

Bank of New York Mellon CORP  
Form 8-K  
June 07, 2010

# 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) June 3, 2010

## THE BANK OF NEW YORK MELLON CORPORATION

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-52710**  
(Commission  
File Number)

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

One Wall Street

10286

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**New York, New York**  
(Address of principal executive offices) (Zip code)  
**Registrant's telephone number, including area code (212) 495-1784**

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:

- .. 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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On June 3, 2010, The Bank of New York Mellon Corporation (the Company ) entered into (i) a forward sale agreement dated June 3, 2010 (the Forward Agreement ) with Goldman, Sachs & Co. (the Forward Purchaser ) and (ii) an underwriting agreement dated June 3, 2010 (the Underwriting Agreement ) by and among the Company, Goldman, Sachs & Co., as forward purchaser, and Goldman, Sachs & Co. and Citigroup Global Markets Inc., as representatives of the several underwriters listed therein (the Underwriters ), relating to the public offering of 25,925,925 shares of its common stock (par value \$0.01 per share).

Pursuant to the Underwriting Agreement, the Forward Purchaser will borrow and sell to the public through the underwriters shares of the Company s common stock. The Company will not receive any proceeds from the sale of its common stock until settlement of the Forward Agreement, which is expected to occur not later than five months from the date of this offering. The Company intends to use any proceeds that it receives upon settlement of the Forward Agreement to consummate its acquisition of PNC s Global Investment Servicing Inc. business or for general corporate purposes. Subject to certain exceptions, the Company has the right to elect physical, cash or net share settlement of the Forward Agreement.

The Underwriting Agreement and the Forward Agreement contain various representations, warranties and agreements by the Company, conditions to closing, indemnification rights and obligations of the parties and termination provisions. The description of the Underwriting Agreement and the Forward Agreement set forth above is qualified in its entirety by reference to the Underwriting Agreement and the Forward Agreement, which are filed as Exhibits 1.1 and 10.1 respectively, to this Current Report on Form 8-K and incorporated by reference herein.

**ITEM 8.01. OTHER EVENTS.**

On June 3, 2010, the Company issued a press release announcing the public offering described in Item 1.01 of this Current Report on Form 8-K. On June 4, 2010, the Company issued a press release announcing it had priced the public offering. The Company s press releases are filed as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) EXHIBITS.

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 1.1                   | Underwriting Agreement dated June 3, 2010 among The Bank of New York Mellon Corporation, Goldman, Sachs & Co., as forward purchaser, and Goldman, Sachs & Co. and Citigroup Global Markets Inc., as representatives of the underwriters listed therein. |
| 10.1                  | Confirmation of Forward Sale Transaction dated as of June 3, 2010 between The Bank of New York Mellon Corporation and Goldman, Sachs & Co.  |
| 99.1                  | The Bank of New York Mellon Corporation Press Release dated June 3, 2010  |
| 99.2                  | The Bank of New York Mellon Corporation Press Release dated June 4, 2010  |

**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.

**The Bank of New York Mellon Corporation**

(Registrant)

Date: June 7, 2010

By: /s/ ARLIE R. NOGAY  
Name: **Arlie R. Nogay**  
Title: **Corporate Secretary**

**EXHIBIT INDEX**

| <b>Number</b> | <b>Description</b>  | <b>Method of Filing</b> |
|---------------|---|-------------------------|
| 1.1           | Underwriting Agreement dated June 3, 2010                         | Filed herewith          |
| 10.1          | Confirmation of Forward Sale Transaction dated as of June 3, 2010 | Filed herewith          |
| 99.1          | Press Release dated June 3, 2010                                  | Filed herewith          |
| 99.2          | Press Release dated June 4, 2010                                  | Filed herewith          |