

Bank of New York Mellon CORP
Form 8-K
April 12, 2012

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 10, 2012

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.)

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One Wall Street

New York, New York
(Address of principal executive offices)

10286
(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 (the Annual Meeting) of The Bank of New York Mellon Corporation (BNY Mellon) on April 10, 2012, each nominee for director was elected by a majority of votes cast. Management proposals 2 and 3 were approved. Stockholder proposals 4 and 5 were not approved. The proposals below are described in detail in BNY Mellon s definitive proxy statement, dated March 9, 2012, 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 on a proposal. Therefore, broker non-votes and abstentions did not have the effect of a vote for or against the proposal and were not counted in determining the number of votes required for approval.

The results are as follows:

1. The election of 12 directors for a term expiring at the end of our 2012 Annual Meeting of Stockholders (each nominee elected by a majority of votes cast):

| Name of Director | For | Against | Abstained | Broker Non-Vote |
|-----------------------|-------------|-------------|-----------|-----------------|
| Ruth E. Bruch | 854,917,969 | 98,598,462 | 1,941,189 | 84,693,853 |
| Nicholas M. Donofrio | 943,219,886 | 10,276,838 | 1,960,896 | 84,693,853 |
| Gerald L. Hassell | 933,279,819 | 19,881,489 | 2,296,312 | 84,693,853 |
| Edmund F. Kelly | 854,243,899 | 99,255,666 | 1,958,055 | 84,693,853 |
| Richard J. Kogan | 853,876,370 | 99,549,561 | 2,031,689 | 84,693,853 |
| Michael J. Kowalski | 921,654,274 | 31,829,002 | 1,974,344 | 84,693,853 |
| John A. Luke, Jr. | 931,296,089 | 22,161,063 | 2,000,468 | 84,693,853 |
| Mark A. Nordenberg | 945,465,644 | 8,090,700 | 1,901,276 | 84,693,853 |
| Catherine A. Rein | 943,349,925 | 10,147,841 | 1,959,854 | 84,693,853 |
| William C. Richardson | 944,810,922 | 8,545,676 | 2,101,022 | 84,693,853 |
| Samuel C. Scott III | 854,434,644 | 98,903,483 | 2,119,493 | 84,693,853 |
| Wesley W. von Schack | 853,484,063 | 100,068,623 | 1,904,934 | 84,693,853 |

2. Advisory resolution to approve executive compensation (approved by a majority of votes cast):

| For | Against | Abstained | Broker Non-Vote |
|-------------|-------------|------------|-----------------|
| 553,955,489 | 390,951,388 | 10,550,743 | 84,693,853 |
| 58.63% | 41.37% | * | * |

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3. Ratification of the appointment of KPMG LLP as our independent registered public accounting firm (approved by a majority of votes cast):

| For | Against | Abstained | Broker Non-Vote |
|---------------|----------------|------------------|----------------------------|
| 1,027,830,854 | 9,984,000 | 2,336,619 | |
| 99.04% | 0.96% | * | * |

4. Approval of stockholder proposal requesting adoption of a policy related to an independent chairman (not approved by a majority of votes cast):

| For | Against | Abstained | Broker Non-Vote |
|-------------|----------------|------------------|----------------------------|
| 306,528,154 | 645,588,690 | 3,340,776 | 84,693,853 |
| 32.19% | 67.81% | * | * |

5. Approval of stockholder proposal requesting cumulative voting in the election of directors (not approved by a majority of votes cast):

| For | Against | Abstained | Broker Non-Vote |
|-------------|----------------|------------------|----------------------------|
| 251,361,939 | 700,207,545 | 3,888,136 | 84,693,853 |
| 26.42% | 73.58% | * | * |

* Abstentions and broker non-votes are 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 thereunto duly authorized.

The Bank of New York Mellon Corporation
(Registrant)

Date: April 12, 2012

By: /s/ Arlie R. Nogay
Name: Arlie R. Nogay
Title: Vice President & Assistant Secretary