

Bank of New York Mellon CORP  
Form 8-K  
May 15, 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) May 11, 2009**

**THE BANK OF NEW YORK MELLON CORPORATION**

**(Exact name of registrant as specified in charter)**

**Delaware**

**000-52710**

**13-2614959**

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

**(Commission File Number)**

**(I.R.S. Employer  
Identification No.)**

**One Wall Street  
New York, New York**

**10286**

**(Address of principal executive offices)**

**(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))
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ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On May 11, 2009, The Bank of New York Mellon Corporation entered into an underwriting agreement (the Agreement ) with Goldman, Sachs & Co. and Morgan Stanley & Co. Incorporated, as representatives for several underwriters, for the public offering of up to 48,300,000 shares of its common stock (\$0.01 par value). A copy of the Agreement is filed as Exhibit 1.1 to this Form 8-K.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS.

**Exhibit**

**Number**

**Description**

1.1 Underwriting Agreement dated May 11, 2009.

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**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: May 15, 2009

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

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**EXHIBIT INDEX**

<b>Number</b>	<b>Description</b>	<b>Method of Filing</b>
1.1	Underwriting Agreement dated May 11, 2009.	Filed herewith