

Bank of New York Mellon Corp
Form FWP
August 17, 2017

Filed pursuant to Rule 433

Registration Statement No.: 333-209450

THE BANK OF NEW YORK MELLON CORPORATION

\$750,000,000 3.300% SENIOR SUBORDINATED NOTES DUE 2029

August 16, 2017

ISSUER: THE BANK OF NEW YORK MELLON CORPORATION

SECURITIES: SENIOR SUBORDINATED MEDIUM-TERM NOTES, SERIES K

EXPECTED RATINGS (MOODY S / S&P / FITCH / DBRS)*: A2 (STABLE) / A- (STABLE) / A+ (STABLE) / AH (STABLE)

LEGAL FORMAT: SEC-REGISTERED

MATURITY DATE: AUGUST 23, 2029

TRADE DATE: AUGUST 16, 2017

SETTLEMENT DATE: AUGUST 23, 2017 (T+5) **

REDEMPTION COMMENCEMENT DATE: MAY 23, 2029

COUPON: 3.300% PER ANNUM

COUPON FREQUENCY: SEMI-ANNUALLY

INTEREST PAYMENT DATES: INTEREST PAYS SEMI-ANNUALLY ON EACH FEBRUARY 23 AND AUGUST 23, COMMENCING ON FEBRUARY 23, 2018 AND ENDING ON THE MATURITY DATE

REDEMPTION PRICE: 100% OF THE PRINCIPAL AMOUNT OF THE NOTES REDEEMED

REDEMPTION TERMS: 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. THE BANK OF NEW YORK MELLON CORPORATION SHALL PROVIDE AT LEAST 10 AND NOT MORE THAN 60 CALENDAR DAYS NOTICE OF REDEMPTION TO THE REGISTERED HOLDER OF THE NOTE.

DAY COUNT CONVENTION: 30/360

PRINCIPAL AMOUNT: \$750,000,000

ISSUE PRICE: 100.000% OF PRINCIPAL AMOUNT

NET PROCEEDS (BEFORE EXPENSES) TO ISSUER: \$748,875,000

BENCHMARK TREASURY: UST 2.250% DUE AUGUST 15, 2027

BENCHMARK TREASURY YIELD: 2.220%

SPREAD TO BENCHMARK TREASURY: +108 BASIS POINTS

RE-OFFER YIELD: 3.300%

DENOMINATIONS: \$1,000 X \$1,000

LISTING: NONE

CUSIP/ISIN: 06406YAA0 / US06406YAA01

BOOKRUNNERS: CREDIT SUISSE SECURITIES (USA) LLC
DEUTSCHE BANK SECURITIES INC.
RBC CAPITAL MARKETS, LLC
UBS SECURITIES LLC
BNY MELLON CAPITAL MARKETS, LLC

CO-MANAGERS*:** COMMONWEALTH BANK OF AUSTRALIA
LLOYDS SECURITIES INC.
RAYMOND JAMES & ASSOCIATES, INC.
SANTANDER INVESTMENT SECURITIES INC.
STANDARD CHARTERED BANK
ACADEMY SECURITIES, INC.
DREXEL HAMILTON, LLC

The notes are not deposits or other obligations of a bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

The issuer has filed a registration statement (including a prospectus and a prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC at 1-800-221-1037, Deutsche Bank Securities Inc. at 1-800-503-4611, RBC Capital Markets, LLC at 1-866-375-6829, UBS Securities LLC at 1-888-827-7275 or BNY Mellon Capital Markets, LLC at 1-800-269-6864.

- * A security rating is not a recommendation to buy, sell or hold securities, and may be subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating.
- ** The Book-Runners and Co-Managers 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 Term Sheet. 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.
- *** To the extent any Co-Manager 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.