

Bank of New York Mellon Corp
Form 8-K
January 29, 2018

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): January 29, 2018

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
(IRS Employer

Identification No.)

225 Liberty Street

New York, New York
(Address of Principal Executive Offices)

10286
(Zip Code)

Registrant's telephone number, including area code: (212) 495-1784

Not Applicable

(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:

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

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.

ITEM 8.01. OTHER EVENTS.

On January 29, 2018, The Bank of New York Mellon Corporation (the Company) issued \$1,000,000,000 aggregate principal amount of its 2.950% Senior Medium-Term Notes Series J due 2023 (the 5-year Senior Notes) and \$750,000,000 aggregate principal amount of its 3.400% Senior Medium-Term Notes Series J due 2028 (the 10-year Senior Notes and, together with the 5-year Senior Notes, the Notes). The Notes were registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-3 (File No. 333-209450). In connection with this issuance, the form of Fixed Rate Senior Medium-Term Notes Series J and the legal opinion as to the legality of the Notes are being filed as Exhibit 4.1 and Exhibit 5.1, respectively, to this report.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS

| Exhibit Number | Description |
|-----------------------|---|
| 4.1 | <u>Form of Fixed Rate Senior Medium-Term Notes Series J.</u> |
| 5.1 | <u>Opinion of Kathleen B. McCabe.</u> |
| 23.1 | <u>Consent of Kathleen B. McCabe (included in Exhibit 5.1).</u> |

SIGNATURES

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

The Bank of New York Mellon Corporation

(Registrant)

Date: January 29, 2018

By: /s/ Craig T. Beazer
Name: Craig T. Beazer
Title: Secretary