

STATE STREET CORP  
Form 8-K  
May 14, 2013

**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): May 8, 2013**

**STATE STREET CORPORATION**

(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State or other jurisdiction

of incorporation)

**001-07511**  
(Commission

File Number)

**04-2456637**  
(IRS Employer

Identification No.)

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**One Lincoln Street, Boston, Massachusetts**  
(Address of principal executive offices)

**02111**  
(Zip Code)

**617-786-3000**

(Registrant's telephone number, including area code)

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 8.01. Other Events**

On May 8, 2013, State Street Corporation ( State Street ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the underwriters named therein, with respect to the issuance and sale by State Street of \$500,000,000 aggregate principal amount of State Street s 1.350% Senior Notes due 2018 (the Senior Notes ) and \$1,000,000,000 aggregate principal amount of State Street s 3.100% Senior Subordinated Notes due 2023 (the Subordinated Notes ) in a public offering pursuant to a registration statement on Form S-3 (File No. 333-179875) and a related prospectus supplement filed with the Securities and Exchange Commission ( SEC ). The Senior Notes and the Subordinated Notes are referred to herein collectively as the Notes. The Senior Notes will be issued pursuant to an Indenture (the Senior Notes Indenture ) dated as of March 11, 2009 between the Company and U.S. Bank National Association, a national banking association organized under the laws of the United States, as trustee. The Subordinated Notes will be issued pursuant to an Indenture (the Subordinated Notes Indenture ) dated as of March 11, 2009 between the Company and Wells Fargo Bank, National Association, a national banking association duly organized and existing under the laws of the United States, as trustee. The forms of Senior Notes and Subordinated Notes are filed as Exhibits 4.1 and 4.2 hereto, respectively. The Senior Notes Indenture and Subordinated Notes Indenture have been included as Exhibits 4.2 and 4.3, respectively, to State Street s Registration Statement on Form S-3, filed with the SEC on March 12, 2009.

State Street expects to receive net proceeds from the offering of the Notes of approximately \$1.491 billion, after deducting estimated expenses and underwriting discounts and commissions.

The above description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and is incorporated herein by reference.

Wilmer Cutler Pickering Hale and Dorr LLP, counsel to State Street, has issued an opinion to State Street, dated May 8, 2013, regarding the legality of the Notes to be issued and sold in the offering upon issuance and sale thereof. A copy of the opinion as to legality is filed as Exhibit 5.1 to this current report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement, dated May 8, 2013, by and among State Street Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein
4.1	Form of 1.350% Senior Note due 2018
4.2	Form of 3.100% Senior Subordinated Note due 2023
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, dated May 8, 2013
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included as part of Exhibit 5.1)

**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.

STATE STREET CORPORATION

By: /s/ James J. Malerba  
Name: James J. Malerba  
Title: Executive Vice President, Corporate Controller  
and Chief Accounting Officer

Date: May 14, 2013

Exhibit Index

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