

NORTHERN TRUST CORP  
Form 8-K  
August 08, 2016

**UNITED STATES**  
**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) August 4, 2016**

**Northern Trust Corporation**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36609**  
**(Commission**

**file number)**  
**50 South LaSalle Street**

**36-2723087**  
**(I.R.S. Employer**

**Identification No.)**

Edgar Filing: NORTHERN TRUST CORP - Form 8-K

**Chicago, Illinois 60603**

**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code: (312) 630-6000**

**Not applicable**

**(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 (*see* General Instruction A.2. below):

- .. 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 3.03. Material Modification to Rights of Security Holders.**

The information set forth in Item 5.03 of this Current Report on Form 8-K is incorporated in this Item 3.03 by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On August 4, 2016, Northern Trust Corporation (the Corporation ) filed a Certificate of Designation with the Secretary of State of the State of Delaware, for the purpose of fixing the designations, preferences, limitations and relative rights of the Corporation's Series D Non-Cumulative Perpetual Preferred Stock, without par value (the Series D Preferred Stock ), with a liquidation preference of \$100,000 per share. A copy of the Certificate of Designation is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

On August 8, 2016, the Corporation issued and sold 500,000 depositary shares (the Depositary Shares ), each representing a 1/100th ownership interest in a share of the Series D Preferred Stock, pursuant to an Underwriting Agreement (the Underwriting Agreement ), dated August 1, 2016, by and between the Corporation and Barclays Capital Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters listed therein (the Underwriters ). Net proceeds, after deducting the underwriting discount but before estimated offering expenses, from the offering of the Depositary Shares were \$495,000,000, which the Corporation intends to use for general corporate purposes.

Certain of the Underwriters and certain of their respective affiliates have performed banking, investment banking, custodial and advisory services for the Corporation and its affiliates, from time to time, for which they have received customary fees and expenses. The Underwriters and their respective affiliates may, from time to time, engage in transactions with and perform services for the Corporation in the ordinary course of their business.

In connection with the issuance of the Depositary Shares, the Corporation entered into a deposit agreement (the Deposit Agreement ), dated August 8, 2016, with Wells Fargo Bank, N.A., as depositary, and the holders from time to time of the depositary receipts described therein.

The Depositary Shares were offered pursuant to the Corporation's shelf registration statement on Form S-3 (File No. 333-197686) and the prospectus included therein, filed with the Securities and Exchange Commission on July 29, 2014, and supplemented by the prospectus supplement, dated August 1, 2016. The above descriptions of the Underwriting Agreement and the Deposit Agreement do not purport to be complete and are qualified in their entirety by reference to the full text of such agreements. Copies of the Underwriting Agreement and the Deposit Agreement are attached hereto as Exhibits 1.1 and 4.2, respectively, and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- Exhibit 1.1 Underwriting Agreement, dated August 1, 2016, between Northern Trust Corporation and Barclays Capital Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters listed therein
- Exhibit 3.1 Certificate of Designation of Series D Non-Cumulative Perpetual Preferred Stock of Northern Trust Corporation, dated August 4, 2016
- Exhibit 4.1 Form of Certificate representing Series D Non-Cumulative Perpetual Preferred Stock
- Exhibit 4.2 Deposit Agreement, dated August 8, 2016, among Northern Trust Corporation, Wells Fargo Bank, N.A., as depositary, and the holders from time to time of the depositary receipts described therein
- Exhibit 4.3 Form of Depositary Receipt (included as Exhibit A to Exhibit 4.2)
- Exhibit 5.1 Opinion of Mayer Brown LLP, counsel to the Corporation
- Exhibit 23.1 Consent of Mayer Brown LLP (included in Exhibit 5.1)

**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 hereunto duly authorized.

**NORTHERN TRUST CORPORATION**

By: /s/ Stephanie S. Greisch  
Name: Stephanie S. Greisch  
Title: Corporate Secretary

Date: August 8, 2016

**EXHIBIT INDEX**

<b>Exhibit</b>	
<b>No.</b>	<b>Description</b>
Exhibit 1.1	Underwriting Agreement, dated August 1, 2016, between Northern Trust Corporation and Barclays Capital Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters listed therein
Exhibit 3.1	Certificate of Designation of Series D Non-Cumulative Perpetual Preferred Stock of Northern Trust Corporation, dated August 4, 2016
Exhibit 4.1	Form of Certificate representing Series D Non-Cumulative Perpetual Preferred Stock
Exhibit 4.2	Deposit Agreement, dated August 8, 2016, among Northern Trust Corporation, Wells Fargo Bank, N.A., as depositary, and the holders from time to time of the depositary receipts described therein
Exhibit 4.3	Form of Depositary Receipt (included as <u>Exhibit A</u> to Exhibit 4.2)
Exhibit 5.1	Opinion of Mayer Brown LLP, counsel to the Corporation
Exhibit 23.1	Consent of Mayer Brown LLP (included in Exhibit 5.1)