Bank of New York Mellon Corp
Form 424B2
February 01, 2017

Calculation of Registration Fee

Title of Each Class of Securities Offered	Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Amount of Registration Fee[1]
3.442% Fixed Rate/Floating Rate Callable Senior Medium-Term Notes, Series J due 2028	100%	$1,000,000,000	$115,900.00

[1] Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

Pricing Supplement dated January 31, 2017 Rule 424(b)(2)

(To Prospectus dated January 30, 2017 and File No. 333-209450

Prospectus Supplement dated January 30, 2017)

THE BANK OF NEW YORK MELLON CORPORATION

Senior Medium-Term Notes Series J

(U.S. $ Fixed Rate/Floating Rate)

$1,000,000,000 3.442% Fixed Rate/Floating Rate Callable Senior Notes Due 2028

Trade Date: January 31, 2017

Original Issue Date: February 7, 2017

Principal Amount: $1,000,000,000

Net Proceeds (Before Expenses) to Issuer: $998,500,000

Price to Public: 100.000% plus accrued interest, if any, from February 7, 2017

Commission/Discount: 0.150%

Agent s Capacity: x Principal Basis Agency Basis

Maturity Date: February 7, 2028

Interest Payment Dates: Semi-annually on the 7th day of February and August of each year, commencing August 7, 2017 to and including February 7, 2027 (or the next business day, if an Interest Payment Date falls on a non-business day; the amount of interest payable will not be adjusted for such postponement); quarterly on the 7th day of February, May, August and November, commencing on May 7, 2027 and ending on the Maturity Date (or the next business day, if an Interest Payment Date falls on a non-business day, except that if such next business day falls in the next succeeding calendar month, such Interest Payment Date will be the next preceding business day)

Interest Rate: 3.442% per annum from and including the Original Issue Date to, but excluding, February 7, 2027 (the Fixed Rate Period); 3-month LIBOR plus 106.9 basis points from and including February 7, 2027 to but excluding the Maturity Date (the Floating Rate Period)

Floating Rate Period Initial Interest Rate: 3-month LIBOR + 106.9 basis points determined on the second London Banking Day preceding February 7, 2027

Floating Rate Period Interest Reset Dates: Quarterly on the 7th day of February, May, August, and November, commencing May 7, 2027 (or the next business day, if an Interest Reset Date falls on a non-business day, except that if such next business day falls in the next succeeding calendar month, such Interest Reset Date will be the next preceding business day)

Floating Rate Period Base Rate: LIBOR (the designated LIBOR page shall be Reuters page LIBOR01 and the LIBOR currency shall be U.S. Dollars)

Floating Rate Period Index Maturity: 3-month

Floating Rate Period Spread: + 106.9 basis points

Floating Rate Period Interest Determination Dates: The second London Banking Day preceding the related Floating Rate Period Interest Reset Date

Optional Redemption Date: February 7, 2027

Redemption Price: 100% of the principal amount of the Notes redeemed

Optional Redemption: Redeemable in whole, but not in part, at the option of the issuer on the Optional Redemption Date at the Redemption Price, plus accrued and unpaid interest thereon to the Optional Redemption Date on written notice given to the registered holders of the Notes not less than 10 nor more than 60 calendar days prior to the Optional Redemption Date.

The Notes are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

Form:	x	Book Entry
		Certificated
Redemption:		The Notes cannot be redeemed prior to maturity
	x	The Notes may be redeemed prior to maturity
Repayment:	x	The Notes cannot be repaid prior to maturity
		The Notes can be repaid prior to maturity at the option of the holder of the Notes
Discount Note:		Yes __x__ No

Defeasance: The defeasance and covenant defeasance provisions of the Senior Indenture described under Description of Debt Securities Debt Securities Issued by the Company under the Senior Indenture or the Senior Subordinated Indenture Legal Defeasance and Covenant Defeasance in the Prospectus will apply to the Notes.

Plan of Distribution: The Notes described herein are being purchased, severally and not jointly, by the agents named in the below table (the *Agents*), each as principal, on the terms and conditions described in the prospectus supplement under the caption Plan of Distribution of Medium-Term Notes (Conflicts of Interest).

Agent	Aggregate Principal Amount of Notes to be Purchased
Citigroup Global Markets Inc.	200,000,000
J.P. Morgan Securities LLC	200,000,000
Merrill Lynch, Pierce, Fenner & Smith, Incorporated	200,000,000
Wells Fargo Securities, LLC	200,000,000
BNY Mellon Capital Markets, LLC	70,000,000
BBVA Securities Inc.	20,000,000
BNP Paribas Securities Corp.	20,000,000
Lloyds Securities Inc.	20,000,000
Santander Investment Securities Inc.	20,000,000
U.S. Bancorp Investments, Inc.	20,000,000
Castleoak Securities, L.P.	10,000,000
Drexel Hamilton, LLC	10,000,000
MFR Securities, Inc.	10,000,000
Total:	$ 1,000,000,000

The Agents expect to deliver the Notes in book-entry form only through the facilities of The Depository Trust Company against payment in New York, New York on or about the fifth business day following the date of this Pricing Supplement. Trades of securities in the secondary market generally are required to settle in three business days, referred to as T+3, unless the parties to a trade agree otherwise. Accordingly, by virtue of the fact that the initial delivery of the Notes will not be made on a T+3 basis, investors who wish to trade the Notes before a final settlement will be required to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement.

The prospectus, prospectus supplement and this pricing supplement may be used by the Company, BNY Mellon Capital Markets, LLC and any other affiliate controlled by the Company in connection with offers and sales relating to the initial sales of securities and any market-making transaction involving the securities after the initial sale. These transactions may be executed at negotiated prices that are related to market prices at the time of purchase or sale, or at other prices. The Company and its affiliates may act as principal or agent in these transactions.

The Agents and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Certain of the Agents and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Company, for which they received or will receive customary fees and expenses.

We estimate that we will pay approximately $190,000 for expenses, excluding underwriting discounts and commissions.

In the ordinary course of their various business activities, the Agents and their respective affiliates have made or held, and may in the future make or hold, a broad array of investments including serving as counterparties to certain derivative and hedging arrangements, and may have actively traded, and, in the future may actively trade, debt and equity securities (or related derivative securities), and financial instruments (including bank loans) for their own account and for the accounts of their customers and may have in the past and at any time in the future hold long and short positions in such securities and instruments. Such investment and securities activities may have involved, and in the future may involve, securities and instruments of the Company.