

NORTHERN TRUST CORP
Form 8-K
May 03, 2019

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): May 3, 2019

NORTHERN TRUST CORPORATION
(Exact name of Registrant as Specified in Charter)

Delaware
(State or other Jurisdiction
of incorporation)

001-36609
(Commission
File Number)

36-2723087
(IRS Employer
Identification No.)

50 South LaSalle Street, Chicago, Illinois
(Address of Principal Executive Offices)

60603
(Zip Code)

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

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:

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|--|-----------------------|--|
| Common Stock, \$1.66 2/3 Par Value | NTRS | The NASDAQ Stock Market LLC |
| Depositary Shares, each representing 1/1000th interest in a share of Series C Non-Cumulative Perpetual Preferred Stock | NTRSP | The NASDAQ Stock Market LLC |

Item 8.01 Other Events.

On May 3, 2019, Northern Trust Corporation (the Company) issued \$500,000,000 of its 3.15% Senior Notes due 2029 (the Notes) pursuant to an underwriting agreement, dated as of April 30, 2019, by and among the Company, Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith, Incorporated, UBS Securities LLC, and Wells Fargo Securities, LLC, as representatives of the several underwriters listed therein. The Notes were issued in a public offering pursuant to an indenture, dated as of May 8, 2017, as amended and supplemented by a third supplemental indenture, dated as of May 3, 2019, between the Company and The Bank of New York Mellon Trust Company, National Association, as trustee.

The Notes are unsecured obligations of the Company and rank equally with all of the Company's existing and future senior debt. The Notes will mature on May 3, 2029. The Notes will bear interest from the date they are issued at an annual rate of 3.15% payable semi-annually in arrears on May 3 and November 3, beginning on November 3, 2019.

On or after February 3, 2029, the Notes will be redeemable, at the Company's option, in whole or in part at any time and from time to time, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed plus accrued and unpaid interest thereon to, but excluding, the redemption date.

The Notes were offered pursuant to the Company's shelf Registration Statement on Form S-3 (Registration No. 333-219591) and the prospectus included therein, filed with the Securities and Exchange Commission on July 31, 2017, and supplemented by the prospectus supplement, dated April 30, 2019.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 1.1 | <u>Underwriting Agreement, dated as of April 30, 2019, among Northern Trust Corporation and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC, and Wells Fargo Securities, LLC, as representatives of the underwriters named therein.</u> |
| 4.1 | <u>Third Supplemental Indenture, dated as of May 3, 2019, between Northern Trust Corporation and The Bank of New York Mellon Trust Company, National Association, as trustee.</u> |
| 4.2 | <u>Form of 3.15% Senior Notes due 2029 (included in Exhibit 4.1).</u> |
| 5.1 | <u>Opinion of Mayer Brown LLP, counsel for Northern Trust Corporation, as to the validity of the Notes.</u> |
| 23.1 | <u>Consent of Mayer Brown LLP (included in Exhibit 5.1).</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 3, 2019

Northern Trust Corporation

By: /s/ Susan C. Levy
Susan C. Levy
Executive Vice President, General Counsel and
Corporate Secretary