

Bank of New York Mellon Corp  
Form 424B2  
August 17, 2017

**Calculation of Registration Fee**

| <b>Title of Each Class of Securities Offered</b>                | <b>Maximum Offering Price Per Unit</b> | <b>Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee<sup>(1)</sup></b> |
|---|--|---|---|
| 3.300% Senior Subordinated Medium-Term Notes, Series K due 2029 | 100.000%                               | \$750,000,000                           | \$86,925  |

<sup>(1)</sup> Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

Pricing Supplement dated August 16, 2017  
(To Prospectus dated January 30, 2017 and  
Prospectus Supplement dated January 30, 2017)

Rule 424(b)(2)  
File No. 333-209450

THE BANK OF NEW YORK MELLON CORPORATION

Senior Subordinated Medium-Term Notes Series K

(U.S. \$ Fixed Rate)

\$750,000,000 3.300% Senior Subordinated Notes Due 2029

Trade Date: August 16, 2017

Original Issue Date: August 23, 2017

Principal Amount: \$750,000,000

Net Proceeds (Before Expenses) to Issuer: \$748,875,000

Edgar Filing: Bank of New York Mellon Corp - Form 424B2

Price to Public: 100.000% plus accrued interest, if any, from August 23, 2017

Commission/Discount: 0.15%

Agent's Capacity:   x   Principal Basis            Agency Basis

Maturity Date: August 23, 2029

Interest Payment Dates: Semi-annually on the 23rd day of February and August of each year, commencing February 23, 2018 and ending on the Maturity Date (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)

Interest Rate: 3.300% per annum

Redemption Commencement Date: May 23, 2029

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

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

***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:  Book Entry  
 Certificated

Redemption: The Notes cannot be redeemed prior to maturity  
 The Notes may be redeemed prior to maturity

Repayment:  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  No

**Defeasance:** The defeasance and covenant defeasance provisions of the Senior Subordinated 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 not apply to the Notes.

**United States Federal Income Tax Consequences:** The Company believes that the Notes should not be treated as issued with original issue discount for United States federal income tax purposes. See the discussion in the prospectus supplement under United States Federal Income Tax Consequences for a discussion of the United States federal income tax consequences of investing in 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<br>of Notes to be Purchased |
|--------------------------------------|--|
| Credit Suisse Securities (USA) LLC   | \$ 150,000,000   |
| Deutsche Bank Securities Inc.        | \$ 150,000,000   |
| RBC Capital Markets, LLC             | \$ 150,000,000   |
| UBS Securities LLC                   | \$ 150,000,000   |
| BNY Mellon Capital Markets, LLC      | \$ 60,000,000  |
| Commonwealth Bank of Australia       | \$ 15,000,000  |
| Lloyds Securities Inc.               | \$ 15,000,000  |
| Raymond James & Associates, Inc.     | \$ 15,000,000  |
| Santander Investment Securities Inc. | \$ 15,000,000  |
| Standard Chartered Bank              | \$ 15,000,000  |
| Academy Securities, Inc.             | \$ 7,500,000   |
| Drexel Hamilton, LLC                 | \$ 7,500,000   |
| <b>Total:</b>                        | <b>\$ 750,000,000</b>                                  |

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.

Edgar Filing: Bank of New York Mellon Corp - Form 424B2

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.

To the extent any Agent that is not a U.S. registered broker-dealer intends to effect any offers or sales of any notes in the United States, it will do so through one or more U.S. registered broker-dealers in accordance with the applicable U.S. securities laws and regulations.

We estimate that we will pay approximately \$230,000 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.