

NORTHERN TRUST CORP  
Form DEFA14A  
March 16, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Section 240.14a-12

**NORTHERN TRUST CORPORATION**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
- (4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
  
  
  
  
  
  
  
  
  
- (2) Form, Schedule or Registration Statement No.:
  
  
  
  
  
  
  
  
  
  
- (3) Filing Party:

(4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on April 25, 2017**

**NORTHERN TRUST CORPORATION**

**Meeting Information**

*NORTHERN TRUST CORPORATION*  
*50 SOUTH LASALLE STREET*  
*CHICAGO, IL 60603*

**Meeting Type:** Annual Meeting

**For holders as of:** February 27, 2017

**Date:** April 25, 2017      **Time:** 10:30 a.m. CDT

**Location:** 50 S. LaSalle St.

Chicago, IL 60603

For directions to the meeting, please call (312)  
630-6000

You are receiving this communication because you  
hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote  
these shares. This communication presents only an  
overview of the complete proxy materials that are  
available to you on the Internet. You may view the  
proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or  
request a paper copy (see reverse side).

We encourage you to access and review all of the  
important information contained in the proxy  
materials before voting.

**See the reverse side of this notice to obtain proxy  
materials and voting instructions.**



**Before You Vote**  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. Annual Report on Form 10-K
2. Notice & Proxy Statement

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL* \*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 11, 2017 to facilitate timely delivery. You will not otherwise receive a paper or e-mail copy.

**How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** The annual meeting of stockholders will be held at the office of Northern Trust Corporation located at 50 South LaSalle Street (northwest corner of LaSalle Street and Monroe Street) in Chicago, Illinois. You will need an admission ticket or proof of ownership of the Corporation's common stock to enter the meeting. Please refer to the Corporation's Notice & Proxy Statement for further detail on attending the annual meeting in person. You may use this page as your admission ticket to the meeting.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Phone:** First view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) and then use the toll-free number provided.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**The Board of Directors recommends you vote FOR**

**proposals 1, 2, 4 and 5 and EVERY YEAR on proposal 3:**

1. Election of 13 Directors
  - 1a. Linda Walker Bynoe
  - 1b. Susan Crown
  - 1c. Dean M. Harrison
  - 1d. Jay L. Henderson
  - 1e. Michael G. O Grady
  - 1f. Jose Luis Prado
  - 1g. Thomas E. Richards
  - 1h. John W. Rowe
  - 1i. Martin P. Slark
  - 1j. David H. B. Smith, Jr.
  - 1k. Donald Thompson
  - 1l. Charles A. Tribbett III
  - 1m. Frederick H. Waddell



2. Approval, by an advisory vote, of the 2016 compensation of the Corporation's named executive officers.
3. Recommendation, by an advisory vote, on the frequency with which the Corporation should hold advisory votes on executive compensation.
4. Approval of the Northern Trust Corporation 2017 Long-Term Incentive Plan.
5. Ratification of the appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2017.

