal Executive Offices)	*(Zip Code)*

(612) 303-6000

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange On Which Registered
Common Stock, par value $0.01 per share	PIPR	The New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☑	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☑

As of April 29, 2022, the registrant had 17,809,945 shares of Common Stock outstanding.

Piper Sandler Companies

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PART I. FINANCIAL INFORMATION

PART II. OTHER INFORMATION

PART I. FINANCIAL INFORMATION

ITEM 1. *FINANCIAL STATEMENTS.*

Piper Sandler Companies

Consolidated Statements of Financial Condition

(Amounts in thousands, except share data)	March 31, 2022 (Unaudited)	December 31, 2021
Assets		
Cash and cash equivalents	$ 247,039	$ 970,965
Receivables from brokers, dealers and clearing organizations	181,380	254,130
Financial instruments and other inventory positions owned	332,738	230,423
Financial instruments and other inventory positions owned and pledged as collateral	127,075	118,551
Total financial instruments and other inventory positions owned	459,813	348,974
Fixed assets (net of accumulated depreciation and amortization of $80,262 and $76,823, respectively)	53,137	51,761
Goodwill	237,426	227,508
Intangible assets (net of accumulated amortization of $118,593 and $115,672, respectively)	135,457	119,778
Investments (including noncontrolling interests of $149,540 and $164,565, respectively)	228,839	252,045
Net deferred income tax assets	150,949	158,200
Right-of-use lease asset	90,099	71,341
Other assets	98,315	110,605
Total assets	$ 1,882,454	$ 2,565,307
Liabilities and Shareholders' Equity		
Long-term financing	$ 125,000	$ 125,000
Payables to brokers, dealers and clearing organizations	2,383	13,247
Financial instruments and other inventory positions sold, but not yet purchased	177,821	128,690
Accrued compensation	220,832	900,079
Accrued lease liability	108,255	89,625
Other liabilities and accrued expenses	91,800	81,811
Total liabilities	726,091	1,338,452
Shareholders' equity:		
Common stock, $0.01 par value:		
Shares authorized: 100,000,000 at March 31, 2022 and December 31, 2021;		
Shares issued: 19,538,916 at March 31, 2022 and 19,541,037 at December 31, 2021;		
Shares outstanding: 14,196,756 at March 31, 2022 and 14,129,519 at December 31, 2021	195	195
Additional paid-in capital	988,754	925,387
Retained earnings	405,426	450,165
Less common stock held in treasury, at cost: 5,342,160 shares at March 31, 2022 and 5,411,518 shares at December 31, 2021	(375,511)	(312,573)
Accumulated other comprehensive loss	(1,650)	(964)
Total common shareholders' equity	1,017,214	1,062,210
Noncontrolling interests	139,149	164,645
Total shareholders' equity	1,156,363	1,226,855
Total liabilities and shareholders' equity	$ 1,882,454	$ 2,565,307

See Notes to the Consolidated Financial Statements

Piper Sandler Companies

Consolidated Statements of Operations

(Unaudited)

(Amounts in thousands, except per share data)	Three Months Ended March 31, 2022	2021
Revenues:		
Investment banking	**$ 257,502**	$ 296,074
Institutional brokerage	**104,562**	109,488
Interest income	**3,856**	2,057
Investment income/(loss)	**(13,074)**	23,768
Total revenues	**352,846**	431,387
Interest expense	**2,201**	2,780
Net revenues	**350,645**	428,607
Non-interest expenses:		
Compensation and benefits	**247,899**	280,328
Outside services	**11,176**	7,675
Occupancy and equipment	**14,536**	14,022
Communications	**12,425**	11,808
Marketing and business development	**8,632**	2,067
Deal-related expenses	**5,544**	12,431
Trade execution and clearance	**4,035**	4,180
Restructuring and integration costs	**1,247**	135
Intangible asset amortization	**2,921**	7,520
Other operating expenses	**6,593**	5,574
Total non-interest expenses	**315,008**	345,740
Income before income tax expense	**35,637**	82,867
Income tax expense	**10,979**	17,274
Net income	**24,658**	65,593
Net income/(loss) applicable to noncontrolling interests	**(11,993)**	16,134
Net income applicable to Piper Sandler Companies	**$ 36,651**	$ 49,459
Earnings per common share		
Basic	**$ 2.53**	$ 3.44
Diluted	**$ 2.12**	$ 3.00
Dividends declared per common share	**$ 5.10**	$ 2.25
Weighted average number of common shares outstanding		
Basic	**14,481**	14,374
Diluted	**17,294**	16,467

See Notes to the Consolidated Financial Statements

Piper Sandler Companies

Consolidated Statements of Comprehensive Income

(Unaudited)

	Three Months Ended March 31,	
(Amounts in thousands)	**2022**	**2021**
Net income	**$ 24,658**	$ 65,593
Other comprehensive income/(loss), net of tax:		
Foreign currency translation adjustment	**(686)**	306
Comprehensive income	**23,972**	65,899
Comprehensive income/(loss) applicable to noncontrolling interests	**(11,993)**	16,134
Comprehensive income applicable to Piper Sandler Companies	**$ 35,965**	$ 49,765

See Notes to the Consolidated Financial Statements

Piper Sandler Companies
Consolidated Statements of Changes in Shareholders' Equity
(Unaudited)

(Amounts in thousands, except share amounts)	Common Shares Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income/(Loss)	Total Common Shareholders' Equity	Noncontrolling Interests	Total Shareholders' Equity
Balance at December 31, 2021	**14,129,519**	**$ 195**	**$ 925,387**	**$ 450,165**	**$ (312,573)**	**$ (964)**	**$ 1,062,210**	**$ 164,645**	**$ 1,226,855**
Net income/(loss)	—	—	—	36,651	—	—	36,651	(11,993)	24,658
Dividends	—	—	—	(81,390)	—	—	(81,390)	—	(81,390)
Amortization/issuance of restricted stock (1)	—	—	114,048	—	—	—	114,048	—	114,048
Repurchase of common stock through share repurchase program	(653,029)	—	—	—	(92,945)	—	(92,945)	—	(92,945)
Issuance of treasury shares for restricted stock vestings	854,668	—	(50,934)	—	50,934	—	—	—	—
Repurchase of common stock from employees	(136,440)	—	—	—	(20,927)	—	(20,927)	—	(20,927)
Shares reserved/issued for director compensation	2,038	—	253	—	—	—	253	—	253
Other comprehensive loss	—	—	—	—	—	(686)	(686)	—	(686)
Fund capital distributions, net	—	—	—	—	—	—	—	(13,503)	(13,503)
Balance at March 31, 2022	**14,196,756**	**$ 195**	**$ 988,754**	**$ 405,426**	**$ (375,511)**	**$ (1,650)**	**$ 1,017,214**	**$ 139,149**	**$ 1,156,363**
Balance at December 31, 2020	**13,776,025**	**$ 195**	**$ 847,785**	**$ 271,001**	**$ (289,359)**	**$ (197)**	**$ 829,425**	**$ 96,657**	**$ 926,082**
Net income	—	—	—	49,459	—	—	49,459	16,134	65,593
Dividends	—	—	—	(34,551)	—	—	(34,551)	—	(34,551)
Amortization/issuance of restricted stock (1)	—	—	62,691	—	—	—	62,691	—	62,691
Repurchase of common stock through share repurchase program	(58,519)	—	—	—	(6,218)	—	(6,218)	—	(6,218)
Issuance of treasury shares for restricted stock vestings	823,951	—	(41,500)	—	41,500	—	—	—	—
Repurchase of common stock from employees	(120,222)	—	—	—	(12,735)	—	(12,735)	—	(12,735)
Shares reserved/issued for director compensation	849	—	104	—	—	—	104	—	104
Other comprehensive income	—	—	—	—	—	306	306	—	306
Fund capital distributions, net	—	—	—	—	—	—	—	(10,046)	(10,046)
Balance at March 31, 2021	**14,422,084**	**$ 195**	**$ 869,080**	**$ 285,909**	**$ (266,812)**	**$ 109**	**$ 888,481**	**$ 102,745**	**$ 991,226**

(1) Includes amortization of restricted stock issued in conjunction with the Company's acquisitions.

See Notes to the Consolidated Financial Statements

Piper Sandler Companies

Consolidated Statements of Cash Flows

(Unaudited)

(Amounts in thousands)	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Operating Activities:		
Net income	**$ 24,658**	$ 65,593
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization of fixed assets	**3,609**	2,659
Deferred income taxes	**7,251**	1,831
Stock-based compensation	**31,983**	33,911
Amortization of intangible assets	**2,921**	7,520
Amortization of forgivable loans	**2,089**	1,290
Decrease/(increase) in operating assets:		
Receivables from brokers, dealers and clearing organizations	**75,716**	(50,194)
Net financial instruments and other inventory positions owned	**(61,708)**	(75,136)
Investments	**23,206**	(1,099)
Other assets	**1,753**	(18,977)
Increase/(decrease) in operating liabilities:		
Payables to brokers, dealers and clearing organizations	**(10,864)**	(435)
Accrued compensation	**(601,748)**	(235,174)
Other liabilities and accrued expenses	**16,892**	4,635
Net cash used in operating activities	**(484,242)**	(263,576)
Investing Activities:		
Business acquisitions, net of cash acquired	**(24,958)**	—
Purchases of fixed assets, net	**(4,733)**	(9,259)
Net cash used in investing activities	**(29,691)**	(9,259)
Financing Activities:		
Repayment of long-term financing	**—**	(20,000)
Payment of cash dividend	**(81,390)**	(34,551)
Decrease in noncontrolling interests	**(13,503)**	(10,046)
Repurchase of common stock	**(113,872)**	(18,953)
Net cash used in financing activities	**(208,765)**	(83,550)
Currency adjustment:		
Effect of exchange rate changes on cash	**(1,228)**	260
Net decrease in cash and cash equivalents	**(723,926)**	(356,125)
Cash and cash equivalents at beginning of period	**970,965**	507,935
Cash and cash equivalents at end of period	**$ 247,039**	$ 151,810
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	**$ 1,837**	$ 2,846
Income taxes	**$ 8,277**	$ 9,650

See Notes to the Consolidated Financial Statements

Piper Sandler Companies

Notes to the Consolidated Financial Statements

(Unaudited)

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Piper Sandler Companies

Notes to the Consolidated Financial Statements

(Unaudited)

Note 1 *Organization and Basis of Presentation*

Organization

Piper Sandler Companies is the parent company of Piper Sandler & Co. ("Piper Sandler"), a securities broker dealer and investment banking firm; Piper Sandler Ltd., a firm providing securities brokerage and mergers and acquisitions services in the United Kingdom; Piper Sandler Finance LLC, which facilitates corporate debt underwriting in conjunction with affiliated credit vehicles; Piper Sandler Investment Group Inc., PSC Capital Management LLC and PSC Capital Management II LLC, entities providing alternative asset management services; Piper Sandler Loan Strategies, LLC, which provides management services for primary and secondary market liquidity transactions of loan and servicing rights; Piper Sandler Hedging Services, LLC, an entity that assists clients with hedging strategies; Piper Sandler Financial Products Inc. and Piper Sandler Financial Products II Inc., entities that facilitate derivative transactions; and other immaterial subsidiaries.

Piper Sandler Companies and its subsidiaries (collectively, the "Company") operate in one reporting segment providing investment banking services and institutional sales, trading and research services. Investment banking services include financial advisory services, management of and participation in underwritings, and municipal financing activities. Revenues are generated through the receipt of advisory and financing fees. Institutional sales, trading and research services focus on the trading of equity and fixed income products with institutions, corporations, government and non-profit entities. Revenues are generated through commissions and sales credits earned on equity and fixed income institutional sales activities, net interest revenues on trading securities held in inventory, and profits and losses from trading these securities. Also, the Company has created alternative asset management funds in merchant banking and healthcare in order to invest firm capital and to manage capital from outside investors. The Company records gains and losses from investments in these funds and receives management and performance fees.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and the rules and regulations of the Securities and Exchange Commission ("SEC"). Pursuant to this guidance, certain information and disclosures have been omitted that are included within the complete annual financial statements. Except as disclosed herein, there have been no material changes in the information reported in the financial statements and related disclosures in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

The consolidated financial statements include the accounts of Piper Sandler Companies, its wholly owned subsidiaries, and all other entities in which the Company has a controlling financial interest. Noncontrolling interests represent equity interests in consolidated entities that are not attributable, either directly or indirectly, to Piper Sandler Companies. Noncontrolling interests include the minority equity holders' proportionate share of the equity in the Company's alternative asset management funds. All material intercompany balances have been eliminated.

Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates and assumptions are based on the best information available, actual results could differ from those estimates.

Note 2 *Summary of Significant Accounting Policies*

Refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2021 for a full description of the Company's significant accounting policies.

Note 3 *Acquisitions*

Cornerstone Macro Research LP

On February 4, 2022, the Company completed the acquisition of Cornerstone Macro Research LP, including its subsidiary, Cornerstone Macro LLC (collectively, "Cornerstone Macro"), an independent research firm focused on providing macro research and equity derivatives trading to institutional investors. The transaction was completed pursuant to the Securities Purchase Agreement dated October 12, 2021. The acquisition adds a macro research team and increases the scale of the Company's equity brokerage operations.

The purchase price of $34.0 million consisted of cash consideration of $32.5 million and contingent consideration of $1.5 million, as detailed in the net assets acquired table below. As part of the acquisition, the Company granted 64,077 restricted shares valued at $9.7 million on the acquisition date. The restricted shares are subject to graded vesting on the fourth and the fifth anniversaries of the acquisition date, so long as the applicable employee remains continuously employed by the Company for the respective vesting period. As these shares contain service conditions, the value of the shares is not part of the purchase price. Compensation expense will be amortized on a straight-line basis over the requisite service period of five years.

The Company also entered into acquisition-related compensation arrangements with certain employees of $10.7 million, which consisted of restricted stock ($7.5 million) and forgivable loans ($3.2 million), for retention purposes. As employees must fulfill service requirements in exchange for the rights to the restricted shares, compensation expense will be amortized on a straight-line basis over the requisite service period (a weighted average service period of 3.4 years). See Note 16 for further discussion. The loans will be forgiven, so long as the applicable employee remains continuously employed for the loan term. Compensation expense will be amortized on a straight-line basis over the respective loan term (a weighted average period of 3.6 years).

Additional cash of up to $27.8 million may be earned (the "Cornerstone Earnout") if a net revenue target is achieved during the performance period from July 1, 2022 to December 31, 2023. Of the total amount, up to $6.0 million may be earned by Cornerstone Macro's equity owners and there are no service requirements. If earned, this amount will be paid by March 31, 2024. The Company recorded a $1.5 million liability as of the acquisition date for the fair value of the contingent consideration, which is included in the purchase price. The remaining amount may be earned by the equity owners, whom are now employees of the Company, and certain employees in exchange for service requirements. As this amount compensates employees for future services, the value is not part of the purchase price. Amounts estimated to be payable, if any, will be recorded as compensation expense on the consolidated statements of operations over the requisite service period. If earned, these amounts will be paid by June 30, 2025 and June 30, 2026.

The acquisition was accounted for pursuant to Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 805, "Business Combinations." Accordingly, the purchase price was allocated to the acquired assets and liabilities assumed based on their estimated fair values as of the acquisition date. The excess of the purchase price over the net assets acquired was allocated between goodwill and intangible assets. The Company recorded $9.9 million of goodwill on the consolidated statements of financial condition, all of which is expected to be deductible for income tax purposes. The final goodwill recorded on the Company's consolidated statements of financial condition may differ from that reflected herein as a result of measurement period adjustments. In management's opinion, the goodwill represents the reputation and operating expertise of Cornerstone Macro. Identifiable intangible assets purchased by the Company consisted of customer relationships with an acquisition-date fair value of $18.6 million.

Transaction costs of $0.6 million were incurred for the three months ended March 31, 2022, and are included in restructuring and integration costs on the consolidated statements of operations.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed at the date of the acquisition:

(Amounts in thousands)	
Assets	
Cash and cash equivalents	$ 6,881
Receivables from brokers, dealers and clearing organizations	2,966
Fixed assets	286
Goodwill	9,918
Intangible assets	18,600
Right-of-use lease asset	7,026
Other assets	3,323
Total assets acquired	49,000
Liabilities	
Accrued compensation	3,729
Accrued lease liability	7,026
Other liabilities and accrued expenses	4,277
Total liabilities assumed	15,032
Net assets acquired	$ 33,968

Pro Forma Financial Information

The results of operations of Cornerstone Macro have been included in the Company's consolidated financial statements prospectively beginning on the acquisition date. The acquisition has been fully integrated with the Company's existing operations. Accordingly, post-acquisition revenues and net income are not discernible. The following unaudited pro forma financial data assumes that the acquisition had occurred on January 1, 2021, the beginning of the comparable prior period presented. Pro forma results have been prepared by adjusting the Company's historical results to include the results of operations of Cornerstone Macro adjusted for the following significant changes: amortization expense was adjusted to account for the acquisition-date fair value of intangible assets; compensation and benefits expenses were adjusted to reflect the restricted stock issued as part of the acquisition, the restricted stock and forgivable loans issued for retention purposes, and the Cornerstone Earnout with service conditions; and the income tax effect of applying the Company's statutory tax rates to the results of operations of Cornerstone Macro. The Company's consolidated unaudited pro forma information presented does not necessarily reflect the results of operations that would have resulted had the acquisition been completed at the beginning of the applicable period presented, does not contemplate client account overlap and anticipated operational efficiencies of the combined entities, nor does it indicate the results of operations in future periods.

	Three Months Ended March 31,	
(Amounts in thousands)	**2022**	**2021**
Net revenues	**$ 353,531**	$ 442,629
Net income applicable to Piper Sandler Companies	**35,977**	49,138

Definitive Agreement to Acquire Stamford Partners LLP ("Stamford Partners")

On January 5, 2022, the Company announced a definitive agreement to acquire Stamford Partners, a specialist investment bank offering financial advisory and corporate development services in the European food and beverage and related consumer sectors. The purchase price consists of cash consideration, and restricted stock will be granted for retention purposes. The transaction is expected to close in the second quarter of 2022, subject to obtaining required regulatory approvals and other customary closing conditions.

Piper Sandler Companies

Notes to the Consolidated Financial Statements

(Unaudited)

Note 4 *Financial Instruments and Other Inventory Positions Owned and Financial Instruments and Other Inventory Positions Sold, but Not Yet Purchased*

(Amounts in thousands)	**March 31, 2022**	December 31, 2021
Financial instruments and other inventory positions owned:		
Corporate securities:		
Equity securities	**$ 6,263**	$ 2,831
Convertible securities	**137,517**	148,057
Fixed income securities	**5,253**	8,687
Municipal securities:		
Taxable securities	**23,018**	12,377
Tax-exempt securities	**154,719**	97,891
Short-term securities	**31,048**	29,357
Mortgage-backed securities	**—**	1,277
U.S. government agency securities	**76,625**	24,361
U.S. government securities	**2,893**	138
Derivative contracts	**22,477**	23,998
Total financial instruments and other inventory positions owned	**$ 459,813**	$ 348,974
Financial instruments and other inventory positions sold, but not yet purchased:		
Corporate securities:		
Equity securities	**$ 95,187**	$ 77,744
Fixed income securities	**28,889**	4,950
U.S. government agency securities	**13,143**	—
U.S. government securities	**37,303**	41,780
Derivative contracts	**3,299**	4,216
Total financial instruments and other inventory positions sold, but not yet purchased	**$ 177,821**	$ 128,690

At March 31, 2022 and December 31, 2021, financial instruments and other inventory positions owned in the amount of $127.1 million and $118.6 million, respectively, had been pledged as collateral for short-term financing arrangements.

Financial instruments and other inventory positions sold, but not yet purchased represent obligations of the Company to deliver the specified security at the contracted price, thereby creating a liability to purchase the security in the market at prevailing prices. The Company is obligated to acquire the securities sold short at prevailing market prices, which may exceed the amount reflected on the consolidated statements of financial condition. The Company economically hedges changes in the market value of its financial instruments and other inventory positions owned using inventory positions sold, but not yet purchased, interest rate derivatives, U.S. treasury bond futures and options, and equity option contracts.

Derivative Contract Financial Instruments

The Company uses interest rate and credit default swaps, interest rate locks, U.S. treasury bond futures and options, and equity option contracts as a means to manage risk in certain inventory positions. The Company also enters into interest rate and credit default swaps to facilitate customer transactions. Credit default swaps use rates based upon the Commercial Mortgage Backed Securities ("CMBX") index. The following describes the Company's derivatives by the type of transaction or security the instruments are economically hedging.

Customer matched-book derivatives: The Company enters into interest rate derivative contracts in a principal capacity as a dealer to satisfy the financial needs of its customers. The Company simultaneously enters into an interest rate derivative contract with a third party for the same notional amount to hedge the interest rate and credit risk of the initial client interest rate derivative contract. In certain limited instances, the Company has only hedged interest rate risk with a third party, and retains uncollateralized credit risk as described below. The instruments use rates based upon the London Interbank Offered Rate ("LIBOR") index, the Municipal Market Data ("MMD") index or the Securities Industry and Financial Markets Association ("SIFMA") index.

Piper Sandler Companies
Notes to the Consolidated Financial Statements
(Unaudited)

Trading securities derivatives: The Company enters into interest rate derivative contracts and uses U.S. treasury bond futures and options to hedge interest rate and market value risks primarily associated with its fixed income securities. These instruments use rates based upon the MMD, LIBOR or SIFMA indices. The Company also enters into equity option contracts to hedge market value risk associated with its convertible securities.

Derivatives are reported on a net basis by counterparty (i.e., the net payable or receivable for derivative assets and liabilities for a given counterparty) when a legal right of offset exists and on a net basis by cross product when applicable provisions are stated in master netting agreements. Cash collateral received or paid is netted on a counterparty basis, provided a legal right of offset exists. The total absolute notional contract amount, representing the absolute value of the sum of gross long and short derivative contracts, provides an indication of the volume of the Company's derivative activity and does not represent gains and losses. The following table presents the gross fair market value and the total absolute notional contract amount of the Company's outstanding derivative instruments, prior to counterparty netting, by asset or liability position:

(Amounts in thousands)	**March 31, 2022**			**December 31, 2021**		
Derivative Category	**Derivative Assets (1)**	**Derivative Liabilities (2)**	**Notional Amount**	**Derivative Assets (1)**	**Derivative Liabilities (2)**	**Notional Amount**
Interest rate						
Customer matched-book	**$ 121,136**	**$ 114,030**	**$ 1,597,001**	$ 157,064	$ 149,353	$ 1,630,056
Trading securities	**8,011**	**7**	**140,825**	—	1,560	65,925
	$ 129,147	**$ 114,037**	**$ 1,737,826**	$ 157,064	$ 150,913	$ 1,695,981

(1) Derivative assets are included within financial instruments and other inventory positions owned on the consolidated statements of financial condition.

(2) Derivative liabilities are included within financial instruments and other inventory positions sold, but not yet purchased on the consolidated statements of financial condition.

The Company's derivative contracts do not qualify for hedge accounting, therefore, unrealized gains and losses are recorded on the consolidated statements of operations. The gains and losses on the related economically hedged inventory positions are not disclosed below as they are not in qualifying hedging relationships. The following table presents the Company's unrealized gains/(losses) on derivative instruments:

(Amounts in thousands)		**Three Months Ended March 31,**	
Derivative Category	**Operations Category**	**2022**	**2021**
Interest rate derivative contract	Investment banking	**$ (243)**	$ (1,016)
Interest rate derivative contract	Institutional brokerage	**9,205**	5,261
Equity option derivative contracts	Institutional brokerage	**—**	160
		$ 8,962	$ 4,405

Credit risk associated with the Company's derivatives is the risk that a derivative counterparty will not perform in accordance with the terms of the applicable derivative contract. Credit exposure associated with the Company's derivatives is driven by uncollateralized market movements in the fair value of the contracts with counterparties and is monitored regularly by the Company's financial risk committee. The Company considers counterparty credit risk in determining derivative contract fair value. The majority of the Company's derivative contracts are substantially collateralized by its counterparties, who are major financial institutions. The Company has a limited number of counterparties who are not required to post collateral. Based on market movements, the uncollateralized amounts representing the fair value of a derivative contract can become material, exposing the Company to the credit risk of these counterparties. As of March 31, 2022, the Company had $18.8 million of uncollateralized credit exposure with these counterparties (notional contract amount of $157.5 million), including $12.5 million of uncollateralized credit exposure with one counterparty.

Piper Sandler Companies

Notes to the Consolidated Financial Statements

(Unaudited)

Note 5 *Fair Value of Financial Instruments*

Based on the nature of the Company's business and its role as a "dealer" in the securities industry or as a manager of alternative asset management funds, the fair values of its financial instruments are determined internally. The Company's processes are designed to ensure that the fair values used for financial reporting are based on observable inputs wherever possible. In the event that observable inputs are not available, unobservable inputs are developed based on an evaluation of all relevant empirical market data, including prices evidenced by market transactions, interest rates, credit spreads, volatilities and correlations and other security-specific information. Valuation adjustments related to illiquidity or counterparty credit risk are also considered. In estimating fair value, the Company may utilize information provided by third party pricing vendors to corroborate internally-developed fair value estimates.

The Company employs specific control processes to determine the reasonableness of the fair value of its financial instruments. The Company's processes are designed to ensure that the internally-estimated fair values are accurately recorded and that the data inputs and the valuation techniques used are appropriate, consistently applied, and that the assumptions are reasonable and consistent with the objective of determining fair value. Individuals outside of the trading departments perform independent pricing verification reviews as of each reporting date. The Company has established parameters which set forth when the fair value of securities is independently verified. The selection parameters are generally based upon the type of security, the level of estimation risk of a security, the materiality of the security to the Company's consolidated financial statements, changes in fair value from period to period, and other specific facts and circumstances of the Company's securities portfolio. In evaluating the initial internally-estimated fair values made by the Company's traders, the nature and complexity of securities involved (e.g., term, coupon, collateral, and other key drivers of value), level of market activity for securities, and availability of market data are considered. The independent price verification procedures include, but are not limited to, analysis of trade data (both internal and external where available), corroboration to the valuation of positions with similar characteristics, risks and components, or comparison to an alternative pricing source, such as a discounted cash flow model. The Company's valuation committees, comprised of members of senior management and risk management, provide oversight and overall responsibility for the internal control processes and procedures related to fair value measurements.

The following is a description of the valuation techniques used to measure fair value.

Cash Equivalents

Cash equivalents include highly liquid investments with original maturities of 90 days or less. Actively traded money market funds are measured at their net asset value and classified as Level I.

Financial Instruments and Other Inventory Positions

The Company records financial instruments and other inventory positions owned and financial instruments and other inventory positions sold, but not yet purchased at fair value on the consolidated statements of financial condition with unrealized gains and losses reflected on the consolidated statements of operations.

Equity securities – Exchange traded equity securities are valued based on quoted prices from the exchange for identical assets or liabilities as of the period-end date. To the extent these securities are actively traded and valuation adjustments are not applied, they are categorized as Level I. Non-exchange traded equity securities (principally hybrid preferred securities) are measured primarily using broker quotations, prices observed for recently executed market transactions and internally-developed fair value estimates based on observable inputs and are categorized within Level II of the fair value hierarchy.

Convertible securities – Convertible securities are valued based on observable trades, when available, and therefore are generally categorized as Level II.

Corporate fixed income securities – Fixed income securities include corporate bonds which are valued based on recently executed market transactions of comparable size, internally-developed fair value estimates based on observable inputs, or broker quotations. Accordingly, these corporate bonds are categorized as Level II.

Taxable municipal securities – Taxable municipal securities are valued using recently executed observable trades or market price quotations and therefore are generally categorized as Level II.

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Tax-exempt municipal securities – Tax-exempt municipal securities are valued using recently executed observable trades or market price quotations and therefore are generally categorized as Level II. Certain illiquid tax-exempt municipal securities are valued using market data for comparable securities (e.g., maturity and sector) and management judgment to infer an appropriate current yield or other model-based valuation techniques deemed appropriate by management based on the specific nature of the individual security and are therefore categorized as Level III.

Short-term municipal securities – Short-term municipal securities include variable rate demand notes and other short-term municipal securities. Variable rate demand notes and other short-term municipal securities are valued using recently executed observable trades or market price quotations and therefore are generally categorized as Level II.

Mortgage-backed securities – Mortgage-backed securities are valued using observable trades, when available. Certain mortgage-backed securities are valued using models where inputs to the model are directly observable in the market, or can be derived principally from or corroborated by observable market data. To the extent we hold, these mortgage-backed securities are categorized as Level II. Certain mortgage-backed securities collateralized by residential mortgages are valued using cash flow models that utilize unobservable inputs including credit default rates, prepayment rates, loss severity and valuation yields. As judgment is used to determine the range of these inputs, these mortgage-backed securities are categorized as Level III.

U.S. government agency securities – U.S. government agency securities include agency debt bonds and mortgage bonds. Agency debt bonds are valued by using either direct price quotes or price quotes for comparable bond securities and are categorized as Level II. Mortgage bonds include bonds secured by mortgages, mortgage pass-through securities, agency collateralized mortgage-obligation ("CMO") securities and agency interest-only securities. Mortgage pass-through securities, CMO securities and interest-only securities are valued using recently executed observable trades or other observable inputs, such as prepayment speeds and therefore are generally categorized as Level II. Mortgage bonds are valued using observable market inputs, such as market yields on spreads over U.S. treasury securities, or models based upon prepayment expectations. These securities are categorized as Level II.

U.S. government securities – U.S. government securities include highly liquid U.S. treasury securities which are generally valued using quoted market prices and therefore categorized as Level I. The Company does not transact in securities of countries other than the U.S. government.

Derivative contracts – Derivative contracts include interest rate swaps, interest rate locks, and U.S. treasury bond futures and options. These instruments derive their value from underlying assets, reference rates, indices or a combination of these factors. The majority of the Company's interest rate derivative contracts, including both interest rate swaps and interest rate locks, are valued using market standard pricing models based on the net present value of estimated future cash flows. The valuation models used do not involve material subjectivity as the methodologies do not entail significant judgment and the pricing inputs are market observable, including contractual terms, yield curves and measures of volatility. These instruments are classified as Level II within the fair value hierarchy. Certain interest rate locks transact in less active markets and are valued using valuation models that include the previously mentioned observable inputs and certain unobservable inputs that require significant judgment, such as the premium over the MMD curve. These instruments are classified as Level III.

Investments

The Company's investments valued at fair value include equity investments in private companies. Investments in private companies are valued based on an assessment of each underlying security, considering rounds of financing, the financial condition and operating results of the private company, third party transactions and market-based information, including comparable company transactions, trading multiples (e.g., multiples of revenue and earnings before interest, taxes, depreciation and amortization ("EBITDA")) and changes in market outlook, among other factors. These securities are categorized based on the lowest level of input that is significant to the fair value measurement.

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The following table summarizes quantitative information about the significant unobservable inputs used in the fair value measurement of the Company's Level III financial instruments as of March 31, 2022:

	Valuation Technique	Unobservable Input	Range	Weighted Average (1)
Assets				
Financial instruments and other inventory positions owned:				
Municipal securities:				
Tax-exempt securities	Discounted cash flow	Expected recovery rate (% of par) (2)	0 - 25%	13.4%
Derivative contracts:				
Interest rate locks	Discounted cash flow	Premium over the MMD curve in basis points ("bps") (2)	1 - 44 bps	26.6 bps
Investments at fair value:				
Equity securities in private companies	Market approach	Revenue multiple (2)	1 - 5 times	2.9 times
		EBITDA multiple (2)	12 - 14 times	12.9 times
Liabilities				
Financial instruments and other inventory positions sold, but not yet purchased:				
Derivative contracts:				
Interest rate locks	Discounted cash flow	Premium over the MMD curve in bps (3)	1 - 26 bps	13.5 bps

Uncertainty of fair value measurements:

(1) Unobservable inputs were weighted by the relative fair value of the financial instruments.

(2) Significant increase/(decrease) in the unobservable input in isolation would have resulted in a significantly higher/(lower) fair value measurement.

(3) Significant increase/(decrease) in the unobservable input in isolation would have resulted in a significantly lower/(higher) fair value measurement.

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The following table summarizes the valuation of the Company's financial instruments by pricing observability levels defined in FASB Accounting Standards Codification Topic 820, "Fair Value Measurement" ("ASC 820") as of March 31, 2022:

(Amounts in thousands)	Level I	Level II	Level III	Counterparty and Cash Collateral Netting (1)	Total
Assets					
Financial instruments and other inventory positions owned:					
Corporate securities:					
Equity securities	$ 4,020	$ 2,243	$ —	$ —	$ 6,263
Convertible securities	—	137,517	—	—	137,517
Fixed income securities	—	5,253	—	—	5,253
Municipal securities:					
Taxable securities	—	23,018	—	—	23,018
Tax-exempt securities	—	154,455	264	—	154,719
Short-term securities	—	31,048	—	—	31,048
U.S. government agency securities	—	76,625	—	—	76,625
U.S. government securities	2,893	—	—	—	2,893
Derivative contracts	—	119,997	9,150	(106,670)	22,477
Total financial instruments and other inventory positions owned	6,913	550,156	9,414	(106,670)	459,813
Cash equivalents	195,200	—	—	—	195,200
Investments at fair value (2)	49,079	33,503	134,795	—	217,377
Total assets	$ 251,192	$ 583,659	$ 144,209	$ (106,670)	$ 872,390
Liabilities					
Financial instruments and other inventory positions sold, but not yet purchased:					
Corporate securities:					
Equity securities	$ 95,187	$ —	$ —	$ —	$ 95,187
Fixed income securities	—	28,889	—	—	28,889
U.S. government agency securities	—	13,143	—	—	13,143
U.S. government securities	37,303	—	—	—	37,303
Derivative contracts	—	112,917	1,120	(110,738)	3,299
Total financial instruments and other inventory positions sold, but not yet purchased	$ 132,490	$ 154,949	$ 1,120	$ (110,738)	$ 177,821

(1) Represents cash collateral and the impact of netting on a counterparty basis. The Company had no securities posted as collateral to its counterparties.

(2) Includes noncontrolling interests of $149.5 million attributable to unrelated third party ownership in consolidated alternative asset management funds.

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The following table summarizes the valuation of the Company's financial instruments by pricing observability levels defined in ASC 820 as of December 31, 2021:

(Amounts in thousands)	Level I	Level II	Level III	Counterparty and Cash Collateral Netting (1)	Total
Assets					
Financial instruments and other inventory positions owned:					
Corporate securities:					
Equity securities	$ 33	$ 2,798	$ —	$ —	$ 2,831
Convertible securities	—	148,057	—	—	148,057
Fixed income securities	—	8,687	—	—	8,687
Municipal securities:					
Taxable securities	—	12,377	—	—	12,377
Tax-exempt securities	—	97,644	247	—	97,891
Short-term securities	—	29,357	—	—	29,357
Mortgage-backed securities	—	1,277	—	—	1,277
U.S. government agency securities	—	24,361	—	—	24,361
U.S. government securities	138	—	—	—	138
Derivative contracts	—	156,338	726	(133,066)	23,998
Total financial instruments and other inventory positions owned	171	480,896	973	(133,066)	348,974
Cash equivalents	908,198	—	—	—	908,198
Investments at fair value (2)	62,674	34,416	142,286	—	239,376
Total assets	$ 971,043	$ 515,312	$ 143,259	$ (133,066)	$ 1,496,548
Liabilities					
Financial instruments and other inventory positions sold, but not yet purchased:					
Corporate securities:					
Equity securities	$ 74,251	$ 3,493	$ —	$ —	$ 77,744
Fixed income securities	—	4,950	—	—	4,950
U.S. government securities	41,780	—	—	—	41,780
Derivative contracts	—	149,015	1,898	(146,697)	4,216
Total financial instruments and other inventory positions sold, but not yet purchased	$ 116,031	$ 157,458	$ 1,898	$ (146,697)	$ 128,690

(1) *Represents cash collateral and the impact of netting on a counterparty basis. The Company had no securities posted as collateral to its counterparties.*

(2) *Includes noncontrolling interests of $164.6 million attributable to unrelated third party ownership in consolidated alternative asset management funds.*

The Company's Level III assets were $144.2 million and $143.3 million, or 16.5 percent and 9.6 percent of financial instruments measured at fair value at March 31, 2022 and December 31, 2021, respectively.

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The following tables summarize the changes in fair value associated with Level III financial instruments held at the beginning or end of the periods presented:

(Amounts in thousands)	**Balance at December 31, 2021**	Purchases	Sales	Transfers in	Transfers out	Realized gains/ (losses)	Unrealized gains/ (losses)	**Balance at March 31, 2022**	**Unrealized gains/ (losses) for assets/ liabilities held at March 31, 2022**
Assets									
Financial instruments and other inventory positions owned:									
Municipal securities:									
Tax-exempt securities	**$ 247**	$ —	$ —	$ —	$ —	$ —	$ 17	**$ 264**	**$ 17**
Derivative contracts	**726**	450	—	—	—	(450)	8,424	**9,150**	**9,150**
Total financial instruments and other inventory positions owned	**973**	450	—	—	—	(450)	8,441	**9,414**	**9,167**
Investments at fair value	**142,286**	11,073	(18,252)	—	(172)	12,764	(12,904)	**134,795**	**(202)**
Total assets	**$ 143,259**	$ 11,523	$ (18,252)	$ —	$ (172)	$ 12,314	$ (4,463)	**$ 144,209**	**$ 8,965**
Liabilities									
Financial instruments and other inventory positions sold, but not yet purchased:									
Derivative contracts	**$ 1,898**	$ —	$ 680	$ —	$ —	$ (680)	$ (778)	**$ 1,120**	**$ 1,120**
Total financial instruments and other inventory positions sold, but not yet purchased	**$ 1,898**	$ —	$ 680	$ —	$ —	$ (680)	$ (778)	**$ 1,120**	**$ 1,120**

(Amounts in thousands)	**Balance at December 31, 2020**	Purchases	Sales	Transfers in	Transfers out	Realized gains/ (losses)	Unrealized gains/ (losses)	**Balance at March 31, 2021**	**Unrealized gains/ (losses) for assets/ liabilities held at March 31, 2021**
Assets									
Financial instruments and other inventory positions owned:									
Mortgage-backed securities	**$ 13**	$ —	$ —	$ —	$ —	$ —	$ —	**$ 13**	**$ —**
Derivative contracts	**270**	—	(256)	—	—	256	1,673	**1,943**	**1,943**
Total financial instruments and other inventory positions owned	**283**	—	(256)	—	—	256	1,673	**1,956**	**1,943**
Investments at fair value	**152,995**	1,318	(20,412)	—	(2,929)	19,100	4,449	**154,521**	**20,069**
Total assets	**$ 153,278**	$ 1,318	$ (20,668)	$ —	$ (2,929)	$ 19,356	$ 6,122	**$ 156,477**	**$ 22,012**
Liabilities									
Financial instruments and other inventory positions sold, but not yet purchased:									
Derivative contracts	**$ 3,706**	$ (3,225)	$ —	$ —	$ —	$ 3,225	$ (3,587)	**$ 119**	**$ 119**
Total financial instruments and other inventory positions sold, but not yet purchased	**$ 3,706**	$ (3,225)	$ —	$ —	$ —	$ 3,225	$ (3,587)	**$ 119**	**$ 119**

Realized and unrealized gains/(losses) related to financial instruments, with the exception of customer matched-book derivatives, are reported in institutional brokerage on the consolidated statements of operations. Realized and unrealized gains/(losses) related to customer matched-book derivatives are reported in investment banking. Realized and unrealized gains/(losses) related to investments are principally reported in investment income on the consolidated statements of operations.

The carrying values of the Company's cash, receivables and payables either from or to brokers, dealers and clearing organizations and long-term financings approximate fair value due to either their liquid or short-term nature.

Note 6 *Variable Interest Entities ("VIEs")*

The Company has investments in and/or acts as the managing partner of various partnerships and limited liability companies. These entities were established for the purpose of investing in securities of public or private companies, or municipal debt obligations, and were initially financed through the capital commitments or seed investments of the members.

VIEs are entities in which equity investors lack the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities. The determination as to whether an entity is a VIE is based on the structure and nature of each entity. The Company also considers other characteristics such as the power through voting rights or similar rights to direct the activities of an entity that most significantly impact the entity's economic performance and how the entity is financed.

The Company is required to consolidate all VIEs for which it is considered to be the primary beneficiary. The determination as to whether the Company is considered to be the primary beneficiary is based on whether the Company has both the power to direct the activities of the VIE that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE.

Consolidated VIEs

The Company's consolidated VIEs at March 31, 2022 included certain alternative asset management funds in which the Company has an investment and, as the managing partner, is deemed to have both the power to direct the most significant activities of the funds and the right to receive benefits (or the obligation to absorb losses) that could potentially be significant to these funds.

The following table presents information about the carrying value of the assets and liabilities of the VIEs that are consolidated by the Company and included on the consolidated statements of financial condition at March 31, 2022. The assets can only be used to settle the liabilities of the respective VIE, and the creditors of the VIEs do not have recourse to the general credit of the Company. These VIEs have a combined $50.0 million of bank line financing available with interest rates based on either prime or LIBOR plus an applicable margin. The assets and liabilities are presented prior to consolidation, and thus a portion of these assets and liabilities are eliminated in consolidation.

(Amounts in thousands)	Alternative Asset Management Funds
Assets	
Investments	$ 199,220
Other assets	2,890
Total assets	$ 202,110
Liabilities	
Other liabilities and accrued expenses	$ 13,895
Total liabilities	$ 13,895

The Company has investments in a grantor trust which was established as part of a nonqualified deferred compensation plan. The Company is the primary beneficiary of the grantor trust. Accordingly, the assets and liabilities of the grantor trust are consolidated by the Company on the consolidated statements of financial condition. See Note 16 for additional information on the nonqualified deferred compensation plan.

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Nonconsolidated VIEs

The Company determined it is not the primary beneficiary of certain VIEs and accordingly does not consolidate them. These VIEs had net assets approximating $2.0 billion and $2.1 billion at March 31, 2022 and December 31, 2021, respectively. The Company's exposure to loss from these VIEs is $11.0 million, which is the carrying value of its capital contributions recorded in investments on the consolidated statements of financial condition at March 31, 2022. The Company had no liabilities related to these VIEs at March 31, 2022 and December 31, 2021. Furthermore, the Company has not provided financial or other support to these VIEs that it was not previously contractually required to provide as of March 31, 2022.

Note 7 *Receivables from and Payables to Brokers, Dealers and Clearing Organizations*

(Amounts in thousands)	**March 31, 2022**	December 31, 2021
Receivable from clearing organizations	**$ 172,721**	$ 226,731
Receivable from brokers and dealers	**4,066**	24,056
Other	**4,593**	3,343
Total receivables from brokers, dealers and clearing organizations	**$ 181,380**	$ 254,130

(Amounts in thousands)	**March 31, 2022**	December 31, 2021
Payable to brokers and dealers	**$ 2,383**	$ 13,247
Total payables to brokers, dealers and clearing organizations	**$ 2,383**	$ 13,247

Under the Company's fully disclosed clearing agreement, all of its securities inventories with the exception of convertible securities, and all of its customer activities are held by or cleared through Pershing LLC ("Pershing"). The Company has established an arrangement to obtain financing from Pershing related to the majority of its trading activities. The Company also has a clearing arrangement with bank financing related to its convertible securities inventories. Financing under these arrangements is secured primarily by securities, and collateral limitations could reduce the amount of funding available under these arrangements. The funding is at their discretion and could be denied. The Company's clearing arrangement activities are recorded net from trading activity. The Company's fully disclosed clearing agreement includes a covenant requiring Piper Sandler to maintain excess net capital of $120 million.

Note 8 *Investments*

The Company's investments include investments in private companies and partnerships.

(Amounts in thousands)	**March 31, 2022**	December 31, 2021
Investments at fair value	**$ 217,377**	$ 239,376
Investments at cost	**611**	611
Investments accounted for under the equity method	**10,851**	12,058
Total investments	**228,839**	252,045
Less investments attributable to noncontrolling interests (1)	**(149,540)**	(164,565)
	$ 79,299	$ 87,480

(1) Noncontrolling interests are attributable to unrelated third party ownership in consolidated alternative asset management funds.

At March 31, 2022, investments carried on a cost basis had an estimated fair market value of $0.6 million. Because valuation estimates were based upon management's judgment, investments carried at cost would be categorized as Level III assets in the fair value hierarchy, if they were carried at fair value.

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Investments accounted for under the equity method include general and limited partnership interests. The carrying value of these investments is based on the investment vehicle's net asset value. The net assets of investment partnerships consist of investments in both marketable and non-marketable securities. The underlying investments held by such partnerships are valued based on the estimated fair value determined by management in the Company's capacity as general partner or investor and, in the case of investments in unaffiliated investment partnerships, are based on financial statements prepared by the unaffiliated general partners.

Note 9 *Other Assets*

(Amounts in thousands)	**March 31, 2022**	**December 31, 2021**
Fee receivables	**$ 31,728**	$ 51,403
Forgivable loans, net	**15,248**	12,040
Prepaid expenses	**16,399**	18,989
Other	**34,940**	28,173
Total other assets	**$ 98,315**	$ 110,605

Note 10 *Goodwill and Intangible Assets*

(Amounts in thousands)	
Goodwill	
Balance at December 31, 2021	**$ 227,508**
Goodwill acquired	9,918
Balance at March 31, 2022	**$ 237,426**
Intangible assets	
Balance at December 31, 2021	**$ 119,778**
Intangible assets acquired	18,600
Amortization of intangible assets	(2,921)
Balance at March 31, 2022	**$ 135,457**

As discussed in Note 3, the addition of goodwill and intangible assets during the three months ended March 31, 2022 related to the acquisition of Cornerstone Macro. Management identified $18.6 million of customer relationship intangible assets, which will be amortized over a weighted average life of 7.2 years.

Intangible assets with determinable lives primarily consist of customer relationships and internally developed software. The following table summarizes the future aggregate amortization expense of the Company's intangible assets with determinable lives:

(Amounts in thousands)	
Remainder of 2022	$ 9,367
2023	10,482
2024	9,069
2025	7,832
2026	7,202
Thereafter	6,105
Total	$ 50,057

Indefinite-lived intangible assets consist of the Sandler trade name of $85.4 million, which is not subject to amortization.

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Note 11 *Short-Term Financing*

The Company has an unsecured $65 million revolving credit facility with U.S. Bank N.A. The credit agreement will terminate on December 20, 2022, unless otherwise terminated, and is subject to a one-year extension exercisable at the option of the Company. This credit facility includes customary events of default and covenants that, among other things, require the Company's U.S. broker dealer subsidiary to maintain a minimum regulatory net capital of $120 million, limit the Company's leverage ratio, require maintenance of a minimum ratio of operating cash flow to fixed charges, and impose certain limitations on the Company's ability to make acquisitions and make payments on its capital stock. At March 31, 2022, there were no advances against this credit facility.

The Company's committed short-term bank line financing at March 31, 2022 consisted of a one-year $100 million committed revolving credit facility with U.S. Bank N.A., which has been renewed annually in the fourth quarter of each year since 2008. Advances under this facility are secured by certain marketable securities. The facility includes a covenant that requires the Company's U.S. broker dealer subsidiary to maintain a minimum regulatory net capital of $120 million, and the unpaid principal amount of all advances under this facility will be due on December 9, 2022. The Company pays a nonrefundable commitment fee on the unused portion of the facility on a quarterly basis. At March 31, 2022, the Company had no advances against this line of credit.

Note 12 *Legal Contingencies*

The Company has been named as a defendant in various legal actions, including complaints and litigation and arbitration claims, arising from its business activities. Such actions include claims related to securities brokerage and investment banking activities, and certain class actions that primarily allege violations of securities laws and seek unspecified damages, which could be substantial. Also, the Company is involved from time to time in investigations and proceedings by governmental agencies and self-regulatory organizations ("SROs") which could result in adverse judgments, settlements, penalties, fines or other relief.

The Company has established reserves for potential losses that are probable and reasonably estimable that may result from pending and potential legal actions, investigations and regulatory proceedings. Reasonably possible losses in excess of amounts accrued at March 31, 2022 are not material. In many cases, however, it is inherently difficult to determine whether any loss is probable or even possible or to estimate the amount or range of any potential loss, particularly where proceedings may be in relatively early stages or where plaintiffs are seeking substantial or indeterminate damages. Matters frequently need to be more developed before a loss or range of loss can reasonably be estimated.

Given uncertainties regarding the timing, scope, volume and outcome of pending and potential legal actions, investigations and regulatory proceedings and other factors, the amounts of reserves and ranges of reasonably possible losses are difficult to determine and of necessity subject to future revision. Subject to the foregoing, management of the Company believes, based on currently available information, after consultation with outside legal counsel and taking into account its established reserves, that pending legal actions, investigations and regulatory proceedings will be resolved with no material adverse effect on the consolidated statements of financial condition, results of operations or cash flows of the Company. However, if during any period a potential adverse contingency should become probable or resolved for an amount in excess of the established reserves, the results of operations and cash flows in that period and the financial condition as of the end of that period could be materially adversely affected. In addition, there can be no assurance that material losses will not be incurred from claims that have not yet been brought to the Company's attention or are not yet determined to be reasonably possible.

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Note 13 *Leases*

The Company leases office space throughout the United States and in a limited number of foreign countries where its international operations reside. Aggregate minimum lease commitments on an undiscounted basis for the Company's operating leases (including short-term leases) as of March 31, 2022 were as follows:

(Amounts in thousands)	
Remainder of 2022	$ 19,066
2023	23,481
2024	21,355
2025	19,303
2026	17,256
Thereafter	32,371
Total	$ 132,832

The following table summarizes the Company's operating lease costs and sublease income:

	Three Months Ended March 31,	
(Amounts in millions)	**2022**	**2021**
Operating lease costs	**$ 6.0**	$ 5.7
Operating lease costs related to short-term leases	**0.3**	0.2
Sublease income	**0.1**	0.3

At March 31, 2022, the weighted average remaining lease term for operating leases was 6.1 years and the weighted average discount rate was 4.1 percent.

Note 14 *Restructuring and Integration Costs*

The Company incurred the following restructuring and integration costs in conjunction with its acquisition activity:

	Three Months Ended March 31,	
(Amounts in thousands)	**2022**	**2021**
Severance, benefits and outplacement	**$ 451**	$ —
Total restructuring costs	**451**	—
Integration costs	**796**	135
Total restructuring and integration costs	**$ 1,247**	$ 135

Note 15 *Shareholders' Equity*

Share Repurchases

Effective May 6, 2022, the Company's board of directors authorized the repurchase of up to $150.0 million in common shares through December 31, 2024. This repurchase authorization is in addition to the existing authorization which became effective January 1, 2022.

The Company's board of directors authorized the repurchase of up to $150.0 million in common shares effective January 1, 2022 through December 31, 2023. During the three months ended March 31, 2022, the Company repurchased 653,029 shares at an average price of $142.33 per share for an aggregate purchase price of $92.9 million related to this authorization. At March 31, 2022, the Company had $57.1 million remaining under this authorization.

Effective January 1, 2020, the Company's board of directors authorized the repurchase of up to $150.0 million in common shares, which expired on December 31, 2021. During the three months ended March 31, 2021, the Company repurchased 58,519 shares at an average price of $106.26 per share for an aggregate purchase price of $6.2 million related to this authorization.

The Company also purchases shares of common stock from restricted stock award recipients upon the award vesting or as recipients sell shares to meet their employment tax obligations. The Company purchased 136,440 shares and 120,222 shares, or $20.9 million and $12.7 million of the Company's common stock for these purposes during the three months ended March 31, 2022 and 2021, respectively.

Issuance of Shares

The Company issues common shares out of treasury stock as a result of employee restricted share vesting and exercise transactions as discussed in Note 16. During the three months ended March 31, 2022 and 2021, the Company issued 854,668 shares and 823,951 shares, respectively, related to these obligations.

Dividends

The Company's current dividend policy is intended to return a metric based on fiscal year net income. The board of directors determines the declaration and payment of dividends and is free to change the dividend policy at any time.

During the three months ended March 31, 2022, the Company declared and paid both a quarterly and a special cash dividend on its common stock of $0.60 and $4.50 per share, respectively, totaling $81.4 million. The special cash dividend relates to the Company's fiscal year 2021 results.

On April 29, 2022, the board of directors declared a quarterly cash dividend on its common stock of $0.60 per share to be paid on June 10, 2022, to shareholders of record as of the close of business on May 27, 2022.

Noncontrolling Interests

The consolidated financial statements include the accounts of Piper Sandler Companies, its wholly owned subsidiaries and other entities in which the Company has a controlling financial interest. Noncontrolling interests represent equity interests in consolidated entities that are not attributable, either directly or indirectly, to Piper Sandler Companies. Noncontrolling interests represent the minority equity holders' proportionate share of the equity in the Company's alternative asset management funds.

Ownership interests in entities held by parties other than the Company's common shareholders are presented as noncontrolling interests within shareholders' equity, separate from the Company's own equity. Revenues, expenses and net income or loss are reported on the consolidated statements of operations on a consolidated basis, which includes amounts attributable to both the Company's common shareholders and noncontrolling interests. Net income or loss is then allocated between the Company and noncontrolling interests based upon their relative ownership interests. Net income applicable to noncontrolling interests is deducted from consolidated net income to determine net income applicable to the Company. There was no other comprehensive income or loss attributed to noncontrolling interests for the three months ended March 31, 2022 and 2021.

Piper Sandler Companies

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Note 16 *Compensation Plans*

Stock-Based Compensation Plans

The Company has three outstanding stock-based compensation plans: the Amended and Restated 2003 Annual and Long-Term Incentive Plan (the "Incentive Plan"), the 2019 Employment Inducement Award Plan (the "2019 Inducement Plan") and the 2020 Employment Inducement Award Plan (the "2020 Inducement Plan"). The Company's equity awards are recognized on the consolidated statements of operations at grant date fair value over the service period of the award, less forfeitures.

The following table provides a summary of the Company's outstanding equity awards (in shares or units) as of March 31, 2022:

Restricted stock related to compensation plans	
Annual grants	816,740
Sign-on grants	86,636
Inducement grants	49,509
2019 Inducement Plan	95,348
2020 Inducement Plan	1,247,918
Total restricted stock related to compensation plans	2,296,151
Restricted stock related to acquisitions (1)	1,368,803
Total restricted stock	3,664,954
Restricted stock units	188,328
Stock options	81,667

(1) The Company issued restricted stock with service conditions in conjunction with the 2020 acquisitions of SOP Holdings, LLC and its subsidiaries, including Sandler O'Neill & Partners, L.P. (collectively, "Sandler O'Neill"), The Valence Group ("Valence") and TRS Advisors LLC ("TRS"), and the 2022 acquisition of Cornerstone Macro. See Note 3 for further discussion on the 2022 acquisition of Cornerstone Macro.

Incentive Plan

The Incentive Plan permits the grant of equity awards, including restricted stock, restricted stock units and non-qualified stock options, to the Company's employees and directors for up to 9.4 million shares of common stock (0.9 million shares remained available for future issuance under the Incentive Plan as of March 31, 2022). The Company believes that such awards help align the interests of employees and directors with those of shareholders and serve as an employee retention tool. The Incentive Plan provides for accelerated vesting of awards if there is a severance event, a change in control of the Company (as defined in the Incentive Plan), in the event of a participant's death, and at the discretion of the compensation committee of the Company's board of directors.

Restricted Stock Awards

Restricted stock grants are valued at the market price of the Company's common stock on the date of grant and are amortized over the requisite service period. The Company grants shares of restricted stock to employees as part of year-end compensation ("Annual Grants") and upon initial hiring or as a retention award ("Sign-on Grants" or "Inducement Grants").

The Company's Annual Grants are made each year in February. Annual Grants vest ratably over three years in equal installments. The Annual Grants provide for continued vesting after termination of employment, so long as the employee does not violate certain post-termination restrictions set forth in the award agreement or any agreements entered into upon termination. The Company determined the service inception date precedes the grant date for the Annual Grants, and that the post-termination restrictions do not meet the criteria for an in-substance service condition, as defined by FASB Accounting Standards Codification Topic 718, "Compensation — Stock Compensation." Accordingly, restricted stock granted as part of the Annual Grants is expensed in the one-year period in which those awards are deemed to be earned, which is generally the calendar year preceding the February grant date. For example, the Company recognized compensation expense during fiscal year 2021 for its February 2022 Annual Grant. If an equity award related to the Annual Grants is forfeited as a result of violating the post-termination restrictions, the lower of the fair value of the award at grant date or the fair value of the award at the date of forfeiture is recorded within the consolidated statements of operations as a reversal of compensation expense.

Sign-on Grants are used as a recruiting tool for new employees and are issued to current employees as a retention tool. These awards have both cliff and ratable vesting terms, and the employees must fulfill service requirements in exchange for rights to the awards. Compensation expense is amortized on a straight-line basis from the grant date over the requisite service period, generally three to five years. Employees forfeit unvested shares upon termination of employment and a reversal of compensation expense is recorded.

Inducement Grants are issued as a retention tool in conjunction with certain acquisitions. On February 4, 2022, the Company granted $7.5 million (49,509 shares) in restricted stock under the Incentive Plan in conjunction with its acquisition of Cornerstone Macro. These restricted shares are subject to graded vesting, generally on the second and third anniversaries of the grant date or on the third and fourth anniversaries of the grant date. Compensation expense is amortized on a straight-line basis over the requisite service period. Employees forfeit unvested shares upon termination of employment and a reversal of compensation expense is recorded.

Annually, the Company grants stock to its non-employee directors. The stock-based compensation paid to non-employee directors is fully expensed on the grant date and included within outside services expense on the consolidated statements of operations.

Restricted Stock Units

The Company grants restricted stock units to its leadership team ("Leadership Grants"). Restricted stock units will vest and convert to shares of common stock at the end of each 36-month performance period only if the Company satisfies predetermined performance and/or market conditions over the performance period. Under the terms of these awards, the number of units that will actually vest and convert to shares will be based on the extent to which the Company achieves specified targets during each performance period. The maximum payout leverage under these grants is 150 percent.

Up to 75 percent of the award can be earned based on the Company achieving certain average adjusted return on equity targets, as defined in the terms of the award agreements. The fair value of this portion of the award was based on the closing price of the Company's common stock on the grant date. If the Company determines that it is probable that the performance condition will be achieved, compensation expense is amortized on a straight-line basis over the 36-month performance period. The probability that the performance condition will be achieved is reevaluated each reporting period with changes in estimated outcomes accounted for using a cumulative effect adjustment to compensation expense. Compensation expense will be recognized only if the performance condition is met. Employees forfeit unvested restricted stock units upon termination of employment with a corresponding reversal of compensation expense. As of March 31, 2022, the Company has determined that the probability of achieving the performance condition for each award is as follows:

Grant Year	Probability of Achieving Performance Condition
2022	75%
2021	75%
2020	75%

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Up to 75 percent of the award can be earned based on the Company's total shareholder return relative to members of a predetermined peer group. The market condition must be met for the awards to vest and compensation cost will be recognized regardless if the market condition is satisfied. Compensation expense is amortized on a straight-line basis over the 36-month requisite service period. Employees forfeit unvested restricted stock units upon termination of employment with a corresponding reversal of compensation expense. For this portion of the awards, the fair value on the grant date was determined using a Monte Carlo simulation with the following assumptions:

Grant Year	Risk-free Interest Rate	Expected Stock Price Volatility
2022	1.80%	43.8%
2021	0.23%	43.2%
2020	1.40%	27.3%
2019	2.50%	31.9%
2018	2.40%	34.8%

Because the market condition portion of the awards vesting depend on the Company's total shareholder return relative to a peer group, the valuation modeled the performance of the peer group as well as the correlation between the Company and the peer group. The expected stock price volatility assumptions were determined using historical volatility, as correlation coefficients can only be developed through historical volatility. The risk-free interest rates were determined based on three-year U.S. Treasury bond yields.

The compensation committee of the Company's board of directors included defined retirement provisions in its Leadership Grants. Certain grantees meeting defined age and service requirements will be fully vested in the awards as long as performance and post-termination obligations are met throughout the performance period. These retirement-eligible grants are expensed in the period in which those awards are deemed to be earned, which is the calendar year preceding the February grant date.

Stock Options

On February 15, 2018, the Company granted options to certain executive officers. These options are expensed on a straight-line basis over the required service period of five years, based on the estimated fair value of the award on the date of grant. The exercise price per share is equal to the closing price on the date of grant plus ten percent. These options are subject to graded vesting, beginning on the third anniversary of the grant date, so long as the employee remains continuously employed by the Company. The maximum term of these stock options is ten years.

The fair value of this stock option award was estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

Risk-free interest rate	2.82 %
Dividend yield	3.22 %
Expected stock price volatility	37.20 %
Expected life of options (in years)	7.0
Fair value of options granted (per share)	$ 24.49

The risk-free interest rate assumption was based on the U.S. Treasury bond yield with a maturity equal to the expected life of the options. The dividend yield assumption was based on the assumed dividend payout over the expected life of the options. The expected stock price volatility assumption was determined using historical volatility, as correlation coefficients can only be developed through historical volatility.

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Inducement Plans

Inducement plan awards are amortized as compensation expense on a straight-line basis over each respective vesting period. Employees forfeit unvested shares upon termination of employment and a reversal of compensation expense is recorded.

The Company established the 2019 Inducement Plan in conjunction with its acquisition of Weeden & Co. L.P. ("Weeden & Co."). On August 2, 2019, the Company granted $7.3 million (97,752 shares) in restricted stock. These restricted shares are subject to graded vesting, generally beginning on the third anniversary of the grant date through August 2, 2023.

The Company established the 2020 Inducement Plan in conjunction with its acquisition of Sandler O'Neill. On January 3, 2020, the Company granted $96.9 million (1,217,423 shares) in restricted stock. These restricted shares have both cliff and graded vesting terms with vesting periods of 18 months, three years or five years (with a weighted average service period of 3.7 years). On April 3, 2020, the Company granted $5.5 million (114,000 shares) in restricted stock under the 2020 Inducement Plan in conjunction with its acquisition of Valence. These restricted shares are subject to graded vesting, generally beginning on the third anniversary of the grant date through April 3, 2025. On December 31, 2020, the Company granted $2.9 million (29,194 shares) in restricted stock under the 2020 Inducement Plan in conjunction with its acquisition of TRS. These restricted shares are subject to ratable vesting over a three-year vesting period.

Stock-Based Compensation Activity

The following table summarizes the Company's stock-based compensation activity:

	Three Months Ended March 31,	
(Amounts in millions)	**2022**	**2021**
Stock-based compensation expense	**$ 31.7**	$ 33.7
Forfeitures	**—**	—
Tax benefit related to stock-based compensation expense	**3.4**	4.3

The following table summarizes the changes in the Company's unvested restricted stock:

	Unvested Restricted Stock (in Shares)	**Weighted Average Grant Date Fair Value**
December 31, 2021	**3,795,212**	**$ 76.59**
Granted	664,770	151.47
Vested	(795,028)	82.79
Canceled	—	—
March 31, 2022	**3,664,954**	**$ 88.83**

The following table summarizes the changes in the Company's unvested restricted stock units:

	Unvested Restricted Stock Units	**Weighted Average Grant Date Fair Value**
December 31, 2021	**158,393**	**$ 90.43**
Granted	69,693	148.90
Vested	(39,758)	75.78
Canceled	—	—
March 31, 2022	**188,328**	**$ 115.16**

As of March 31, 2022, there was $132.3 million of total unrecognized compensation cost related to restricted stock and restricted stock units expected to be recognized over a weighted average period of 2.4 years.

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The following table summarizes the changes in the Company's outstanding stock options:

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
December 31, 2021	**81,667**	**$ 99.00**	**6.1**	**$ 6,493,343**
Granted	—	—		
Exercised	—	—		
Canceled	—	—		
Expired	—	—		
March 31, 2022	**81,667**	**$ 99.00**	**5.9**	**$ 2,633,761**
Options exercisable at March 31, 2022	**54,444**	**$ 99.00**	**5.9**	**$ 1,755,819**

As of March 31, 2022, there was $0.4 million of unrecognized compensation cost related to stock options expected to be recognized over a weighted average period of 0.9 years.

Deferred Compensation Plans

The Company maintains various deferred compensation arrangements for employees.

The Mutual Fund Restricted Share Investment Plan is a fully funded deferred compensation plan which allowed eligible employees to receive a portion of their incentive compensation in restricted mutual fund shares ("MFRS Awards") of investment funds. MFRS Awards are awarded to qualifying employees in February of each year, and represent a portion of their compensation for performance in the preceding year similar to the Company's Annual Grants. MFRS Awards vest ratably over three years in equal installments and provide for continued vesting after termination of employment so long as the employee does not violate certain post-termination restrictions set forth in the award agreement or any agreement entered into upon termination. Forfeitures are recorded as a reduction of compensation and benefits expense within the consolidated statements of operations. MFRS Awards are owned by employee recipients (subject to aforementioned vesting restrictions) and as such are not included on the consolidated statements of financial condition.

The nonqualified deferred compensation plan is an unfunded plan which allows certain highly compensated employees, at their election, to defer a portion of their compensation. This plan was closed to future deferral elections by participants for performance periods beginning after December 31, 2017. The amounts deferred under this plan are held in a grantor trust. The Company invests, as a principal, in investments to economically hedge its obligation under the nonqualified deferred compensation plan. The investments in the grantor trust consist of mutual funds which are categorized as Level I in the fair value hierarchy. These investments totaled $17.6 million and $18.8 million as of March 31, 2022 and December 31, 2021, respectively, and are included in investments on the consolidated statements of financial condition. A corresponding deferred compensation liability is included in accrued compensation on the consolidated statements of financial condition. The compensation deferred by the employees was expensed in the period earned. Changes in the fair value of the investments made by the Company are reported in investment income and changes in the corresponding deferred compensation liability are reflected as compensation and benefits expense on the consolidated statements of operations.

In addition to restricted stock granted under the 2020 Inducement Plan in conjunction with the 2020 acquisitions of Valence and TRS, additional cash may be earned by certain employees if a revenue threshold is exceeded during the respective three-year post-acquisition period to the extent they are employed by the Company at the time of payment. Amounts estimated to be payable, if any, will be recorded as compensation expense on the consolidated statements of operations over the requisite performance period.

If earned, the amount related to the acquisition of Valence (the "Valence Earnout") will be paid by July 3, 2023. As of March 31, 2022, the Company has accrued $12.7 million related to this additional cash payment. The Company recorded $1.5 million in compensation expense related to the Valence Earnout for the three months ended March 31, 2022.

If earned, the amount related to the acquisition of TRS (the "TRS Earnout") will be paid by April 3, 2024. As of March 31, 2022, the Company expects the maximum amount of $7.0 million will be earned and has accrued $2.7 million related to this additional cash payment. The Company recorded $0.5 million in compensation expense related to the TRS Earnout for the three months ended March 31, 2022 and 2021.

In addition to the 2019 Inducement Plan established in conjunction with its acquisition of Weeden & Co., the Company entered into acquisition-related compensation arrangements with certain Weeden & Co. equity owners, a portion of whom are now employees of the Company. Additional cash of up to $31.5 million was available to be earned if a net revenue target was achieved during the period from January 1, 2020 to June 30, 2021 (the "Weeden Earnout"). The Company paid $31.5 million related to the Weeden Earnout in the third quarter of 2021. Amounts payable to employees were recorded as compensation expense on the consolidated statements of operations over the requisite service period. Amounts payable to non-employee equity holders were recorded as a liability as of the acquisition date and adjusted through the statement of operations for any changes after the acquisition date. The Company recorded $2.2 million in non-interest expenses related to the Weeden Earnout for the three months ended March 31, 2021.

Note 17 *Earnings Per Share ("EPS")*

Basic earnings per common share is computed by dividing net income applicable to Piper Sandler Companies by the weighted average number of common shares outstanding for the period. Diluted earnings per common share is calculated by adjusting the weighted average outstanding shares to assume conversion of all potentially dilutive stock options, restricted stock units and restricted shares.

The computation of EPS is as follows:

	Three Months Ended March 31,	
(Amounts in thousands, except per share data)	**2022**	**2021**
Net income applicable to Piper Sandler Companies	**$ 36,651**	$ 49,459
Shares for basic and diluted calculations:		
Average shares used in basic computation	**14,481**	14,374
Stock options	**24**	—
Restricted stock units	**200**	131
Restricted shares	**2,589**	1,962
Average shares used in diluted computation	**17,294**	16,467
Earnings per common share:		
Basic	**$ 2.53**	$ 3.44
Diluted	**$ 2.12**	$ 3.00

The average shares used in the diluted computation excluded anti-dilutive stock options and restricted shares of 0.1 million for the three months ended March 31, 2022 and 2021.

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Note 18 *Revenues and Business Information*

The Company's activities as an investment bank and institutional securities firm constitute a single business segment. The substantial majority of the Company's net revenues and long-lived assets are located in the U.S.

Reportable financial results are as follows:

	Three Months Ended March 31,	
(Amounts in thousands)	**2022**	**2021**
Investment banking		
Advisory services	**$ 210,899**	$ 152,849
Corporate financing	**19,186**	116,136
Municipal financing	**27,417**	27,089
Total investment banking	**257,502**	296,074
Institutional brokerage		
Equity brokerage	**49,805**	43,234
Fixed income services	**54,757**	66,254
Total institutional brokerage	**104,562**	109,488
Interest income	**3,856**	2,057
Investment income/(loss)	**(13,074)**	23,768
Total revenues	**352,846**	431,387
Interest expense	**2,201**	2,780
Net revenues	**350,645**	428,607
Non-interest expenses	**315,008**	345,740
Pre-tax income	**$ 35,637**	$ 82,867
Pre-tax margin	**10.2 %**	19.3 %

Note 19 *Net Capital Requirements and Other Regulatory Matters*

Piper Sandler is registered as a securities broker dealer with the SEC and is a member of various SROs and securities exchanges. The Financial Industry Regulatory Authority, Inc. ("FINRA") serves as Piper Sandler's primary SRO. Piper Sandler is subject to the uniform net capital rule of the SEC and the net capital rule of FINRA. Piper Sandler has elected to use the alternative method permitted by the SEC rule which requires that it maintain minimum net capital of $1.0 million. Advances to affiliates, repayment of subordinated debt, dividend payments and other equity withdrawals by Piper Sandler are subject to certain approvals, notifications and other provisions of SEC and FINRA rules.

At March 31, 2022, net capital calculated under the SEC rule was $338.2 million, and exceeded the minimum net capital required under the SEC rule by $337.2 million.

The Company's committed short-term credit facility, revolving credit facility and its Class B senior notes include covenants requiring Piper Sandler to maintain a minimum regulatory net capital of $120 million. The Company's fully disclosed clearing agreement with Pershing includes a covenant requiring Piper Sandler to maintain excess net capital of $120 million.

Piper Sandler Ltd., a broker dealer subsidiary registered in the United Kingdom, is subject to the capital requirements of the Prudential Regulation Authority and the Financial Conduct Authority. As of March 31, 2022, Piper Sandler Ltd. was in compliance with the capital requirements of the Prudential Regulation Authority and the Financial Conduct Authority.

Piper Sandler Hong Kong Limited is licensed by the Hong Kong Securities and Futures Commission, which is subject to the liquid capital requirements of the Securities and Futures (Financial Resources) Rule promulgated under the Securities and Futures Ordinance. At March 31, 2022, Piper Sandler Hong Kong Limited was in compliance with the liquid capital requirements of the Hong Kong Securities and Futures Commission.

Note 20 *Income Taxes*

The Company recorded income tax expense of $11.0 million and $17.3 million for the three months ended March 31, 2022 and 2021, respectively. Income tax expense included a tax benefit of $4.6 million and $1.3 million for the three months ended March 31, 2022 and 2021, respectively, related to stock-based compensation awards vesting at values greater than the grant price.

ITEM 2. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.*

The following information should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes and exhibits included elsewhere in this Quarterly Report on Form 10-Q. Certain statements in this Quarterly Report on Form 10-Q may be considered forward-looking. Statements that are not historical or current facts, including statements about beliefs and expectations, are forward-looking statements. These forward-looking statements include, among other things, statements other than historical information or statements of current conditions and may relate to our future plans and objectives and results, and also may include our belief regarding the effect of various legal proceedings, as set forth under "Legal Proceedings" in Part I, Item 3 of our Annual Report on Form 10-K for the year ended December 31, 2021 and in our subsequent reports filed with the Securities and Exchange Commission ("SEC"). Forward-looking statements involve inherent risks and uncertainties, and important factors could cause actual results to differ materially from those anticipated, including those factors discussed below under "External Factors Impacting Our Business" as well as the factors identified under "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2021, as updated in our subsequent reports filed with the SEC and under "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update them in light of new information or future events.

Explanation of Non-GAAP Financial Measures

We have included financial measures that are not prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). These non-GAAP financial measures include adjustments to exclude (1) revenues and expenses related to noncontrolling interests, (2) interest expense on long-term financing from net revenues, (3) amortization of intangible assets related to acquisitions, (4) compensation expenses from acquisition-related agreements, (5) acquisition-related restructuring and integration costs and (6) the income tax expense allocated to the adjustments. The adjusted weighted average diluted shares outstanding used in the calculation of non-GAAP earnings per diluted common share contains an adjustment to include the common shares for unvested restricted stock awards with service conditions granted pursuant to the acquisitions of SOP Holdings, LLC and its subsidiaries, including Sandler O'Neill & Partners, L.P. (collectively, "Sandler O'Neill"), The Valence Group ("Valence"), TRS Advisors LLC ("TRS"), and Cornerstone Macro Research LP, including its subsidiary, Cornerstone Macro LLC (collectively, "Cornerstone Macro"). These adjustments affect the following financial measures: net revenues, compensation expenses, non-compensation expenses, income tax expense, net income applicable to Piper Sandler Companies, earnings per diluted common share, total non-interest expenses, pre-tax income and pre-tax margin. Management believes that presenting these results and measures on an adjusted basis in conjunction with the corresponding U.S. GAAP measures provides the most meaningful basis for comparison of our operating results across periods and enhances the overall understanding of our current financial performance by excluding certain items that may not be indicative of our core operating results. The non-GAAP financial measures should be considered in addition to, not as a substitute for, measures of financial performance prepared in accordance with U.S. GAAP.

Executive Overview

Our business principally consists of providing investment banking and institutional brokerage services to corporations, private equity groups, public entities, non-profit entities and institutional investors in the United States and Europe. We operate through one reportable business segment. Refer to our Annual Report on Form 10-K for the year ended December 31, 2021 for a full description of our business, including our business strategy.

During the first quarter of 2022, we took the following important steps in the execution of our business strategy:

- On February 4, 2022, we completed the acquisition of Cornerstone Macro, an independent research firm focused on providing macro research and equity derivatives trading to institutional investors. The transaction adds a macro research platform and increases the scale of our equity brokerage operations.

- On January 5, 2022, we announced a definitive agreement to acquire Stamford Partners LLP ("Stamford Partners"), a specialist investment bank offering financial advisory and corporate development services in the European food and beverage and related consumer sectors. The transaction is expected to close in the second quarter of 2022, subject to obtaining required regulatory approvals and other customary closing conditions.

Financial Highlights

	Three Months Ended		
(Amounts in thousands, except per share data)	**Mar. 31, 2022**	**Mar. 31, 2021**	**2022 v2021**
U.S. GAAP			
Net revenues	**$ 350,645**	$ 428,607	(18.2)%
Compensation and benefits	**247,899**	280,328	(11.6)
Non-compensation expenses	**67,109**	65,412	2.6
Income before income tax expense	**35,637**	82,867	(57.0)
Net income applicable to Piper Sandler Companies	**36,651**	49,459	(25.9)
Earnings per diluted common share	**$ 2.12**	$ 3.00	(29.3)
Ratios and margin			
Compensation ratio	**70.7 %**	65.4 %	
Non-compensation ratio	**19.1 %**	15.3 %	
Pre-tax margin	**10.2 %**	19.3 %	
Effective tax rate	**30.8 %**	20.8 %	
Non-GAAP(1)			
Adjusted net revenues	**$ 361,793**	$ 413,751	(12.6)%
Adjusted compensation and benefits	**226,121**	254,268	(11.1)
Adjusted non-compensation expenses	**60,471**	56,748	6.6
Adjusted operating income	**75,201**	102,735	(26.8)
Adjusted net income applicable to Piper Sandler Companies	**56,554**	75,479	(25.1)
Adjusted earnings per diluted common share	**$ 3.12**	$ 4.13	(24.5)
Adjusted ratios and margin			
Adjusted compensation ratio	**62.5 %**	61.5 %	
Adjusted non-compensation ratio	**16.7 %**	13.7 %	
Adjusted operating margin	**20.8 %**	24.8 %	
Adjusted effective tax rate	**23.1 %**	24.9 %	

See the "Results of Operations" section for additional information.

(1) Reconciliation of U.S. GAAP to adjusted non-GAAP financial information

(Amounts in thousands, except per share data)	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Net revenues:		
Net revenues – U.S. GAAP basis	***$ 350,645***	*$ 428,607*
Adjustments:		
Revenue related to noncontrolling interests	***9,523***	*(17,143)*
Interest expense on long-term financing	***1,625***	*2,287*
Adjusted net revenues	***$ 361,793***	*$ 413,751*
Compensation and benefits:		
Compensation and benefits – U.S. GAAP basis	***$ 247,899***	*$ 280,328*
Adjustment:		
Compensation from acquisition-related agreements	***(21,778)***	*(26,060)*
Adjusted compensation and benefits	***$ 226,121***	*$ 254,268*
Non-compensation expenses:		
Non-compensation expenses – U.S. GAAP basis	***$ 67,109***	*$ 65,412*
Adjustments:		
Non-compensation expenses related to noncontrolling interests	***(2,470)***	*(1,009)*
Acquisition-related restructuring and integration costs	***(1,247)***	*(135)*
Amortization of intangible assets related to acquisitions	***(2,921)***	*(7,520)*
Adjusted non-compensation expenses	***$ 60,471***	*$ 56,748*
Income before income tax expense:		
Income before income tax expense – U.S. GAAP basis	***$ 35,637***	*$ 82,867*
Adjustments:		
Revenue related to noncontrolling interests	***9,523***	*(17,143)*
Interest expense on long-term financing	***1,625***	*2,287*
Non-compensation expenses related to noncontrolling interests	***2,470***	*1,009*
Compensation from acquisition-related agreements	***21,778***	*26,060*
Acquisition-related restructuring and integration costs	***1,247***	*135*
Amortization of intangible assets related to acquisitions	***2,921***	*7,520*
Adjusted operating income	***$ 75,201***	*$ 102,735*
Interest expense on long-term financing	***(1,625)***	*(2,287)*
Adjusted income before adjusted income tax expense	***$ 73,576***	*$ 100,448*
Income tax expense:		
Income tax expense – U.S. GAAP basis	***$ 10,979***	*$ 17,274*
Tax effect of adjustments:		
Compensation from acquisition-related agreements	***5,034***	*6,063*
Acquisition-related restructuring and integration costs	***267***	*23*
Amortization of intangible assets related to acquisitions	***742***	*1,609*
Adjusted income tax expense	***$ 17,022***	*$ 24,969*
Net income applicable to Piper Sandler Companies:		
Net income applicable to Piper Sandler Companies – U.S. GAAP basis	***$ 36,651***	*$ 49,459*
Adjustments:		
Compensation from acquisition-related agreements	***16,744***	*19,997*
Acquisition-related restructuring and integration costs	***980***	*112*
Amortization of intangible assets related to acquisitions	***2,179***	*5,911*
Adjusted net income applicable to Piper Sandler Companies	***$ 56,554***	*$ 75,479*

(Amounts in thousands, except per share data)	Three Months Ended March 31, 2022	2021
Earnings per diluted common share:		
Earnings per diluted common share – U.S. GAAP basis	$ 2.12	$ 3.00
Adjustment for inclusion of unvested acquisition-related stock	(0.15)	(0.45)
	$ 1.97	$ 2.55
Adjustments:		
Compensation from acquisition-related agreements	0.97	1.21
Acquisition-related restructuring and integration costs	0.06	0.01
Amortization of intangible assets related to acquisitions	0.12	0.36
Adjusted earnings per diluted common share	$ 3.12	$ 4.13
Weighted average diluted common shares outstanding:		
Weighted average diluted common shares outstanding – U.S. GAAP basis	17,294	16,467
Adjustment:		
Unvested acquisition-related restricted stock with service conditions	835	1,787
Adjusted weighted average diluted common shares outstanding	18,129	18,254

External Factors Impacting Our Business

Performance in the financial services industry in which we operate is highly correlated to the overall strength of macroeconomic conditions, financial market activity and the effect of geopolitical events. Overall market conditions are a product of many factors, which are beyond our control, often unpredictable and at times inherently volatile. These factors may affect the financial decisions made by investors, including their level of participation in the financial markets. In turn, these decisions may affect our business results. With respect to financial market activity, our profitability is sensitive to a variety of factors, including the demand for investment banking services as reflected by the number and size of advisory transactions, equity and debt corporate financings, and municipal financings; the relative level of volatility of the equity and fixed income markets; changes in interest rates and credit spreads (especially rapid and extreme changes); overall market liquidity; the level and shape of various yield curves; the volume and value of trading in securities; and overall equity valuations.

Factors that differentiate our business within the financial services industry also may affect our financial results. For example, our capital markets business focuses on specific industry sectors while serving principally a middle-market clientele. If the business environment for our focus sectors is impacted adversely, our business and results of operations could reflect these impacts. In addition, our business, with its specific areas of focus and investment, may not track overall market trends. Given the variability of the capital markets and securities businesses, our earnings may fluctuate significantly from period to period, and results for any individual period should not be considered indicative of future results.

Outlook for the Remainder of 2022

We expect the U.S. economy will grow at a moderate pace for the remainder of 2022. However, the financial markets experienced increased uncertainty resulting from macroeconomic and geopolitical risks, such as the war in Ukraine, persistent inflation, supply and demand imbalances, labor shortages and higher energy prices. These risks contribute to increased market volatility and may result in a decline in the economic outlook. Future legislative actions and policies by the U.S. federal government, including on levels of taxation and spending, may also impact economic growth.

The U.S. Federal Reserve increased its short-term benchmark interest rate by a quarter percentage point in March 2022 and is expected to further raise rates multiple times during the year. In determining the timing and amount of each interest rate hike, the U.S. Federal Reserve will continue to monitor the elevated level of inflation, along with the unemployment rate. Additionally, the U.S. Federal Reserve is expected to begin its quantitative tightening measures in May 2022 by reducing its holdings of securities.

Equity capital raising activity substantially halted in the first quarter of 2022 driven by market volatility, declining equity valuations and a more cautious investor outlook stemming from economic concerns and geopolitical risks. We believe this dynamic may persist into the second half of 2022.

We experienced a high level of advisory services activity across our industry sectors in the first quarter of 2022 driven by ample capital availability, strong business performance, CEO confidence and undeployed capital within the financial sponsor community. Our pipeline across industry teams is robust and we believe our advisory services business is well positioned to deliver a strong 2022 as long as market conditions remain supportive.

The addition of Cornerstone Macro to our platform in early February and increased client volumes resulting from higher volatility contributed to strong equity brokerage results in the first quarter of 2022. We expect to execute on cross-selling opportunities and realize market share gains resulting from our combined platform as integration activities progress.

Client activity in our fixed income services business in the first quarter of 2022 was strong due to higher yields. Inflation and interest rate increases may result in more volatility in revenue generation as clients react to the changing environment. However, we anticipate continued constructive performance as our broad capabilities position us to assist clients as they navigate the volatile environment.

Our municipal financing revenues in the first quarter of 2022 reflected solid contributions from both our specialty sectors and governmental business. Our specialty sector pipeline is robust, however execution will be dependent on market conditions. We expect overall municipal market issuance levels to moderate from 2021 levels driven by a decline in refinancing activity.

Results of Operations

Financial Summary for the three months ended March 31, 2022 and March 31, 2021

The following table provides a summary of the results of our operations on a U.S. GAAP basis and the results of our operations as a percentage of net revenues for the periods indicated.

	Three Months Ended March 31,			As a Percentage of Net Revenues for the Three Months Ended March 31,	
(Amounts in thousands)	**2022**	**2021**	**2022 v2021**	**2022**	**2021**
Revenues:					
Investment banking	**$ 257,502**	$ 296,074	(13.0)%	**73.4 %**	69.1 %
Institutional brokerage	**104,562**	109,488	(4.5)	**29.8**	25.5
Interest income	**3,856**	2,057	87.5	**1.1**	0.5
Investment income/(loss)	**(13,074)**	23,768	N/M	**(3.7)**	5.5
Total revenues	**352,846**	431,387	(18.2)	**100.6**	100.6
Interest expense	**2,201**	2,780	(20.8)	**0.6**	0.6
Net revenues	**350,645**	428,607	(18.2)	**100.0**	100.0
Non-interest expenses:					
Compensation and benefits	**247,899**	280,328	(11.6)	**70.7**	65.4
Outside services	**11,176**	7,675	45.6	**3.2**	1.8
Occupancy and equipment	**14,536**	14,022	3.7	**4.1**	3.3
Communications	**12,425**	11,808	5.2	**3.5**	2.8
Marketing and business development	**8,632**	2,067	317.6	**2.5**	0.5
Deal-related expenses	**5,544**	12,431	(55.4)	**1.6**	2.9
Trade execution and clearance	**4,035**	4,180	(3.5)	**1.2**	1.0
Restructuring and integration costs	**1,247**	135	823.7	**0.4**	—
Intangible asset amortization	**2,921**	7,520	(61.2)	**0.8**	1.8
Other operating expenses	**6,593**	5,574	18.3	**1.9**	1.3
Total non-interest expenses	**315,008**	345,740	(8.9)	**89.8**	80.7
Income before income tax expense	**35,637**	82,867	(57.0)	**10.2**	19.3
Income tax expense	**10,979**	17,274	(36.4)	**3.1**	4.0
Net income	**24,658**	65,593	(62.4)	**7.0**	15.3
Net income/(loss) applicable to noncontrolling interests	**(11,993)**	16,134	N/M	**(3.4)**	3.8
Net income applicable to Piper Sandler Companies	**$ 36,651**	$ 49,459	(25.9)%	**10.5 %**	11.5 %

N/M — Not meaningful

For the three months ended March 31, 2022, we recorded net income applicable to Piper Sandler Companies of $36.7 million. Net revenues for the three months ended March 31, 2022 were $350.6 million, an 18.2 percent decrease compared with $428.6 million in the year-ago period. In the first quarter of 2022, investment banking revenues were $257.5 million, down 13.0 percent compared to $296.1 million in the prior-year period, as lower corporate financing revenues were partially offset by higher advisory services revenues. For the three months ended March 31, 2022, institutional brokerage revenues decreased 4.5 percent to $104.6 million, compared with $109.5 million in the first quarter of 2021, resulting from lower fixed income services revenues, partially offset by higher equity brokerage revenues. For the three months ended March 31, 2022, net interest income was $1.7 million, compared to net interest expense of $0.7 million in the prior-year period. In the first quarter of 2022, we recorded an investment loss of $13.1 million, compared to investment income of $23.8 million in the first quarter of 2021. In the current quarter, we recorded unrealized losses on our investments and the noncontrolling interests in the merchant banking funds that we manage. Non-interest expenses were $315.0 million for the three months ended March 31, 2022, down 8.9 percent compared with $345.7 million in the prior-year period, due to decreased compensation expenses resulting from lower revenues.

Consolidated Non-Interest Expenses

Compensation and Benefits – Compensation and benefits expenses, which are the largest component of our expenses, include salaries, incentive compensation, benefits, stock-based compensation, employment taxes, reversal of expenses associated with the forfeiture of stock-based compensation and other employee-related costs. A significant portion of compensation expense is comprised of variable incentive arrangements, including discretionary incentive compensation, the amount of which fluctuates in proportion to the level of business activity, increasing with higher revenues and operating profits. Other compensation costs, primarily base salaries and benefits, are more fixed in nature. The timing of incentive compensation payments, which generally occur in February, has a greater impact on our cash position and liquidity than is reflected on our consolidated statements of operations. In conjunction with our acquisitions, we have granted restricted stock and restricted cash with service conditions, which are amortized to compensation expense over the service period. We have also entered into forgivable loans with service conditions, which are amortized to compensation expense over the loan term. Additionally, expense estimates related to revenue-based earnout arrangements entered into as part of our acquisitions are amortized to compensation expense over the service period.

The following table summarizes our future acquisition-related compensation expense for restricted stock, restricted cash and forgivable loans with service conditions, as well as expense estimates related to revenue-based earnout arrangements:

(Amounts in thousands)		
Remainder of 2022	$	69,170
2023		38,717
2024		27,601
2025		9,274
2026		2,400
Thereafter		180
Total	$	147,342

For the three months ended March 31, 2022, compensation and benefits expenses decreased 11.6 percent to $247.9 million, compared with $280.3 million in the corresponding period of 2021, due to lower revenues. Compensation and benefits expenses as a percentage of net revenues was 70.7 percent in the first quarter of 2022, compared to 65.4 percent in the first quarter of 2021. The higher compensation ratio was due to lower net revenues and a shift in our mix of business.

Outside Services – Outside services expenses include securities processing expenses, outsourced technology functions, outside legal fees, fund expenses associated with our consolidated alternative asset management funds and other professional fees. Outside services expenses increased 45.6 percent to $11.2 million in the first quarter of 2022, compared with $7.7 million in the corresponding period of 2021. Excluding the portion of expenses from non-controlled equity interests in our consolidated alternative asset management funds, outside services expenses increased 33.5 percent, primarily due to higher professional and legal fees.

Occupancy and Equipment – For the three months ended March 31, 2022, occupancy and equipment expenses were $14.5 million, up slightly compared with $14.0 million in the corresponding period of 2021.

Communications – Communication expenses include costs for telecommunication and data communication, primarily consisting of expenses for obtaining third party market data information. For the three months ended March 31, 2022, communication expenses increased 5.2 percent to $12.4 million, compared with $11.8 million in the corresponding period of 2021, due to an increase in market data services expenses.

Marketing and Business Development – Marketing and business development expenses include travel and entertainment costs, advertising and third party marketing fees. For the three months ended March 31, 2022, marketing and business development expenses increased to $8.6 million, compared with $2.1 million in the corresponding period of 2021. The increase was driven by higher travel and entertainment costs due to the easing of COVID-19 restrictions.

Deal-Related Expenses – Deal-related expenses include costs we incurred over the course of a completed investment banking deal, which primarily consist of legal fees, offering expenses, and travel and entertainment costs. For the three months ended March 31, 2022, deal-related expenses were $5.5 million, compared with $12.4 million for the three months ended March 31, 2021. The amount of deal-related expenses is principally dependent on the level of deal activity and may vary from period to period as the recognition of deal-related costs typically coincides with the closing of a transaction.

Trade Execution and Clearance – For the three months ended March 31, 2022, trade execution and clearance expenses were $4.0 million, down slightly compared with $4.2 million in the corresponding period of 2021.

Restructuring and Integration Costs – For the three months ended March 31, 2022, we incurred acquisition-related restructuring and integration costs of $1.2 million. The expenses consisted of $0.8 million of transaction costs primarily related to our acquisition of Cornerstone Macro and the announced acquisition of Stamford Partners, and $0.5 million of severance benefits. We expect to incur additional restructuring and integration costs for the remainder of 2022. For the three months ended March 31, 2021, we incurred acquisition-related restructuring and integration costs of $0.1 million, primarily consisting of transaction costs associated with the acquisition of TRS.

Intangible Asset Amortization – Intangible asset amortization includes the amortization of definite-lived intangible assets consisting of customer relationships and internally developed software. For the three months ended March 31, 2022, intangible asset amortization was $2.9 million, compared to $7.5 million for the three months ended March 31, 2021. The decrease was due to lower intangible asset amortization expense related to identifiable intangible assets associated with the acquisitions of Sandler O'Neill, Valence and TRS, partially offset by incremental intangible asset amortization expense related to identifiable intangible assets associated with the acquisition of Cornerstone Macro. We anticipate incurring additional intangible asset amortization expense upon completion of the acquisition of Stamford Partners.

The following table summarizes the future aggregate amortization expense of our intangible assets with determinable lives:

(Amounts in thousands)		
Remainder of 2022	$	9,367
2023		10,482
2024		9,069
2025		7,832
2026		7,202
Thereafter		6,105
Total	$	50,057

Other Operating Expenses – Other operating expenses primarily include insurance costs, license and registration fees, expenses related to our charitable giving program and litigation-related expenses, which consist of the amounts we reserve and/or pay out related to legal and regulatory matters. Other operating expenses were $6.6 million in the first quarter of 2022, compared with $5.6 million in the corresponding period in 2021.

Income Taxes – For the three months ended March 31, 2022, our provision for income taxes was $11.0 million, which included a $4.6 million tax benefit related to stock-based compensation awards vesting at values greater than the grant price. Excluding the impact of this benefit and noncontrolling interests, our effective tax rate was 32.6 percent. The higher effective tax rate was driven by the impact of non-deductible expenses.

For the three months ended March 31, 2021, our provision for income taxes was $17.3 million, which included a $1.3 million tax benefit related to stock-based compensation awards vesting at values greater than the grant price. Excluding the impact of this benefit and non-controlling interests, our effective tax rate was 27.9 percent.

Financial Performance

Our activities as an investment bank and institutional securities firm constitute a single business segment.

Throughout this section, we have presented results on both a U.S. GAAP and non-GAAP basis. Management believes that presenting results and measures on an adjusted, non-GAAP basis in conjunction with the corresponding U.S. GAAP measures provides a more meaningful basis for comparison of its operating results and underlying trends between periods, and enhances the overall understanding of our current financial performance by excluding certain items that may not be indicative of our core operating results. The non-GAAP results should be considered in addition to, not as a substitute for, the results prepared in accordance with U.S. GAAP.

The adjusted financial results exclude (1) revenues and expenses related to noncontrolling interests, (2) interest expense on long-term financing from net revenues, (3) amortization of intangible assets related to acquisitions, (4) compensation expenses from acquisition-related agreements and (5) acquisition-related restructuring and integration costs. For U.S. GAAP purposes, these items are included in each of their respective line items on the consolidated statements of operations.

The following table sets forth the adjusted, non-GAAP financial results and adjustments necessary to reconcile to our consolidated U.S. GAAP financial results for the periods presented:

	Three Months Ended March 31,							
	2022				2021			
		Adjustments (1)				Adjustments (1)		
(Amounts in thousands)	Total Adjusted	Noncontrolling Interests	Other Adjustments	U.S. GAAP	Total Adjusted	Noncontrolling Interests	Other Adjustments	U.S. GAAP
Investment banking								
Advisory services	$ 210,899	$ —	$ —	$ 210,899	$ 152,849	$ —	$ —	$ 152,849
Corporate financing	19,186	—	—	19,186	116,136	—	—	116,136
Municipal financing	27,417	—	—	27,417	27,089	—	—	27,089
Total investment banking	257,502	—	—	257,502	296,074	—	—	296,074
Institutional brokerage								
Equity brokerage	49,805	—	—	49,805	43,234	—	—	43,234
Fixed income services	54,757	—	—	54,757	66,254	—	—	66,254
Total institutional brokerage	104,562	—	—	104,562	109,488	—	—	109,488
Interest income	3,856	—	—	3,856	2,057	—	—	2,057
Investment income/(loss)	(3,551)	(9,523)	—	(13,074)	6,625	17,143	—	23,768
Total revenues	362,369	(9,523)	—	352,846	414,244	17,143	—	431,387
Interest expense	576	—	1,625	2,201	493	—	2,287	2,780
Net revenues	361,793	(9,523)	(1,625)	350,645	413,751	17,143	(2,287)	428,607
Total non-interest expenses	286,592	2,470	25,946	315,008	311,016	1,009	33,715	345,740
Pre-tax income	$ 75,201	$ (11,993)	$ (27,571)	$ 35,637	$ 102,735	$ 16,134	$ (36,002)	$ 82,867
Pre-tax margin	20.8 %			10.2 %	24.8 %			19.3 %

(1) The following is a summary of the adjustments needed to reconcile our consolidated U.S. GAAP financial results to the adjusted, non-GAAP financial results:

Noncontrolling interests – The impacts of consolidating noncontrolling interests in our alternative asset management funds are not included in our adjusted financial results.

Other adjustments – The following items are not included in our adjusted financial results:

	Three Months Ended March 31,	
(Amounts in thousands)	*2022*	*2021*
Interest expense on long-term financing	*$ 1,625*	*$ 2,287*
Compensation from acquisition-related agreements	*21,778*	*26,060*
Acquisition-related restructuring and integration costs	*1,247*	*135*
Amortization of intangible assets related to acquisitions	*2,921*	*7,520*
	25,946	*33,715*
Total other adjustments	*$ 27,571*	*$ 36,002*

Net revenues on a U.S. GAAP basis were $350.6 million for the three months ended March 31, 2022, compared with $428.6 million in the prior-year period. For the three months ended March 31, 2022, adjusted net revenues were $361.8 million, compared with $413.8 million in the first quarter of 2021. The variance explanations for net revenues and adjusted net revenues are consistent on both a U.S. GAAP and non-GAAP basis unless stated otherwise.

The following table provides supplemental business information:

	Three Months Ended March 31,	
	2022	**2021**
Advisory services		
Completed M&A and restructuring transactions	**54**	49
Completed capital advisory transactions	**27**	29
Corporate financings		
Total equity transactions priced	**4**	71
Book run equity transactions priced	**2**	49
Total debt and preferred transactions priced	**11**	6
Book run debt and preferred transactions priced	**7**	1
Municipal negotiated issues		
Aggregate par value of issues priced (in billions)	**$ 2.6**	$ 3.2
Total issues priced	**111**	213
Equity brokerage		
Number of shares traded (in billions)	**2.8**	3.0

Investment banking revenues comprise all of the revenues generated through advisory services activities, which includes mergers and acquisitions ("M&A"), equity and debt private placements, debt and restructuring advisory, and municipal financial advisory transactions. Collectively, debt advisory transactions and equity and debt private placements are referred to as capital advisory transactions. Investment banking revenues also include equity and debt corporate financing activities and municipal financings.

In the first quarter of 2022, investment banking revenues decreased 13.0 percent to $257.5 million, compared with $296.1 million in the prior-year period. For the three months ended March 31, 2022, advisory services revenues were $210.9 million, up 38.0 percent compared to $152.8 million in the first quarter of 2021, due to higher average fees. For the three months ended March 31, 2022, corporate financing revenues were $19.2 million, down 83.5 percent compared with $116.1 million for the three months ended March 31, 2021, as the market for equity capital raising remains largely shut as the result of market volatility, declining valuations and a cautious investor outlook stemming from econcomic concerns and geopolitical risks. Activity for us during the first quarter of 2022 consisted principally of debt financings in the financial services sector as our clients sought to raise capital in anticipation of rising interest rates. Municipal financing revenues for the three months ended March 31, 2022 were $27.4 million, compared to $27.1 million in the prior-year period. Our revenues were essentially flat relative to an approximate 12 percent decline in the overall market based on the par value of municipal negotiated issuances. Our results in the first quarter of 2022 reflect solid execution within our specialty sectors, as well as our governmental business.

Institutional brokerage revenues comprise all of the revenues generated through trading activities, which consist of facilitating customer trades and executing competitive municipal underwritings, as well as fees received for our research services. Our results may vary from quarter to quarter as a result of changes in trading margins, trading gains and losses, net interest spreads, trading volumes, the timing of payments for research services and the timing of transactions based on market opportunities.

For the three months ended March 31, 2022, institutional brokerage revenues decreased 4.5 percent to $104.6 million, compared with $109.5 million in the prior-year period. Equity brokerage revenues were $49.8 million in the first quarter of 2022, up 15.2 percent compared with $43.2 million in the corresponding period of 2021, due to the addition of Cornerstone Macro to our platform. For the three months ended March 31, 2022, fixed income services revenues were $54.8 million, down 17.4 percent compared to $66.3 million in the prior-year period due to lower client activity driven by interest rate volatility and expectations for continued tightening of monetary policy.

Interest income represents amounts earned from holding long inventory positions. For the three months ended March 31, 2022, interest income increased to $3.9 million, compared with $2.1 million for the three months ended March 31, 2021.

Investment income/(loss) includes realized and unrealized gains and losses on investments, including amounts attributable to noncontrolling interests, in our merchant banking and healthcare funds, as well as management and performance fees generated from those funds. For the three months ended March 31, 2022, we recorded an investment loss of $13.1 million, compared to investment income of $23.8 million in the corresponding period of 2021. In the first quarter of 2022, we recorded unrealized losses on our investments and the noncontrolling interests in the merchant banking funds that we manage that reflect lower equity market valuations compared with gains in the prior-year period. Excluding the impact of noncontrolling interests, adjusted investment loss was $3.6 million for the three months ended March 31, 2022, compared with adjusted investment income of $6.6 million for the three months ended March 31, 2021.

Interest expense represents amounts associated with financing, economically hedging and holding short inventory positions, including interest paid on our long-term financing arrangements, as well as commitment fees on our line of credit and revolving credit facility. For the three months ended March 31, 2022, interest expense decreased to $2.2 million, compared with $2.8 million in the prior-year period. The decrease was primarily due to lower interest paid on long-term financing as we repaid the $50 million of Class A unsecured senior notes upon maturity on October 15, 2021. Excluding the impact of interest expense on long-term financing, adjusted interest expense increased to $0.6 million for the three months ended March 31, 2022, compared with $0.5 million for the three months ended March 31, 2021.

Pre-tax margin for the three months ended March 31, 2022 was 10.2 percent, compared to 19.3 percent for the corresponding period of 2021. Adjusted pre-tax margin for the three months ended March 31, 2022 decreased to 20.8 percent, compared with 24.8 percent for the corresponding period of 2021. In the current quarter, the decrease in pre-tax margin for both U.S. GAAP and adjusted results was driven by lower net revenues and a higher compensation ratio.

Critical Accounting Policies

Our accounting and reporting policies comply with U.S. GAAP and conform to practices within the securities industry. The preparation of financial statements in compliance with U.S. GAAP and industry practices requires us to make estimates and assumptions that could materially affect amounts reported in our consolidated financial statements. Critical accounting policies are those policies that we believe to be the most important to the portrayal of our financial condition and results of operations and that require us to make estimates that are difficult, subjective or complex. Most accounting policies are not considered by us to be critical accounting policies. Several factors are considered in determining whether or not a policy is critical, including whether the estimates are significant to the consolidated financial statements taken as a whole, the nature of the estimates, the ability to readily validate the estimates with other information (e.g., third party or independent sources), the sensitivity of the estimates to changes in economic conditions and whether alternative accounting methods may be used under U.S. GAAP.

We believe that of our significant accounting policies, the following are our critical accounting policies:

- Valuation of Financial Instruments
- Goodwill and Intangible Assets
- Compensation Plans
- Income Taxes

See the "Critical Accounting Policies" section and Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2021 for further information on our critical accounting policies.

Liquidity, Funding and Capital Resources

We regularly monitor our liquidity position, which is of critical importance to our business. Accordingly, we maintain a liquidity strategy designed to enable our business to continue to operate even under adverse circumstances, although there can be no assurance that our strategy will be successful under all circumstances. Insufficient liquidity resulting from adverse circumstances contributes to, and may be the cause of, financial institution failure.

The majority of our tangible assets consist of assets readily convertible into cash. Financial instruments and other inventory positions owned are stated at fair value and are generally readily marketable in most market conditions. Receivables and payables with brokers, dealers and clearing organizations usually settle within a few days. As part of our liquidity strategy, we emphasize diversification of funding sources to the extent possible while considering tenor and cost. Our assets are financed by our cash flows from operations, equity capital and our funding arrangements. The fluctuations in cash flows from financing activities are directly related to daily operating activities from our various businesses. One of our most important risk management disciplines is our ability to manage the size and composition of our balance sheet. While our asset base changes due to client activity, market fluctuations and business opportunities, the size and composition of our balance sheet reflect our overall risk tolerance, our ability to access stable funding sources and the amount of equity capital we hold.

Certain market conditions can impact the liquidity of our inventory positions, requiring us to hold larger inventory positions for longer than expected or requiring us to take other actions that may adversely impact our results.

A significant component of our employees' compensation is paid in annual discretionary incentive compensation. The timing of these incentive compensation payments, which generally are made in February, has a significant impact on our cash position and liquidity.

Our dividend policy is intended to return between 30 percent and 50 percent of our fiscal year adjusted net income to shareholders. Our board of directors determines the declaration and payment of dividends and is free to change our dividend policy at any time. Our board of directors declared the following dividends on shares of our common stock:

Declaration Date		Dividend Per Share	Record Date	Payment Date
Related to 2020:				
February 4, 2021 (1)	$	1.85	March 3, 2021	March 12, 2021
Related to 2021:				
February 4, 2021	$	0.40	March 3, 2021	March 12, 2021
April 30, 2021	$	0.45	May 28, 2021	June 11, 2021
July 30, 2021	$	0.55	August 27, 2021	September 10, 2021
October 29, 2021 (1)	$	3.00	November 23, 2021	December 10, 2021
October 29, 2021	$	0.55	November 23, 2021	December 10, 2021
February 10, 2022 (1)	$	4.50	March 2, 2022	March 11, 2022
Related to 2022:				
February 10, 2022	$	0.60	March 2, 2022	March 11, 2022
April 29, 2022	$	0.60	May 27, 2022	June 10, 2022

(1) Represents a special cash dividend.

We repurchase our common stock as part of our capital management strategy in order to offset the dilutive effect of our employee stock-based compensation awards over time and return capital to shareholders.

Effective May 6, 2022, our board of directors authorized the repurchase of up to $150.0 million in common shares through December 31, 2024. This repurchase authorization is in addition to the existing authorization which became effective on January 1, 2022.

Our board of directors authorized the repurchase of up to $150.0 million in common shares effective January 1, 2022 through December 31, 2023. During the three months ended March 31, 2022, we repurchased 653,029 shares of our common stock at an average price of $142.33 per share for an aggregate purchase price of $92.9 million related to this authorization. At March 31, 2022, we had $57.1 million remaining under this authorization.

We also purchase shares of common stock from restricted stock award recipients upon the award vesting or as recipients sell shares to meet their employment tax obligations. During the first quarter of 2022, we purchased 136,440 shares or $20.9 million of our common stock for these purposes.

Leverage

The following table presents total assets, adjusted assets, total shareholders' equity and tangible common shareholders' equity with the resulting leverage ratios:

(Dollars in thousands)		**March 31, 2022**		December 31, 2021
Total assets	**$**	**1,882,454**	$	2,565,307
Deduct: Goodwill and intangible assets		**(372,883)**		(347,286)
Deduct: Right-of-use lease asset		**(90,099)**		(71,341)
Deduct: Assets from noncontrolling interests		**(150,759)**		(168,675)
Adjusted assets	**$**	**1,268,713**	$	1,978,005
Total shareholders' equity	**$**	**1,156,363**	$	1,226,855
Deduct: Goodwill and intangible assets		**(372,883)**		(347,286)
Deduct: Noncontrolling interests		**(139,149)**		(164,645)
Tangible common shareholders' equity	**$**	**644,331**	$	714,924
Leverage ratio (1)		**1.6**		2.1
Adjusted leverage ratio (2)		**2.0**		2.8

(1) Leverage ratio equals total assets divided by total shareholders' equity.

(2) Adjusted leverage ratio equals adjusted assets divided by tangible common shareholders' equity.

Adjusted assets and tangible common shareholders' equity are non-GAAP financial measures. Goodwill and intangible assets are subtracted from total assets and total shareholders' equity in determining adjusted assets and tangible common shareholders' equity, respectively, as we believe that goodwill and intangible assets do not constitute operating assets that can be deployed in a liquid manner. The right-of-use lease asset is also subtracted from total assets in determining adjusted assets as it is not an operating asset that can be deployed in a liquid manner. Amounts attributed to noncontrolling interests are subtracted from total assets and total shareholders' equity in determining adjusted assets and tangible common shareholders' equity, respectively, as they represent assets and equity interests in consolidated entities that are not attributable, either directly or indirectly, to Piper Sandler Companies. We view the resulting measure of adjusted leverage, also a non-GAAP financial measure, as a more relevant measure of financial risk when comparing financial services companies. Our adjusted leverage ratio decreased from December 31, 2021, due to a decline in cash and cash equivalents driven by annual incentive compensation payments and repurchases of our common stock in the first quarter of 2022.

Funding and Capital Resources

The primary goal of our funding activities is to ensure adequate funding over a wide range of market conditions. Given the mix of our business activities, funding requirements are fulfilled through a diversified range of short-term and long-term financing. We attempt to ensure that the tenor of our borrowing liabilities equals or exceeds the expected holding period of the assets being financed. Our ability to support increases in total assets is largely a function of our ability to obtain funding from external sources. Access to these external sources, as well as the cost of that financing, is dependent upon various factors, including market conditions, the general availability of credit and credit ratings. We currently do not have a credit rating, which could adversely affect our liquidity and competitive position by increasing our financing costs and limiting access to sources of liquidity that require a credit rating as a condition to providing the funds.

Our day-to-day funding and liquidity is obtained primarily through the use of our clearing arrangement with Pershing LLC ("Pershing"), a clearing arrangement with bank financing, and a bank line of credit, and is typically collateralized by our securities inventory. These funding sources are critical to our ability to finance and hold inventory, which is a necessary part of our institutional brokerage business. The majority of our inventory is liquid and is therefore funded by short-term facilities. Our committed line has been established to mitigate changes in the liquidity of our inventory based on changing market conditions, and is available to us regardless of changes in market liquidity conditions through the end of its term, although there may be limitations on the type of securities available to pledge. Our funding sources are also dependent on the types of inventory that our counterparties are willing to accept as collateral and the number of counterparties available. Funding is generally obtained at rates based upon the federal funds rate or the London Interbank Offered Rate ("LIBOR").

Pershing Clearing Arrangement – We have established an arrangement to obtain financing from Pershing related to the majority of our trading activities. Under our fully disclosed clearing agreement, all of our securities inventories with the exception of convertible securities, and all of our customer activities are held by or cleared through Pershing. Financing under this arrangement is secured primarily by securities, and collateral limitations could reduce the amount of funding available under this arrangement. Our clearing arrangement activities are recorded net from trading activity and reported within receivables from or payables to brokers, dealers and clearing organizations. The funding is at the discretion of Pershing (i.e., uncommitted) and could be denied without a notice period. Our fully disclosed clearing agreement includes a covenant requiring Piper Sandler & Co., our U.S. broker dealer subsidiary, to maintain excess net capital of $120 million. At March 31, 2022, we had less than $0.1 million of financing outstanding under this arrangement.

Clearing Arrangement with Bank Financing – In the second quarter of 2021, we established a financing arrangement with a U.S. branch of Canadian Imperial Bank of Commerce ("CIBC") related to our convertible securities inventories. Under this arrangement, our convertible securities inventories are cleared through a broker dealer affiliate of CIBC, and held and financed by CIBC. Our convertible securities inventories are generally economically hedged by the underlying common stock or the stock options of the underlying common stock. Financing under this arrangement is secured primarily by convertible securities and collateral limitations could reduce the amount of funding available. The funding is at the discretion of CIBC and could be denied subject to a notice period. This arrangement is reported within receivables from or payables to brokers, dealers, and clearing organizations, net of trading activity. At March 31, 2022, we had $143.2 million of financing outstanding under this arrangement.

Prime Broker Arrangement – We previously had an overnight financing arrangement with a broker dealer related to our convertible securities inventories. In the second quarter of 2021, we replaced this arrangement with the clearing arrangement with bank financing.

Committed Line – Our committed line is a one-year $100 million revolving secured credit facility. Advances under this facility are secured by certain marketable securities. The facility includes a covenant that requires Piper Sandler & Co. to maintain a minimum regulatory net capital of $120 million, and the unpaid principal amount of all advances under the facility will be due on December 9, 2022. This credit facility has been in place since 2008 and we renewed the facility for another one-year term in the fourth quarter of 2021. At March 31, 2022, we had no advances against this line of credit.

Revolving Credit Facility – Our parent company, Piper Sandler Companies, has an unsecured $65 million revolving credit facility with U.S. Bank N.A. The credit agreement will terminate on December 20, 2022, unless otherwise terminated, and is subject to a one-year extension exercisable at our option. At March 31, 2022, there were no advances against this credit facility.

This credit facility includes customary events of default and covenants that, among other things, requires Piper Sandler & Co. to maintain a minimum regulatory net capital of $120 million, limits our leverage ratio, requires maintenance of a minimum ratio of operating cash flow to fixed charges, and imposes certain limitations on our ability to make acquisitions and make payments on our capital stock. At March 31, 2022, we were in compliance with all covenants.

The following table presents the average balances outstanding for our various funding sources by quarter for 2022 and 2021:

(Amounts in millions)	Average Balance for the Three Months Ended				
	Mar. 31, 2022	**Dec. 31, 2021**	**Sept. 30, 2021**	**June 30, 2021**	**Mar. 31, 2021**
Funding source:					
Pershing clearing arrangement	**$ 3.8**	$ 4.1	$ 12.1	$ 5.2	$ 6.9
Clearing arrangement with bank financing	**110.3**	92.7	84.2	49.9	—
Prime broker arrangement	**—**	—	—	8.0	57.2
Total	**$ 114.1**	$ 96.8	$ 96.3	$ 63.1	$ 64.1

The average funding in the first quarter of 2022 increased to $114.1 million, compared with $64.1 million during the first quarter of 2021 and $96.8 million during the fourth quarter of 2021, primarily due to higher average balances of convertible securities inventories.

The following table presents the maximum daily funding amount by quarter for 2022 and 2021:

(Amounts in millions)	2022	2021
First Quarter	**$ 366.3**	$ 141.5
Second Quarter		$ 306.2
Third Quarter		$ 228.1
Fourth Quarter		$ 170.3

Long-Term Financing

Our long-term financing consists of $125 million of Class B unsecured fixed rate senior notes ("Class B Notes"). The initial holders of the Class B Notes were certain entities advised by Pacific Investment Management Company ("PIMCO"). The Class B Notes bear interest at an annual fixed rate of 5.20 percent and mature on October 15, 2023. Interest is payable semi-annually. The unpaid principal amount is due in full on the maturity date and may not be prepaid.

The Class B Notes include customary events of default and covenants that, among other things, require Piper Sandler & Co. to maintain a minimum regulatory net capital, limit our leverage ratio and require maintenance of a minimum ratio of operating cash flow to fixed charges. At March 31, 2022, we were in compliance with all covenants.

Capital Requirements

As a registered broker dealer and member firm of the Financial Industry Regulatory Authority, Inc. ("FINRA"), Piper Sandler & Co. is subject to the uniform net capital rule of the SEC and the net capital rule of FINRA. We have elected to use the alternative method permitted by the uniform net capital rule which requires that we maintain minimum net capital of $1.0 million. Advances to affiliates, repayment of subordinated liabilities, dividend payments and other equity withdrawals are subject to certain approvals, notifications and other provisions of the uniform net capital rules. We expect that these provisions will not impact our ability to meet current and future obligations. At March 31, 2022, our net capital under the SEC's uniform net capital rule was $338.2 million, and exceeded the minimum net capital required under the SEC rule by $337.2 million.

Although we operate with a level of net capital substantially greater than the minimum thresholds established by FINRA and the SEC, a substantial reduction of our capital would curtail many of our capital markets revenue producing activities.

Our committed short-term credit facility, revolving credit facility and Class B Notes include covenants requiring Piper Sandler & Co. to maintain a minimum regulatory net capital of $120 million. Our fully disclosed clearing agreement with Pershing includes a covenant requiring Piper Sandler & Co. to maintain excess net capital of $120 million.

At March 31, 2022, Piper Sandler Ltd., our broker dealer subsidiary registered in the U.K., was subject to, and was in compliance with, the capital requirements of the Prudential Regulation Authority and the Financial Conduct Authority pursuant to the Financial Services Act of 2012.

Piper Sandler Hong Kong Limited is licensed by the Hong Kong Securities and Futures Commission, which is subject to the liquid capital requirements of the Securities and Futures (Financial Resources) Rule promulgated under the Securities and Futures Ordinance. At March 31, 2022, Piper Sandler Hong Kong Limited was in compliance with the liquid capital requirements of the Hong Kong Securities and Futures Commission.

Off-Balance Sheet Arrangements

In the ordinary course of business we enter into various types of off-balance sheet arrangements. The following table summarizes the notional contract value of our off-balance sheet arrangements for the periods presented:

	Expiration Per Period at December 31,						Total Contractual Amount	
(Amounts in thousands)	2022	2023	2024	2025 - 2026	2027 - 2028	Later	March 31, 2022	December 31, 2021
Customer matched-book derivative contracts (1) (2)	$ 8,430	$ 1,080	$ 17,930	$ 11,210	$ 56,521	$ 1,501,830	**$ 1,597,001**	$ 1,630,056
Trading securities derivative contracts (2)	106,700	24,750	—	—	—	9,375	**140,825**	65,925
Investment commitments (3)	—	—	—	—	—	—	**78,682**	80,562

(1) *Consists of interest rate swaps. We have minimal market risk related to these matched-book derivative contracts; however, we do have counterparty risk with one major financial institution, which is mitigated by collateral deposits. In addition, we have a limited number of counterparties (contractual amount of $157.5 million at March 31, 2022) who are not required to post collateral. The uncollateralized amounts, representing the fair value of the derivative contracts, expose us to the credit risk of these counterparties. At March 31, 2022, we had $18.8 million of credit exposure with these counterparties, including $12.5 million of credit exposure with one counterparty.*

(2) *We believe the fair value of these derivative contracts is a more relevant measure of the obligations because we believe the notional or contract amount overstates the expected payout. At March 31, 2022 and December 31, 2021, the net fair value of these derivative contracts approximated $19.2 million and $19.8 million, respectively.*

(3) *The investment commitments have no specified call dates. The timing of capital calls is based on market conditions and investment opportunities.*

Derivatives

Derivatives' notional or contract amounts are not reflected as assets or liabilities on our consolidated statements of financial condition. Rather, the fair value of the derivative transactions are reported on the consolidated statements of financial condition as assets or liabilities in financial instruments and other inventory positions owned and financial instruments and other inventory positions sold, but not yet purchased, as applicable. For a discussion of our activities related to derivative products, see Note 4 to our unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Investment Commitments

We have investments, including those made as part of our alternative asset management activities, in various limited partnerships or limited liability companies that make direct or indirect equity or debt investments in companies. We commit capital and/or act as the managing partner of these entities. We have committed capital of $78.7 million to certain entities and these commitments generally have no specified call dates.

Replacement of Interbank Offered Rates ("IBORs"), including LIBOR

Central banks and regulators in a number of major jurisdictions (e.g., U.S., U.K., European Union, Switzerland and Japan) have convened working groups to find, and implement the transition to, suitable replacements for IBORs. On March 5, 2021, the U.K. Financial Conduct Authority, which regulates LIBOR, formally announced the dates after which LIBOR will cease publication. The publication of certain USD LIBOR tenors and all non-USD LIBOR tenors ceased after December 31, 2021, which did not impact our operations. The remaining USD LIBOR tenors will continue publication until June 30, 2023.

Our limited number of contractual agreements, which use the remaining USD LIBOR tenors, are primarily within our customer matched-book derivatives portfolio. Substantially all of these instruments mature after June 30, 2023 and use interest rates based on LIBOR. The International Swaps and Derivatives Association ("ISDA") created the IBOR Fallback Protocol to facilitate amending references to benchmark interest rates in derivative contracts governed by Master ISDA Agreements. If a benchmark interest rate is no longer published, it will "fall back" to a new benchmark interest rate in those contracts where both counterparties have agreed to adhere to the protocol. We are working with our clients to ensure adherence to the protocol. As a result, we do not expect the transition from the remaining USD LIBOR tenors to a replacement rate to have a significant impact on our operations.

Risk Management

Risk is an inherent part of our business. The principal risks we face in operating our business include: strategic risk, market risk, liquidity risk, credit risk, operational risk, human capital risk, and legal and regulatory risks. The extent to which we properly identify and effectively manage each of these risks is critical to our financial condition and profitability. We have a formal risk management process to identify, assess and monitor each risk and mitigating controls in accordance with defined policies and procedures. The risk management functions are independent of our business lines. Our management takes an active role in the risk management process, and the results are reported to senior management and the board of directors.

The audit committee of the board of directors oversees management's processes for identifying and evaluating our major risks, and the policies, procedures and practices employed by management to govern its risk assessment and risk management processes. The nominating and governance committee of the board of directors oversees the board of directors' committee structures and functions as they relate to the various committees' responsibilities with respect to oversight of our major risk exposures. With respect to these major risk exposures, the audit committee is responsible for overseeing management's monitoring and control of our major risk exposures relating to market risk, credit risk, liquidity risk, legal and regulatory risks, operational risk (including cybersecurity), and human capital risk relating to misconduct, fraud, and legal and compliance matters. Our compensation committee is responsible for overseeing management's monitoring and control of our major risk exposures relating to compensation, organizational structure, and succession. Our board of directors is responsible for overseeing management's monitoring and control of our major risk exposures related to our corporate strategy. Our Chief Executive Officer and Chief Financial Officer meet with the audit committee on a quarterly basis to discuss our market, liquidity, and legal and regulatory risks, and provide updates to the board of directors, audit committee, and compensation committee concerning the other major risk exposures on a regular basis.

We use internal committees to assist in governing risk and ensure that our business activities are properly assessed, monitored and managed. Our executive financial risk committee manages our market, liquidity and credit risks; oversees risk management practices related to these risks, including defining acceptable risk tolerances and approving risk management policies; and responds to market changes in a dynamic manner. Membership is comprised of senior leadership, including but not limited to, our Chief Executive Officer, President, Chief Financial Officer, Treasurer, Head of Market and Credit Risk, and Head of Fixed Income Trading and Risk. Other committees that help evaluate and monitor risk include underwriting, leadership team and operating committees. These committees help manage risk by ensuring that business activities are properly managed and within a defined scope of activity. Our valuation committees, comprised of members of senior management and risk management, provide oversight and overall responsibility for the internal control processes and procedures related to fair value measurements. Additionally, our operational risk committees address and monitor risk related to information systems and security, legal, regulatory and compliance matters, and third parties such as vendors and service providers.

With respect to market risk and credit risk, the cornerstone of our risk management process is daily communication among traders, trading department management and senior management concerning our inventory positions and overall risk profile. Our risk management functions supplement this communication process by providing their independent perspectives on our market and credit risk profile on a daily basis. The broader objectives of our risk management functions are to understand the risk profile of each trading area, to consolidate risk monitoring company-wide, to assist in implementing effective hedging strategies, to articulate large trading or position risks to senior management, and to ensure accurate fair values of our financial instruments.

Risk management techniques, processes and strategies may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk, and any risk management failures could expose us to material unanticipated losses.

Strategic Risk

Strategic risk represents the risk associated with executive management failing to develop and execute on the appropriate strategic vision which demonstrates a commitment to our culture, leverages our core competencies, appropriately responds to external factors in the marketplace, and is in the best interests of our clients, employees and shareholders.

Our leadership team is responsible for managing our strategic risks. The board of directors oversees the leadership team in setting and executing our strategic plan.

Market Risk

Market risk represents the risk of losses, or financial volatility, that may result from the change in value of a financial instrument due to fluctuations in its market price. Our exposure to market risk is directly related to our role as a financial intermediary for our clients and to our market-making activities. The scope of our market risk management policies and procedures includes all market-sensitive cash and derivative financial instruments.

Our different types of market risk include:

Interest Rate Risk — Interest rate risk represents the potential volatility from changes in market interest rates. We are exposed to interest rate risk arising from changes in the level and volatility of interest rates, changes in the slope of the yield curve, changes in credit spreads, and the rate of prepayments on our interest-earning assets (e.g., inventories) and our funding sources (e.g., short-term financing) which finance these assets. Interest rate risk is managed by selling short U.S. government securities, agency securities, corporate debt securities and derivative contracts. See Note 4 to our unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information on our derivative contracts. Our interest rate hedging strategies may not work in all market environments and as a result may not be effective in mitigating interest rate risk. Also, we establish limits on our long fixed income securities inventory, monitor these limits on a daily basis and manage within those limits. Our limits include but are not limited to the following: position and concentration size, dollar duration (i.e., DV01), credit quality and aging.

We estimate that a parallel 50 basis point adverse change in the market would result in a decrease of approximately $0.6 million in the carrying value of our fixed income securities inventory as of March 31, 2022, including the effect of the hedging transactions.

We also measure and monitor the aging and turnover of our long fixed income securities inventory. Turnover is evaluated based on a five-day average by category of security. The vast majority of our fixed income securities inventory generally turns over within three weeks.

In addition to the measures discussed above, we monitor and manage market risk exposure through evaluation of spread DV01 and the MMD basis risk for municipal securities to movements in U.S. treasury securities. All metrics are aggregated by asset concentration and are used for monitoring limits and exception approvals. In times of market volatility, we may also perform ad hoc stress tests and scenario analysis as market conditions dictate.

Equity Price Risk — Equity price risk represents the potential loss in value due to adverse changes in the level or volatility of equity prices. We are exposed to equity price risk through our trading activities primarily in the U.S. market. We attempt to reduce the risk of loss inherent in our market-making and in our inventory of equity securities by establishing limits on our long inventory, monitoring these limits on a daily basis, and by managing net position levels within those limits.

Foreign Exchange Risk — Foreign exchange risk represents the potential volatility to earnings or capital arising from movement in foreign exchange rates. A modest portion of our business is conducted in currencies other than the U.S. dollar, and changes in foreign exchange rates relative to the U.S. dollar can therefore affect the value of non-U.S. dollar net assets, revenues and expenses.

Liquidity Risk

Liquidity risk is the risk that we are unable to timely access necessary funding sources in order to operate our business, as well as the risk that we are unable to timely divest securities that we hold in connection with our market-making and sales and trading activities. We are exposed to liquidity risk in our day-to-day funding activities, by holding potentially illiquid inventory positions and in our role as a remarketing agent for variable rate demand notes.

Our inventory positions subject us to potential financial losses from the reduction in value of illiquid positions. Market risk can be exacerbated in times of trading illiquidity when market participants refrain from transacting in normal quantities and/or at normal bid-offer spreads. Depending on the specific security, the structure of the financial product, and/or overall market conditions, we may be forced to hold a security for substantially longer than we had planned or forced to liquidate into a challenging market if funding becomes unavailable.

See the section entitled "Liquidity, Funding and Capital Resources" for information regarding our liquidity and how we manage liquidity risk.

Credit Risk

Credit risk refers to the potential for loss due to the default or deterioration in credit quality of a counterparty, customer, borrower or issuer of securities we hold in our trading inventory. The nature and amount of credit risk depends on the type of transaction, the structure and duration of that transaction and the parties involved. Credit risk also results from an obligor's failure to meet the terms of any contract with us or otherwise fail to perform as agreed. This may be reflected through issues such as settlement obligations or payment collections.

A key tenet of our risk management procedures related to credit risk is the daily monitoring of the credit quality of our long fixed income securities inventory. These rating trends and the credit quality mix are regularly reviewed with the executive financial risk committee. The following table summarizes the credit rating for our long corporate fixed income, municipal (taxable and tax-exempt), and U.S. government and agency securities as a percentage of the total of these asset classes as of March 31, 2022:

	AAA	AA	A	BBB	BB	Not Rated
Corporate fixed income securities	— %	0.6 %	0.5 %	0.3 %	— %	— %
Municipal securities - taxable and tax-exempt	10.1 %	50.0 %	16.5 %	— %	0.6 %	4.0 %
U.S. government and agency securities	— %	17.0 %	— %	0.1 %	— %	0.3 %
	10.1 %	67.6 %	17.0 %	0.4 %	0.6 %	4.3 %

Convertible and preferred securities are excluded from the table above as they are typically unrated.

Our different types of credit risk include:

Credit Spread Risk — Credit spread risk arises from the possibility that changes in credit spreads will affect the value of financial instruments. Credit spreads represent the credit risk premiums required by market participants for a given credit quality (e.g., the additional yield that a debt instrument issued by a AA-rated entity must produce over a risk-free alternative). Changes in credit spreads result from potential changes in an issuer's credit rating or the market's perception of the issuer's creditworthiness. We are exposed to credit spread risk with the debt instruments held in our trading inventory. We enter into transactions to hedge our exposure to credit spread risk with derivatives and certain other financial instruments. These hedging strategies may not work in all market environments and as a result may not be effective in mitigating credit spread risk.

Deterioration/Default Risk — Deterioration/default risk represents the risk due to an issuer, counterparty or borrower failing to fulfill its obligations. We are exposed to deterioration/default risk in our role as a trading counterparty to dealers and customers, as a holder of securities, and as a member of exchanges. The risk of default depends on the creditworthiness of the counterparty and/or issuer of the security. We mitigate this risk by establishing and monitoring individual and aggregate position limits for each counterparty relative to potential levels of activity, holding and marking to market collateral on certain transactions. Our risk management functions also evaluate the potential risk associated with institutional counterparties with whom we hold derivatives, TBAs and other documented institutional counterparty agreements that may give rise to credit exposure.

Collections Risk — Collections risk arises from ineffective management and monitoring of collecting outstanding debts and obligations, including those related to our customer trading activities. Our client activities involve the execution, settlement and financing of various transactions. Client activities are transacted on a delivery versus payment, cash or margin basis. Our credit exposure to institutional client business is mitigated by the use of industry-standard delivery versus payment through depositories and clearing banks. Our risk management functions have credit risk policies establishing appropriate credit limits and collateralization thresholds for our customers and counterparties.

Concentration Risk — Concentration risk is the risk due to concentrated exposure to a particular product; individual issuer, borrower or counterparty; financial instrument; or geographic area. We are subject to concentration risk if we hold large individual securities positions, execute large transactions with individual counterparties or groups of related counterparties, or make substantial underwriting commitments. Potential concentration risk is monitored through review of counterparties and borrowers and is managed using policies and limits established by senior management.

We have concentrated counterparty credit exposure with four non-publicly rated entities totaling $18.8 million at March 31, 2022. This counterparty credit exposure is part of our matched-book derivative program related to our public finance business, consisting primarily of interest rate swaps. One derivative counterparty represented 66.4 percent, or $12.5 million, of this exposure. Credit exposure associated with our derivative counterparties is driven by uncollateralized market movements in the fair value of the interest rate swap contracts and is monitored regularly by our financial risk committee. We attempt to minimize the credit (or repayment) risk in derivative instruments by entering into transactions with high-quality counterparties that are reviewed periodically by senior management.

Operational Risk

Operational risk is the risk of loss, or damage to our reputation, resulting from inadequate or failed processes, people and systems or from external events. We rely on the ability of our employees and our systems, both internal and at computer centers operated by third parties, to process a large number of transactions. Our systems may fail to operate properly or become disabled as a result of events that are wholly or partially beyond our control. In the event of a breakdown or improper operation of our systems or improper action by our employees or third party vendors, we could suffer financial loss, a disruption of our businesses, regulatory sanctions and damage to our reputation. We also face the risk of operational failure or termination of our relationship with any of the exchanges, fully disclosed clearing firms, or other financial intermediaries we use to facilitate our securities transactions. Any such failure or termination could adversely affect our ability to effect transactions and manage our exposure to risk.

Our operations rely on secure processing, storage and transmission of confidential and other information in our internal and outsourced computer systems and networks. Our computer systems, software and networks may be vulnerable to unauthorized access, computer viruses or other malicious code, internal misconduct or inadvertent errors and other events that could have an information security impact. The occurrence of one or more of these events, which we have experienced, could jeopardize our or our clients' or counterparties' confidential and other information processed and stored in, and transmitted through, our computer systems and networks, or otherwise cause interruptions or malfunctions in our, our clients', our counterparties' or third parties' operations. We take protective measures and endeavor to modify them as circumstances warrant.

In order to mitigate and control operational risk, we have developed and continue to enhance policies and procedures that are designed to identify and manage operational risk at appropriate levels throughout the organization. Important aspects of these policies and procedures include segregation of duties, management oversight, internal control over financial reporting and independent risk management activities within such functions as Risk Management, Compliance, Operations, Internal Audit, Treasury, Finance, Information Technology and Legal. Internal Audit oversees, monitors, evaluates, analyzes and reports on operational risk across the firm. We also have business continuity plans in place that we believe will cover critical processes on a company-wide basis, and redundancies are built into our systems as we have deemed appropriate. These control mechanisms attempt to ensure that operational policies and procedures are being followed and that our various businesses are operating within established corporate policies and limits.

We operate under a fully disclosed clearing model for all of our securities inventories with the exception of convertible securities, and for all of our client clearing activities. In a fully disclosed clearing model, we act as an introducing broker for client transactions and rely on Pershing, our clearing broker dealer, to facilitate clearance and settlement of our clients' securities transactions. The clearing services provided by Pershing are critical to our business operations, and similar to other services performed by third party vendors, any failure by Pershing with respect to the services we rely upon Pershing to provide could cause financial loss, significantly disrupt our business, damage our reputation, and adversely affect our ability to serve our clients and manage our exposure to risk.

Human Capital Risk

Our business is a human capital business and our success is dependent upon the skills, expertise and performance of our employees. Human capital risks represent the risks posed if we fail to attract and retain qualified individuals who are motivated to serve the best interests of our clients, thereby serving the best interests of our company. Attracting and retaining employees depends, among other things, on our company's culture, management, work environment, geographic locations and compensation. There are risks associated with the proper recruitment, development and rewards of our employees to ensure quality performance and retention.

Legal and Regulatory Risk

Legal and regulatory risk includes the risk of non-compliance with applicable legal and regulatory requirements and loss to our reputation we may suffer as a result of failure to comply with laws, regulations, rules, related self-regulatory organization standards and codes of conduct applicable to our business activities. We are generally subject to extensive regulation in the various jurisdictions in which we conduct our business. We have established procedures that are designed to ensure compliance with applicable statutory and regulatory requirements, such as public company reporting obligations, regulatory net capital requirements, sales and trading practices, potential conflicts of interest, anti-money laundering, privacy and recordkeeping. We have also established procedures that are designed to require that our policies relating to ethics and business conduct are followed. The legal and regulatory focus on the financial services industry presents a continuing business challenge for us.

Our business also subjects us to the complex income tax laws of the jurisdictions in which we have business operations, and these tax laws may be subject to different interpretations by the taxpayer and the relevant governmental taxing authorities. We must make judgments and interpretations about the application of these inherently complex tax laws when determining the provision for income taxes.

Effects of Inflation

Because our assets are liquid and generally short-term in nature, they are not significantly affected by inflation. However, the rate of inflation affects our expenses, such as employee compensation, office space leasing costs and communications charges, which may not be readily recoverable in the price of services we offer to our clients. To the extent inflation results in rising interest rates and has adverse effects upon the securities markets, it may adversely affect our financial position and results of operations.

ITEM 3. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.*

The information under the caption "Risk Management" in Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in this Quarterly Report on Form 10-Q is incorporated herein by reference.

ITEM 4. *CONTROLS AND PROCEDURES.*

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (a) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (b) accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding disclosure.

During the first quarter of our fiscal year ending December 31, 2022, there was no change in our system of internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. *LEGAL PROCEEDINGS.*

The discussion of our legal proceedings contained in Part I, Item 3 "Legal Proceedings" in our Annual Report on Form 10-K for the year ended December 31, 2021 is incorporated herein by reference.

ITEM 1A. ***RISK FACTORS.***

The discussion of our business and operations should be read together with the risk factors contained in Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2021. These risk factors describe various risks and uncertainties to which we are or may become subject. These risks and uncertainties have the potential to affect our business, financial condition, results of operations, cash flows, strategies or prospects in a material and adverse manner.

There have been no material changes to the risk factors disclosed under Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2021.

ITEM 2. ***UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.***

The table below sets forth the information with respect to purchases made by or on behalf of Piper Sandler Companies or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Exchange Act), of our common stock during the quarter ended March 31, 2022.

Period	Total Number of Shares Purchased		Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares Yet to be Purchased Under the Plans or Programs (1)
Month #1 (January 1, 2022 to January 31, 2022)	82,639	(2)	$ 149.92	71,396	$ 139 million
Month #2 (February 1, 2022 to February 28, 2022)	436,814	(3)	$ 150.44	311,666	$ 93 million
Month #3 (March 1, 2022 to March 31, 2022)	270,016	(4)	$ 132.47	269,967	$ 57 million
Total	789,469		$ 144.24	653,029	$ 57 million

(1) *Effective January 1, 2022, our board of directors authorized the repurchase of up to $150.0 million of common stock through December 31, 2023. Effective May 6, 2022, our board of directors authorized the repurchase of up to $150.0 million of common stock through December 31, 2024. This repurchase authorization is in addition to the existing authorization.*

(2) *Consists of 71,396 shares of common stock repurchased on the open market pursuant to a 10b5-1 plan established with an independent agent at an average price of $147.56 per share, and 11,243 shares of common stock withheld from recipients of restricted stock to pay taxes upon the vesting of the restricted stock at an average price of $164.89 per share.*

(3) *Consists of 311,666 shares of common stock repurchased on the open market pursuant to a 10b5-1 plan established with an independent agent at an average price of $149.67 per share, and 125,148 shares of common stock withheld from recipients of restricted stock to pay taxes upon the vesting of the restricted stock at an average price of $152.36 per share.*

(4) *Consists of 269,967 shares of common stock repurchased on the open market pursuant to a 10b5-1 plan established with an independent agent at an average price of $132.47 per share, and 49 shares of common stock withheld from recipients of restricted stock to pay taxes upon the vesting of the restricted stock at an average price of $132.07 per share.*

ITEM 6. *EXHIBITS.*

Exhibit Index

Exhibit Number	Description	Method of Filing
3.1	Amended and Restated Certificate of Incorporation.	(1)
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation.	(2)
3.3	Amended and Restated Bylaws (as of January 3, 2020).	(3)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chairman and Chief Executive Officer.	Filed herewith
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.	Filed herewith
32.1	Section 1350 Certifications.	Furnished herewith
101	The following financial information from our Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, formatted in iXBRL (inline eXtensible Business Reporting Language): (i) the Consolidated Statements of Financial Condition, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Shareholders' Equity, (v) the Consolidated Statements of Cash Flows and (vi) the Notes to the Consolidated Financial Statements.	Filed herewith
104	The cover page from our Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, formatted in iXBRL.	Filed herewith

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(1) Filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2007, filed with the SEC on August 3, 2007, and incorporated herein by reference.

(2) Filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 6, 2020, and incorporated herein by reference.

(3) Filed as Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the SEC on January 6, 2020, and incorporated herein by reference.

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 thereunto duly authorized.

PIPER SANDLER COMPANIES

Date:	May 6, 2022	By	/s/ Chad R. Abraham
		Name	Chad R. Abraham
		Its	Chairman and Chief Executive Officer
Date:	May 6, 2022	By	/s/ Timothy L. Carter
		Name	Timothy L. Carter
		Its	Chief Financial Officer

Exhibit 31.1

CERTIFICATIONS

I, Chad R. Abraham, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Piper Sandler Companies;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2022

/s/ Chad R. Abraham
Chad R. Abraham
Chairman and Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Timothy L. Carter, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Piper Sandler Companies;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2022

/s/ Timothy L. Carter

Timothy L. Carter
Chief Financial Officer

Exhibit 32.1

Certification Under Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of Piper Sandler Companies.

Dated: May 6, 2022

/s/ Chad R. Abraham
Chad R. Abraham
Chairman and Chief Executive Officer

/s/ Timothy L. Carter
Timothy L. Carter
Chief Financial Officer