

Exchange Act. "

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On January 22, 2019, the Board of Directors of Northern Trust Corporation (the “Corporation”) elected Marcy S. Klevorn and Siddharth N. (Bobby) Mehta as directors of the Corporation. Ms. Klevorn and Mr. Mehta also were elected as directors of The Northern Trust Company, the Corporation’s principal subsidiary, on such date. The Corporation’s Board of Directors has not yet determined to which committees of the Board Ms. Klevorn and Mr. Mehta will be named.

As members of the Corporation’s Board of Directors, Ms. Klevorn and Mr. Mehta will participate in the Corporation’s Non-Employee Director Compensation Plan and be eligible to participate in the Corporation’s 2018 Deferred Compensation Plan for Non-Employee Directors, each of which is described in the Corporation’s most recent proxy statement. Ms. Klevorn and Mr. Mehta each will be granted equity awards as a portion of their compensation for service through the Corporation’s 2019 Annual Meeting of Stockholders in an amount consistent with the awards granted annually to non-employee directors, prorated to account for the effective date of their appointment, pursuant to the Corporation’s Non-Employee Director Compensation Plan.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press Release of Northern Trust Corporation, dated January 22, 2019.

SIGNATURE

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.

NORTHERN TRUST CORPORATION
(Registrant)

Date: January 22, 2019 By: /s/ Susan C. Levy
Susan C. Levy
Executive Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

NumberDescription

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