

Bank of New York Mellon Corp
Form 8-K
April 12, 2016

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 12, 2016

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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225 Liberty Street

New York, New York

10286

(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 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) on April 12, 2016, BNY Mellon s stockholders approved The Bank of New York Mellon Corporation 2016 Executive Incentive Compensation Plan (the EICP). The EICP is filed as Exhibit 10.1 hereto (incorporated by reference to Annex B to BNY Mellon s definitive proxy statement, dated March 11, 2016 (the Proxy Statement) filed with the Securities and Exchange Commission) and the terms and description of the EICP included in such Proxy Statement are incorporated into this Item 5.02 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 BNY Mellon s Proxy Statement. Abstentions and broker non-votes were counted for purposes of determining whether a quorum was present. Abstentions were counted as votes cast for proposal 3. In all other cases, abstentions and broker non-votes were not treated as votes cast, did not have the effect of a vote for or against a proposal or for or against a director s election, and were not counted in determining the number of votes required for approval or election.

The results are as follows:

1. The election of 11 directors for a term expiring at the end of our 2017 Annual Meeting of Stockholders (each nominee elected by a majority of votes cast):

| Name of Director | For | Against | Abstained | Broker Non-Vote |
|-------------------------|-------------|----------------|------------------|------------------------|
| Nicholas M. Donofrio | 844,556,651 | 28,929,702 | 1,694,027 | 72,114,525 |
| Joseph J. Echevarria | 858,270,961 | 15,078,816 | 1,830,603 | 72,114,525 |
| Edward P. Garden | 863,015,393 | 10,514,576 | 1,650,411 | 72,114,525 |
| Jeffrey A. Goldstein | 859,171,414 | 14,303,305 | 1,705,660 | 72,114,525 |
| Gerald L. Hassell | 831,031,641 | 37,969,821 | 6,178,917 | 72,114,525 |
| John M. Hinshaw | 862,911,398 | 10,537,568 | 1,731,413 | 72,114,525 |
| Edmund F. Kelly | 845,338,644 | 28,195,123 | 1,646,613 | 72,114,525 |
| John A. Luke, Jr. | 838,970,552 | 34,526,671 | 1,683,157 | 72,114,525 |
| Mark A. Nordenberg | 839,456,707 | 33,982,340 | 1,741,332 | 72,114,525 |
| Catherine A. Rein | 841,368,577 | 32,067,520 | 1,744,282 | 72,114,525 |
| Samuel C. Scott III | 840,101,111 | 33,359,284 | 1,719,985 | 72,114,525 |

2. Advisory resolution to approve the 2015 compensation of BNY Mellon s named executive officers (approved by a majority of votes cast):

| For | Against | Abstained | Broker Non-Vote |
|-------------|----------------|------------------|------------------------|
| 850,785,384 | 20,879,162 | 3,515,833 | 72,114,525 |
| 97.60% | 2.40% | * | * |

3. The approval of the 2016 Executive Incentive Compensation Plan (approved by a majority of votes cast (including abstentions)):

| For | Against | Abstained | Broker Non-Vote |
|-------------|----------------|------------------|------------------------|
| 832,070,462 | 39,461,803 | 3,648,114 | 72,114,525 |
| 95.07% | 4.51% | 0.42% | * |

4. Ratification of the appointment of KPMG LLP as BNY Mellon's independent auditor for 2016 (approved by a majority of votes cast):

| For | Against | Abstained | Broker Non-Vote |
|-------------|----------------|------------------|------------------------|
| 939,385,577 | 6,715,053 | 1,194,274 | |
| 99.29% | 0.71% | * | * |

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

| For | Against | Abstained | Broker Non-Vote |
|-------------|----------------|------------------|------------------------|
| 253,447,974 | 590,904,712 | 30,827,693 | 72,114,525 |
| 30.02% | 69.98% | * | * |

* Not counted as votes cast.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS.

| Exhibit Number | Description |
|----------------|--|
| 10.1 | The Bank of New York Mellon Corporation 2016 Executive Incentive Compensation Plan |

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: April 12, 2016

By: /s/ Craig T. Beazer

Name: Craig T. Beazer

Title: Secretary

EXHIBIT INDEX

| Number | Description | Method of Filing |
|--------|---|--|
| 10.1 | The Bank of New York Mellon Corporation 2016 Executive Incentive Compensation Plan. | Previously filed as Annex B to BNY Mellon's definitive Proxy Statement on Schedule 14A filed on March 11, 2016 and incorporated herein by reference. |