

Bank of New York Mellon CORP
Form 8-K
April 16, 2010

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 13, 2010

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 13, 2010, management proposals 1, 2, and 3 were approved. Shareholder proposals 4 and 5 were not approved. Shareholder proposal 6 was approved. The proposals below are described in detail in BNY Mellon's definitive proxy statement, dated March 15, 2010, for its Annual Meeting. 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:

- The election of 15 directors for a term expiring in 2011:

| Name of Director | Votes For | Votes Withheld | Broker Non-Vote |
|-----------------------|-------------|----------------|-----------------|
| Ruth E. Bruch | 896,876,417 | 46,196,405 | 84,197,563 |
| Nicholas M. Donofrio | 928,771,742 | 14,301,080 | 84,197,563 |
| Gerald L. Hassell | 934,603,668 | 8,469,154 | 84,197,563 |
| Edmund F. Kelly | 896,986,944 | 46,085,878 | 84,197,563 |
| Robert P. Kelly | 913,302,251 | 29,770,571 | 84,197,563 |
| Richard J. Kogan | 924,844,305 | 18,228,517 | 84,197,563 |
| Michael J. Kowalski | 934,994,429 | 8,078,393 | 84,197,563 |
| John A. Luke, Jr. | 843,306,665 | 99,766,157 | 84,197,563 |
| Robert Mehrabian | 886,915,256 | 56,157,566 | 84,197,563 |
| Mark A. Nordenberg | 934,098,635 | 8,974,187 | 84,197,563 |
| Catherine A. Rein | 933,917,280 | 9,155,542 | 84,197,563 |
| William C. Richardson | 934,077,619 | 8,995,203 | 84,197,563 |
| Samuel C. Scott III | 896,907,174 | 46,165,648 | 84,197,563 |
| John P. Surma | 905,950,807 | 37,122,015 | 84,197,563 |
| Wesley W. von Schack | 895,869,505 | 47,203,317 | 84,197,563 |

- Advisory (non-binding) vote regarding 2009 executive compensation (approved by a majority of votes cast):

| For | Against | Abstained | Broker Non-Vote |
|-------------|-------------|------------|-----------------|
| 890,499,218 | 124,400,284 | 12,370,882 | |

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3. Ratification of the appointment of KPMG LLP as independent registered public accounting firm for fiscal year 2010 (approved by a majority of votes cast):

| For | Against | Abstained | Broker Non-Vote |
|---------------|----------------|------------------|------------------------|
| 1,015,203,531 | 10,577,060 | 1,489,794 | |

4. 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 |
|-------------|----------------|------------------|------------------------|
| 338,763,781 | 600,129,833 | 4,179,201 | 84,197,570 |

5. Approval of stockholder proposal requesting adoption of a policy requiring a five year lock-up period for senior executives equity incentive awards (not approved by a majority of votes cast):

| For | Against | Abstained | Broker Non-Vote |
|-------------|----------------|------------------|------------------------|
| 356,347,541 | 579,268,794 | 7,456,481 | 84,197,569 |

6. Approval of stockholder proposal requesting stockholder approval of certain future severance agreements with senior executives (approved by a majority of votes cast):

| For | Against | Abstained | Broker Non-Vote |
|-------------|----------------|------------------|------------------------|
| 731,117,801 | 209,035,685 | 2,919,320 | 84,197,579 |

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 16, 2010

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