

Bank of New York Mellon CORP  
Form 8-A12B  
September 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO**  
**SECTION 12(B) OR (G) OF THE SECURITIES EXCHANGE ACT OF 1934**

**THE BANK OF NEW YORK MELLON CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State of incorporation or organization)

**13-2614959**  
(IRS Employer Identification No.)

**One Wall Street**  
**New York, New York**  
(Address of Principal Executive Offices)

**10286**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

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**Name of Each Exchange on**

**Title of Each Class  
to be so Registered:**

**Which Each Class is to be Registered  
New York Stock Exchange, Inc.**

Depository Shares each representing a 1/4,000th interest in a share of  
Series C Noncumulative Perpetual Preferred Stock

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates: 333-167832**

**Securities to be registered pursuant to Section 12(g) of the Act: None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the general terms and provisions of the Series C Noncumulative Perpetual Preferred Stock, liquidation preference \$100,000 per share, par value \$0.01 per share (the Series C Preferred Stock), of The Bank of New York Mellon Corporation (the Registrant) as well as the description of the Registrant's depositary shares (the Depositary Shares), each representing a 1/4<sup>th</sup> interest in a share of the Series C Preferred Stock to be registered hereunder is incorporated herein by reference to the descriptions included under the captions Description of the Series C Preferred Stock and Description of Depositary Shares, respectively, in the Prospectus Supplement, dated as of September 12, 2012, as filed with the Securities and Exchange Commission (the Commission) on September 14, 2012 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, to the prospectus, dated as of June 28, 2010, included in the Registration Statement on Form S-3 (No. 333-167832) of the Registrant, as filed with the Commission on June 28, 2010. Such sections are incorporated herein by reference.

If any additional securities registered hereby are issued, a prospectus supplement relating to such securities will be filed with the Commission and will be incorporated herein by reference.

**Item 2. Exhibits.**

- 3.1 Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 000-52710), as filed with the Commission on July 2, 2007).
- 3.2 Certificate of Designations of the Registrant with respect to the Series C Preferred Stock, dated September 13, 2012.
- 3.3 Amended and Restated By-Laws of the Registrant, as amended and restated on July 10, 2007 and subsequently amended on April 14, 2009, August 11, 2009, February 9, 2010, July 2, 2010 and October 12, 2010 (incorporated herein by reference to Exhibit 3.2 of the Registrant's Annual Report on Form 10-K (File No. 000-52710) for the year ended December 31, 2010, as filed with the Commission on February 28, 2011).
- 4.1 Form of Deposit Agreement, by and among the Registrant, Computershare Shareowner Services LLC, as depositary, and the holders from time to time of the depositary receipts described therein.
- 4.2 Form of certificate representing the Series C Preferred Stock (included as Exhibit A to Exhibit 4.1).
- 4.3 Form of depositary receipt representing the Depositary Shares (included as Exhibit B to Exhibit 4.1).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: September 14, 2012

The Bank of New York Mellon Corporation

By: /s/ CRAIG T. BEAZER  
Name: Craig T. Beazer  
Title: Assistant Secretary

**EXHIBIT INDEX**

<b>Number</b>	<b>Description</b>	<b>Method of Filing</b>
3.1	Restated Certificate of Incorporation of the Registrant	Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 000-52710), as filed with the Commission on February on July 2, 2007
3.2	Certificate of Designations of the Registrant with respect to the Series C Preferred Stock, dated September 13, 2012	Filed herewith
3.3	Amended and Restated By-Laws of the Registrant, as amended and restated on July 10, 2007 and subsequently amended on April 14, 2009, August 11, 2009, February 9, 2010, July 2, 2010 and October 12, 2010	Incorporated by reference to Exhibit 3.2 of the Registrant's Annual Report on Form 10-K (File No. 000-52710) for the year ended December 31, 2010, as filed with the Commission on February 28, 2011
4.1	Form of Deposit Agreement, by and among the Registrant, Computershare Shareowner Services LLC, as depositary, and the holders from time to time of the depositary receipts described therein	Filed herewith
4.2	Form of certificate representing the Series C Preferred Stock	Included as Exhibit A to Exhibit 4.1
4.3	Form of depositary receipt representing the Depositary Shares	Included as Exhibit B to Exhibit 4.1