

NORTHERN TRUST CORP  
Form 8-A12B  
August 29, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Northern Trust Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation or organization)**

**36-2723087**  
**(IRS Employer Identification No.)**

**50 South LaSalle Street, Chicago, Illinois**  
**(Address of principal executive offices)**

**60603**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class<br/>to be so registered</b>   | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>Depository Shares, Each Representing a 1/1,000th<br/>Interest in a Share of Series C Non-Cumulative<br/>Perpetual Preferred Stock</b> | <b>The NASDAQ Stock Market LLC</b>                                       |

If this Form 8-A relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is to become effective pursuant to General Instruction A.(c), please check the following box.

If this Form 8-A relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is to become effective pursuant to General Instruction A.(d), please check the following box.

**Securities Act registration statement file number to which this form relates:**

**File No. 333-197686**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None.**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the depositary shares (the **Depositary Shares**) being registered hereby, including the Series C Non-Cumulative Perpetual Preferred Stock, which is represented by the Depositary Shares, is set forth under (a) **Description of the Preferred Stock** and **Description of the Depositary Shares** in the prospectus (the **Prospectus**) included in the Registration Statement on Form S-3 (No. 333-197686) of Northern Trust Corporation (the **Corporation**), as filed with the Securities and Exchange Commission (the **Commission**) on July 29, 2014, and (b) **Description of Series C Preferred Stock** and **Description of Depositary Shares** in the prospectus supplement (the **Prospectus Supplement**) dated July 29, 2014, as filed with the Commission on July 30, 2014, pursuant to Rule 424(b)(5) of the Securities Act of 1933, as amended. The foregoing Prospectus and Prospectus Supplement are incorporated herein by reference.

**Item 2. Exhibits.**

- Exhibit 4.1 Restated Certificate of Incorporation of Northern Trust Corporation, as amended (incorporated herein by reference to Exhibit 3.1 to the Corporation's Current Report on Form 8-K filed on April 18, 2006)
- Exhibit 4.2 By-laws, as amended (incorporated herein by reference to Exhibit 3.1 to the Corporation's Current Report on Form 8-K filed on April 18, 2012)
- Exhibit 4.3 Certificate of Designation of Series C Non-Cumulative Perpetual Preferred Stock of Northern Trust Corporation, dated August 4, 2014 (incorporated herein by reference to Exhibit 4.1 to the Corporation's Current Report on Form 8-K filed on August 4, 2014)
- Exhibit 4.4 Form of Certificate representing Series C Non-Cumulative Perpetual Preferred Stock of Northern Trust Corporation (incorporated herein by reference to Exhibit 4.2 to the Corporation's Current Report on Form 8-K filed on August 4, 2014)
- Exhibit 4.5 Deposit Agreement, dated August 5, 2014, between Northern Trust Corporation, Wells Fargo Bank, N.A., as depositary, and the holders from time to time of the depositary receipts described therein (incorporated herein by reference to Exhibit 4.1 to the Corporation's Current Report on Form 8-K filed on August 5, 2014)
- Exhibit 4.6 Form of Depositary Receipt (incorporated herein by reference to Exhibit 4.2 to the Corporation's Current Report on Form 8-K filed on August 5, 2014)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: August 29, 2014

NORTHERN TRUST CORPORATION

/s/ Stephanie S. Greisch

Name: Stephanie S. Greisch

Title: Corporate Secretary

**EXHIBIT INDEX**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
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