

NORTHERN TRUST CORP
Form 8-K
April 17, 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): April 16, 2013

Northern Trust Corporation

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-5965
(Commission
File Number)

36-2723087
(IRS Employer
Identification No.)

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50 South LaSalle Street,

Chicago, Illinois
(Address of principal executive offices)

(312) 630-6000

60603
(Zip Code)

(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 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting of the stockholders of the Corporation was held on April 16, 2013 for the purposes of (i) electing 12 directors to hold office until the next annual meeting of stockholders, (ii) holding an advisory vote on executive compensation, (iii) ratifying the appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the 2013 fiscal year and (iv) holding a vote on one stockholder proposal.

All of management's nominees for director as named in the proxy statement for the meeting were elected by the votes set forth in the table below.

| | FOR | WITHHELD | BROKER NON-VOTES |
|------------------------------|-------------|------------|---------------------|
| Election of Directors | | | |
| Linda Walker Bynoe | 198,280,098 | 3,134,579 | 11,365,082 |
| Nicholas D. Chabraja | 154,877,019 | 46,537,658 | 11,365,082 |
| Susan Crown | 194,977,588 | 6,437,089 | 11,365,082 |
| Dipak C. Jain | 196,580,234 | 4,834,443 | 11,365,082 |
| Robert W. Lane | 199,714,150 | 1,700,527 | 11,365,082 |
| Edward J. Mooney | 194,607,716 | 6,806,961 | 11,365,082 |
| Jose Luis Prado | 200,051,996 | 1,362,681 | 11,365,082 |
| John W. Rowe | 193,936,804 | 7,477,873 | 11,365,082 |
| Martin P. Slark | 197,418,833 | 3,995,844 | 11,365,082 |
| David H.B. Smith, Jr. | 199,900,172 | 1,514,505 | 11,365,082 |
| Charles A. Tribbett III | 199,918,543 | 1,496,134 | 11,365,082 |
| Frederick H. Waddell | 191,951,345 | 9,463,332 | 11,365,082 |

The Corporation's executive compensation was approved, on advisory basis, by the votes set forth in the table below.

| | FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTE |
|--|-------------|------------|-------------|--------------------|
| Advisory vote on executive compensation | 173,382,924 | 25,169,359 | 2,862,394 | 11,365,082 |

The appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the 2013 fiscal year was ratified by the votes set forth in the table below.

| | FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTE |
|---|-------------|-----------|-------------|--------------------|
| Ratification of independent registered accounting firm | 210,001,899 | 2,233,073 | 544,787 | N/A |

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The stockholder proposal regarding additional disclosure of political and lobbying contributions was defeated, by the votes set forth in the table below.

| | FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTE |
|---|------------|-------------|-------------|--------------------|
| Stockholder proposal regarding additional disclosure of political and lobbying contributions | 52,730,337 | 120,095,362 | 28,588,978 | 11,365,082 |

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.

Northern Trust Corporation

Date: April 17, 2013

By: /s/ Rose A. Ellis
Rose A. Ellis

Corporate Secretary