

Bank of New York Mellon Corp  
Form FWP  
April 24, 2015

Filed pursuant to Rule 433

Registration Statement No.: 333-189568

April 23, 2015

**THE BANK OF NEW YORK MELLON CORPORATION**

**Depository Shares, Each Representing a 1/100th Interest**

**in a Share of Series E Noncumulative Perpetual Preferred Stock**

**Issuer:** The Bank of New York Mellon Corporation

**Security:** Depository shares, each representing a 1/100th interest in a share of Series E Noncumulative Perpetual Preferred Stock ( Preferred Stock )

**Size:** \$1,000,000,000 (1,000,000 depository shares)

**Maturity:** Perpetual

**Expected Ratings\*:** Baa2 / BBB / BBB / A (low) (Moody s / S&P / Fitch / DBRS)

**Liquidation Preference:** \$1,000 per depository share (equivalent to \$100,000 per share of Preferred Stock)

**Dividend Payment Dates:** (i) each June 20 and December 20, commencing December 20, 2015 to and including June 20, 2020; and (ii) each March 20, June 20, September 20 and December 20, commencing September 20, 2020

**Dividend Rate (Non-cumulative):** At a rate per annum equal to 4.950% up to but excluding June 20, 2020; from and including June 20, 2020, a floating rate equal to Three-month LIBOR plus 342 basis points; in each case, only when, as and if declared.

**Day count:** From April 28, 2015 to, and excluding, June 20, 2020, 30/360

From and including June 20, 2020, Actual/360

**Redemption:** On June 20, 2020, or any dividend payment date thereafter, the Preferred Stock may be redeemed at the Issuer's option, in whole or in part, at a cash redemption price equal to \$100,000 per share (equivalent to \$1,000 per depository share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends to but excluding the redemption date. The Preferred Stock also may be redeemed at the Issuer's option in whole, but not in part, at any time within 90 days following a Regulatory Capital Treatment Event, as described in the prospectus supplement, at a redemption price equal to \$100,000 per share (equivalent to \$1,000 per depository share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends to but excluding the redemption date. Holders of depository shares will not have the

right to require the redemption or repurchase of the depositary shares.

**Trade Date:** April 23, 2015

**Settlement Date:** April 28, 2015 (T+3)

**Public Offering Price:** \$1,000 per depositary share

**Underwriting Discount:** \$10 per depositary share

**Net Proceeds (before expenses) to Issuer:** \$990,000,000

**Joint Book-Running Managers:** Goldman, Sachs & Co.  
Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.

**Joint Lead Managers:** BNY Mellon Capital Markets, LLC  
Barclays Capital Inc.  
BNP Paribas Securities Corp.  
Credit Suisse Securities (USA) LLC  
J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Morgan Stanley & Co. LLC  
UBS Securities LLC  
Wells Fargo Securities, LLC

**Co-Managers:** CIBC World Markets Corp.  
Jefferies & Company, Inc.  
The Williams Capital Group, L.P.

**CUSIP/ISIN:** 064058AD2 / US064058AD28

**The depositary shares are not deposits or other obligations of a bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.**

**\* A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**This communication is intended for the sole use of the person to whom it is provided by us. The issuer has filed a registration statement, including a prospectus and a preliminary prospectus supplement, with the SEC for**

**the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively,**

**the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. at 866-471-2526, Citigroup Global Markets Inc. at 800-831-9146, Deutsche Bank Securities Inc. at 800-503-4611 or BNY Mellon Capital Markets, LLC at 800-269-6864.**