

Bank of New York Mellon CORP  
Form 8-K  
May 16, 2013

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

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 10, 2013

**THE BANK OF NEW YORK MELLON CORPORATION**

(Exact Name of Registrant as Specified In Its Charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-35651  
(Commission  
File Number)

13-2614959  
(I.R.S. Employer  
Identification No.)

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**One Wall Street, New York, New York**  
(Address of principal executive offices)

**(212) 495-1784**

**10286**  
(Zip Code)

(Registrant's telephone number, including area code)

N/A

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.03. Material Modification to Rights of Security Holders.**

Upon issuance of the Series D Noncumulative Perpetual Preferred Stock, liquidation preference \$100,000 per share, par value \$0.01 per share (the Series D Preferred Stock ) by The Bank of New York Mellon Corporation (the Registrant ) on May 17, 2013, the ability of the Registrant to declare or pay dividends on, or purchase, redeem or otherwise acquire, shares of its common stock or any shares of the Registrant that rank junior to the Series D Preferred Stock will be subject to certain restrictions in the event that the Registrant does not declare and pay (or set aside) dividends on the Series D Preferred Stock for the last preceding dividend period. The terms of the Series D Preferred Stock, including such restrictions, are more fully described in the Certificate of Designations (as defined in Item 5.03 below), a copy of which is filed as Exhibit 3.1 to this current report on Form 8-K and is incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 16, 2013, the Registrant filed a Certificate of Designations (the Certificate of Designations ) with the Secretary of State of the State of Delaware to establish the preferences, limitations and relative rights of the Series D Preferred Stock. The Certificate of Designations became effective upon filing, and a copy is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01. Other Events.**

On May 10, 2013, the Registrant entered into an underwriting agreement (the Underwriting Agreement ) with Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., UBS Securities LLC and BNY Mellon Capital Markets, LLC, as representatives of the several underwriters listed therein (the Underwriters ), relating to the public offering (the Offering ) of 500,000 depositary shares (the Depositary Shares ), each representing a 1/100th interest in a share of the Series D Preferred Stock. The Underwriting Agreement contains various representations, warranties and agreements by the Registrant, conditions to closing, indemnification rights and obligations of the parties and termination provisions. The description of the Underwriting Agreement set forth above is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference. This Current Report on Form 8-K is being filed for the purpose of filing Exhibit 1.1 as an exhibit to the Registrant's registration statement on Form S-3 (File No. 333-167832) (the Registration Statement ) and such exhibit is hereby incorporated by reference into the Registration Statement.

A copy of the opinion of Craig T. Beazer, Chief Securities Counsel of the Registrant, relating to the legality of the issuance and sale of Series D Preferred Stock is attached as Exhibit 5.1 to this Current Report on Form 8-K. Exhibits 5.1 and 23.1 of this Current Report on Form 8-K are hereby incorporated by reference into the Registration Statement.

The Deposit Agreement, dated as of May 16, 2013 (the Deposit Agreement ), by and among the Registrant, Computershare Shareowner Services LLC, as depositary, and the holders from time to time of the depositary receipts described therein, relating to the Depositary Shares is filed as Exhibit 4.1 to this Current Report on Form 8-K and incorporated herein by reference. The form of certificate representing the Series D Preferred Stock and the form of depositary receipt representing the Depositary Shares are filed and included as Exhibit A and Exhibit B, respectively, to the Deposit Agreement and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

| Number | Description                                                                                                                                                                                                                                                                                 |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1    | Underwriting Agreement, dated May 10, 2013, by and among the Registrant and Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., UBS Securities LLC and BNY Mellon Capital Markets, LLC, as representatives of the several underwriters listed therein. |
| 3.1    | Certificate of Designations of the Registrant with respect to the Series D Preferred Stock, dated May 16, 2013, filed with the Secretary of State of the State of Delaware and effective May 16, 2013.                                                                                      |
| 4.1    | Deposit Agreement, dated as of May 16, 2013, by and among the Registrant, Computershare Shareowner Services LLC, as depositary, and the holders from time to time of the depositary receipts described therein.                                                                             |
| 4.2    | Form of certificate representing the Series D Preferred Stock (included as Exhibit A to Exhibit 4.1).                                                                                                                                                                                       |

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- 4.3 Form of depositary receipt representing the Depositary Shares (included as Exhibit B to Exhibit 4.1).
- 5.1 Opinion of Craig T. Beazer, Chief Securities Counsel of the Registrant.
- 23.1 Consent of Craig T. Beazer, Chief Securities Counsel of the Registrant (included in Exhibit 5.1).

**SIGNATURES**

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

The Bank of New York Mellon Corporation

(Registrant)

Date: May 16, 2013

By: /s/ CRAIG T. BEAZER

Name: Craig T. Beazer

Title: Assistant Secretary

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**EXHIBIT INDEX**

| <b>Number</b> | <b>Description</b>                                                                                                                                                                                                                                                                          | <b>Method of Filing</b>               |
|---------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 1.1           | Underwriting Agreement, dated May 10, 2013, by and among the Registrant and Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., UBS Securities LLC and BNY Mellon Capital Markets, LLC, as representatives of the several underwriters listed therein. | Filed herewith.                       |
| 3.1           | Certificate of Designations of the Registrant with respect to the Series D Preferred Stock, dated May 16, 2013, filed with the Secretary of State of the State of Delaware and effective May 16, 2013.                                                                                      | Filed herewith.                       |
| 4.1           | Deposit Agreement, dated as of May 16, 2013, by and among the Registrant, Computershare Shareowner Services LLC, as depositary, and the holders from time to time of the depositary receipts described therein.                                                                             | Filed herewith.                       |
| 4.2           | Form of certificate representing the Series D Preferred Stock.                                                                                                                                                                                                                              | Included as Exhibit A in Exhibit 4.1. |
| 4.3           | Form of depositary receipt representing the Depositary Shares.                                                                                                                                                                                                                              | Included as Exhibit B in Exhibit 4.1. |
| 5.1           | Opinion of Craig T. Beazer, Chief Securities Counsel of the Registrant.                                                                                                                                                                                                                     | Filed herewith.                       |
| 23.1          | Consent of Craig T. Beazer, Chief Securities Counsel of the Registrant.                                                                                                                                                                                                                     | Included in Exhibit 5.1.              |