

Bank of New York Mellon Corp  
Form 8-K  
February 24, 2015

**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) February 24, 2015**

**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 8.01. OTHER EVENTS.

On February 24, 2015, The Bank of New York Mellon Corporation (the Company ) issued (i) \$1,250,000,000 aggregate principal amount of its 2.150% Senior Medium-Term Notes Series G due 2020 (the 5-Year Fixed Rate Notes ) and (ii) \$750,000,000 aggregate principal amount of its 3.000% Senior Medium-Term Notes Series G due 2025 (the 10-Year Fixed Rate Notes and, together with the 5-Year Fixed Rate 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. 333-189568). In connection with this issuance, the legal opinion as to the legality of the Notes is being filed as Exhibit 5.1 to this report.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS.

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                    |
|---------------------------|---|
| 5.1                       | Opinion of Craig T. Beazer.                           |
| 23.1                      | Consent of Craig T. Beazer (included in Exhibit 5.1). |

**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: February 24, 2015

By: /s/ Craig T. Beazer

Name: Craig T. Beazer

Title: Secretary

**EXHIBIT INDEX**

| <b>Number</b> | <b>Description</b>          | <b>Method of Filing</b> |
|---------------|-----------------------------|-------------------------|
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| 23.1          | Consent of Craig T. Beazer. | Included in Exhibit 5.1 |