

Bank of New York Mellon Corp  
Form 8-K  
April 08, 2014

**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) April 7, 2014**

**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.)**

**One Wall Street**

**New York, New York**  
**(Address of principal executive offices)**

**10286**  
**(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 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

- (e) At the Annual Meeting of Stockholders (the Annual Meeting) of The Bank of New York Mellon Corporation (BNY Mellon) held on April 8, 2014, BNY Mellon's stockholders approved the Amended and Restated Long-Term Incentive Plan of The Bank of New York Mellon Corporation (the Plan). The Plan is filed as Exhibit 10.1 hereto (incorporated by reference to Exhibit A to BNY Mellon's definitive proxy statement, dated March 7, 2014 (the Proxy Statement) filed with the Securities and Exchange Commission). For a description of the terms and conditions of the Plan, see Proposal 4 Approval of the Amended and Restated Long-Term Incentive Plan of The Bank of New York Mellon Corporation in the Proxy Statement, which description is incorporated herein by reference.

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

At the Annual Meeting, each nominee for director was elected by a majority of votes cast. Management proposals 2, 3 and 4 were approved. Stockholder proposal 5 was not approved. Each of the proposals is described in detail in the Proxy Statement. Abstentions and broker non-votes were counted for purposes of determining whether a quorum was present, but were not treated as votes cast either for or against any proposal or the election of any director. Therefore, abstentions and broker non-votes were not counted in determining the number of votes required for approval or election.

The results are as follows:

1. The election of 13 directors for a term expiring at the end of our 2015 Annual Meeting of Stockholders (each nominee elected by a majority of votes cast):

| <b>Name of Director</b> | <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|-------------------------|-------------|----------------|------------------|------------------------|
| Ruth E. Bruch           | 869,111,032 | 31,186,877     | 9,273,448        | 75,232,088             |
| Nicholas M. Donofrio    | 870,633,571 | 29,934,910     | 9,002,876        | 75,232,088             |
| Jeffrey A. Goldstein    | 872,261,582 | 28,023,606     | 9,286,169        | 75,232,088             |
| Gerald L. Hassell       | 862,267,372 | 36,492,005     | 10,811,979       | 75,232,088             |
| Edmund F. Kelly         | 869,088,930 | 31,536,102     | 8,946,324        | 75,232,088             |
| Richard J. Kogan        | 867,154,599 | 33,275,189     | 9,141,568        | 75,232,088             |
| Michael J. Kowalski     | 869,465,990 | 31,007,102     | 9,098,265        | 75,232,088             |
| John A. Luke, Jr.       | 853,861,538 | 46,473,908     | 9,235,911        | 75,232,088             |
| Mark A. Nordenberg      | 870,441,173 | 29,678,085     | 9,452,098        | 75,232,088             |
| Catherine A. Rein       | 869,008,664 | 31,538,810     | 9,023,883        | 75,232,088             |
| William C. Richardson   | 868,353,050 | 32,010,636     | 9,207,670        | 75,232,088             |
| Samuel C. Scott III     | 868,593,188 | 31,880,958     | 9,097,210        | 75,232,088             |
| Wesley W. von Schack    | 865,040,656 | 33,480,920     | 11,049,782       | 75,232,088             |

2. Advisory resolution to approve the 2013 compensation of our named executive officers (approved by a majority of votes cast):

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|------------------|------------------------|
| 831,950,994 | 58,374,094     | 19,246,269       | 75,232,088             |
| 93.44%      | 6.56%          | *                | *                      |

3. Ratification of KPMG LLP as our independent auditor for 2014 (approved by a majority of votes cast):

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|------------------|------------------------|
| 969,355,336 | 6,820,234      | 8,627,875        |                        |
| 99.30%      | 0.70%          | *                | *                      |

4. Approval of the Amended and Restated Long-Term Incentive Plan of The Bank of New York Mellon Corporation (approved by a majority of votes cast):

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|------------------|------------------------|
| 724,306,318 | 175,379,768    | 9,885,270        | 75,232,088             |
| 80.51%      | 19.49%         | *                | *                      |

5. Stockholder proposal regarding an independent chair (not approved by a majority of votes cast):

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|------------------|------------------------|
| 194,994,932 | 703,109,413    | 11,467,012       | 75,232,088             |
| 21.71%      | 78.29%         | *                | *                      |

\* Abstentions and broker non-votes were not counted as votes cast.

#### ITEM 8.01. OTHER EVENTS.

On April 7, 2014, BNY Mellon's Board of Directors approved a 13 percent increase in its quarterly common stock dividend from \$0.15 per share to \$0.17 per share. This increased quarterly common stock dividend is payable on May 7, 2014 to shareholders of record as of the close of business on April 25, 2014.

ITEM 9.01.FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 10.1                      | The Amended and Restated Long-Term Incentive Plan of The Bank of New York Mellon Corporation (previously filed as Exhibit A to BNY Mellon's definitive proxy statement on Schedule 14A (File No. 001-35651), filed on March 7, 2014 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.

**The Bank of New York Mellon Corporation**  
(Registrant)

Date: April 8, 2014

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

EXHIBIT INDEX

| <b>Number</b> | <b>Description</b>   | <b>Method of Filing</b>   |
|---------------|--|---|
| 10.1          | The Amended and Restated Long-Term Incentive Plan of The Bank of New York Mellon Corporation | Previously filed as Exhibit A to BNY Mellon's definitive proxy statement on Schedule 14A (File No. 001-35651), filed on March 7, 2014 and incorporated herein by reference. |