

Bank of New York Mellon Corp  
Form 8-K  
April 11, 2017

**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 11, 2017**

**THE BANK OF NEW YORK MELLON CORPORATION**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**225 Liberty Street**

**001-35651**  
**(Commission**

**File Number)**

**13-2614959**  
**(I.R.S. Employer**

**Identification No.)**

**10286**

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**New York, New York**

**(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 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

At the Annual Meeting of Stockholders of The Bank of New York Mellon Corporation ( BNY Mellon ) on April 11, 2017, each nominee for director was elected by a majority of votes cast (proposal 1). In addition, stockholders approved, on an advisory basis, the 2016 compensation of BNY Mellon s named executive officers (proposal 2); voted, on an advisory basis, to have future say-on-pay votes on an annual basis (proposal 3); and ratified the appointment of KPMG LLP as BNY Mellon s independent auditor for 2017 (proposal 4). The stockholders did not approve the stockholder proposal regarding a proxy voting review report (proposal 5). Each of the matters is described in detail in BNY Mellon s definitive proxy statement, dated March 10, 2017 filed with the Securities and Exchange Commission. 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 proposal or for any particular voting option, and were not counted in determining the number of votes required for approval or election.

The results are as follows:

1. The election of 13 directors for a term expiring at the end of our 2018 Annual Meeting of Stockholders:

| <b>Name of Director</b> | <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|-------------------------|-------------|----------------|------------------|------------------------|
| Linda Z. Cook           | 820,739,623 | 7,662,930      | 1,771,011        | 79,245,781             |
| Nicholas M. Donofrio    | 820,019,507 | 8,280,461      | 1,873,596        | 79,245,781             |
| Joseph J. Echevarria    | 814,604,285 | 13,630,979     | 1,938,300        | 79,245,781             |
| Edward P. Garden        | 821,437,238 | 6,887,264      | 1,849,062        | 79,245,781             |
| Jeffrey A. Goldstein    | 817,089,681 | 11,254,559     | 1,829,324        | 79,245,781             |
| Gerald L. Hassell       | 809,752,864 | 17,570,755     | 2,849,945        | 79,245,781             |
| John M. Hinshaw         | 824,411,252 | 3,899,556      | 1,862,756        | 79,245,781             |
| Edmund F. Kelly         | 821,830,150 | 6,553,377      | 1,790,037        | 79,245,781             |
| John A. Luke, Jr.       | 819,384,068 | 8,868,699      | 1,920,797        | 79,245,781             |
| Jennifer B. Morgan      | 825,480,076 | 2,897,752      | 1,795,736        | 79,245,781             |
| Mark A. Nordenberg      | 819,372,798 | 9,023,210      | 1,777,556        | 79,245,781             |
| Elizabeth E. Robinson   | 822,915,353 | 5,556,657      | 1,701,554        | 79,245,781             |
| Samuel C. Scott III     | 819,255,236 | 9,027,697      | 1,890,631        | 79,245,781             |

2. Advisory resolution to approve the 2016 compensation of BNY Mellon s named executive officers:

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|------------------|------------------------|
| 809,177,953 | 16,643,477     | 4,352,134        | 79,245,781             |
| 97.98%      | 2.02%          | *                | *                      |

3. Advisory vote recommending the frequency with which BNY Mellon should conduct a say-on-pay vote:

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|---------------|----------------|----------------|------------------|------------------------|
| 753,985,610   | 2,071,735      | 70,806,756     | 3,309,463        | 79,245,781             |
| 91.19%        | 0.25%          | 8.56%          | *                | *                      |

In accordance with the Board of Directors' recommendation and the voting results on this advisory proposal, the Board of Directors has decided that it will include an advisory say-on-pay vote in BNY Mellon's proxy statement every year until the next required advisory vote on the frequency of say-on-pay, which will occur no later than BNY Mellon's Annual Meeting of Stockholders in 2023.

4. Ratification of the appointment of KPMG LLP as BNY Mellon's independent auditor for 2017:

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|------------------|------------------------|
| 898,268,570 | 9,372,201      | 1,778,574        |                        |
| 98.97%      | 1.03%          | *                | *                      |

5. Stockholder proposal regarding a proxy voting review report:

| <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|------------|----------------|------------------|------------------------|
| 52,010,653 | 745,914,401    | 32,248,510       | 79,245,781             |
| 6.52%      | 93.48%         | *                | *                      |

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

**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 11, 2017

By: /s/ Craig T. Beazer  
Name: Craig T. Beazer  
Title: Secretary