

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.)**

Edgar Filing: Bank of New York Mellon Corp - Form 8-K

**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)):

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|------------------|------------------------|
| 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):

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|------------------|------------------------|
| 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):

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|------------------|------------------------|
| 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. |