

Bank of New York Mellon Corp
Form 8-K
April 10, 2019

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 9, 2019

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
(IRS Employer

Identification No.)

240 Greenwich Street
New York, New York **10286**
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: (212) 495-1784

Not Applicable

(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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(e) On April 9, 2019, The Bank of New York Mellon Corporation (BNY Mellon or the Company) held its Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, BNY Mellon s stockholders approved The Bank of New York Mellon Corporation 2019 Long-Term Incentive Plan (the Plan). The Plan is filed as Exhibit 10.1 hereto (incorporated by reference to Annex C to BNY Mellon s definitive proxy statement, dated March 8, 2019 (the Proxy Statement) filed with the Securities and Exchange Commission). For a description of the terms and conditions of the Plan, see Item 5 Approval of 2019 Long-Term Incentive Plan in the Proxy Statement, which description is incorporated herein by reference.

ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

At the Annual Meeting, upon the recommendation of BNY Mellon s Board of Directors, stockholders holding a majority of the shares of stock outstanding voted to approve an amendment to Article Tenth of BNY Mellon s Restated Certificate of Incorporation to allow action by written consent of stockholders representing at least the minimum number of votes that would be necessary to take the action at a meeting at which all shares entitled to vote thereon were present and voted. This description is a summary of the amendment and is qualified in its entirety by reference to the amendment to Article Tenth, as described in Item 4 Amendment to Restated Certificate of Incorporation to enhance Stockholder written consent rights of the Proxy Statement and fully set forth in Annex B thereto. BNY Mellon subsequently filed a Certificate of Amendment to the Restated Certificate of Incorporation (the Certificate of Amendment) incorporating such amendment with the Secretary of State of the State of Delaware on April 9, 2019. The Certificate of Amendment became effective upon filing. A copy of the Certificate of Amendment as filed with the Secretary of State of the State of Delaware on April 9, 2019 is attached as Exhibit 3.1 to this Current Report on Form 8-K and 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 (proposal 1). In addition, stockholders approved, on an advisory basis, the 2018 compensation of BNY Mellon s named executive officers (proposal 2); ratified the appointment of KPMG LLP as BNY Mellon s independent auditor for 2019 (proposal 3); approved (by a majority of the shares of stock outstanding) an amendment to the Company s Restated Certificate of Incorporation to enhance stockholder written consent rights (proposal 4); and approved The Bank of New York Mellon Corporation 2019 Long-Term Incentive Plan (proposal 5). The stockholders did not approve the stockholder proposal regarding a pay equity report (proposal 6). Each of these matters 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, did not have the effect of a vote for or against a director s election, for or against a ratification, or for or against a proposal, and were not counted in determining the number of votes required for approval or election.

The results are as follows:

1. The election of 12 directors for a term expiring at the end of our 2020 Annual Meeting of Stockholders:

| Name of Director | For | Against | Abstained | Broker Non-Vote |
|-----------------------|-------------|------------|-----------|-----------------|
| Steven D. Black | 790,001,365 | 4,712,895 | 1,537,535 | 70,714,358 |
| Linda Z. Cook | 789,943,112 | 4,936,494 | 1,372,189 | 70,714,358 |
| Joseph J. Echevarria | 787,685,934 | 7,026,262 | 1,539,599 | 70,714,358 |
| Edward P. Garden | 785,978,284 | 8,889,805 | 1,383,706 | 70,714,358 |
| Jeffrey A. Goldstein | 788,700,855 | 6,092,225 | 1,458,715 | 70,714,358 |
| John M. Hinshaw | 792,103,196 | 2,668,967 | 1,479,632 | 70,714,358 |
| Edmund F. Kelly | 785,520,115 | 9,246,138 | 1,485,542 | 70,714,358 |
| Jennifer B. Morgan | 789,776,186 | 5,141,997 | 1,333,612 | 70,714,358 |
| Elizabeth E. Robinson | 789,978,863 | 4,952,924 | 1,320,008 | 70,714,358 |
| Charles W. Scharf | 772,822,259 | 21,811,932 | 1,617,604 | 70,714,358 |
| Samuel C. Scott III | 784,408,263 | 10,330,152 | 1,513,380 | 70,714,358 |
| Alfred W. Zollar | 791,560,593 | 3,182,949 | 1,508,253 | 70,714,358 |

2. Advisory resolution to approve the 2018 compensation of BNY Mellon's named executive officers:

| For | Against | Abstained | Broker Non-Vote |
|-------------|------------|-----------|-----------------|
| 769,247,679 | 24,025,179 | 2,978,937 | 70,714,358 |
| 96.97% | 3.02% | * | * |

3. Ratification of the appointment of KPMG LLP as BNY Mellon's independent auditor for 2019:

| For | Against | Abstained | Broker Non-Vote |
|-------------|------------|-----------|-----------------|
| 853,916,240 | 11,944,963 | 1,104,950 | |
| 98.62% | 1.37% | * | * |

4. Approval of Amendment to Restated Certificate of Incorporation to enhance stockholder written consent rights:

| For | Against | Abstained | Broker Non-Vote |
|-------------|------------|-----------|-----------------|
| 775,798,296 | 18,493,117 | 1,960,382 | 70,714,358 |
| 97.67% | 2.32% | * | * |

5. Approval of The Bank of New York Mellon Corporation 2019 Long-Term Incentive Plan:

| For | Against | Abstained | Broker Non-Vote |
|-------------|----------------|------------------|------------------------|
| 756,565,157 | 36,827,915 | 2,858,723 | 70,714,358 |
| 95.35% | 4.64% | * | * |

6. Stockholder proposal regarding a pay equity report:

| For | Against | Abstained | Broker Non-Vote |
|-------------|----------------|------------------|------------------------|
| 186,374,114 | 574,799,404 | 35,078,277 | 70,714,358 |
| 24.48% | 75.51% | * | * |

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

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS

| Exhibit Number | Description |
|-----------------------|--|
| 3.1 | <u>Certificate of Amendment to the Company's Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on April 9, 2019</u> |
| 10.1 | <u>The Bank of New York Mellon Corporation 2019 Long-Term Incentive Plan, incorporated by reference to Annex C to BNY Mellon's definitive proxy statement, dated March 8, 2019 filed with the Securities and Exchange Commission</u> |

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 9, 2019

By: /s/ Kathleen B. McCabe

Name: Kathleen B. McCabe

Title: Assistant Secretary