

Bank of New York Mellon CORP  
Form 8-K  
June 23, 2009

# 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) June 17, 2009

## THE BANK OF NEW YORK MELLON CORPORATION

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-52710**  
(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)

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

On June 17, 2009, The Bank of New York Mellon Corporation (the Company ) repurchased all 3,000,000 shares of its Fixed Rate Cumulative Perpetual Preferred Stock, Series B, \$0.01 par value and a liquidation preference of \$1,000 per share (the Series B Preferred Shares ), that it issued and sold to the United States Department of the Treasury (the U. S. Treasury ) on October 28, 2008, as part of the U.S. Treasury s Troubled Asset Relief Program Capital Purchase Program. The Company paid the U.S. Treasury a repurchase price of \$3,036,250,000 which equals the full \$3,000,000,000 liquidation amount of the Series B Preferred Shares plus \$36,250,000 with respect to accrued but unpaid dividends through the date of repurchase (the Repurchase ). On June 18, 2009, the Company filed a Certificate of Elimination with the Secretary of State of the State of Delaware which, effective upon filing, eliminated all references in the Company s Restated Certificate of Incorporation to the Series B Preferred Shares. A copy of the Certificate of Elimination is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.03.

ITEM 8.01. OTHER EVENTS.

On June 17, 2009, the Company issued a press release in connection with the Repurchase. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

Including \$36,250,000 paid with respect to dividends in connection with the Repurchase, the Company has paid the U.S. Treasury an aggregate of \$95,416,666.67 in dividends on the Series B Preferred Shares since October 28, 2008. The Company also intends to notify the U.S. Treasury of its intent to repurchase, at fair market value, the ten-year warrant to purchase approximately 14.5 million shares of the Company s common stock issued to the U.S. Treasury in connection with the Series B Preferred Shares.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS.

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 3.1                       | Certificate of Elimination of Series B Preferred Shares.                                 |
| 99.1                      | Press release dated June 17, 2009, relating to the matter referenced in Item 8.01 above. |

**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: June 23, 2009

By: /s/ Arlie R. Nogay  
Name: Arlie R. Nogay  
Title: Corporate Secretary

EXHIBIT INDEX

| <b>Number</b> | <b>Description</b>                                       | <b>Method of Filing</b> |
|---------------|--|-------------------------|
| 3.1           | Certificate of Elimination of Series B Preferred Shares. | Filed herewith          |
| 99.1          | Press release dated June 17, 2009.                       | Filed herewith          |