

Bank of New York Mellon Corp
Form FWP
August 07, 2018

Filed pursuant to Rule 433

Registration Statement No.: 333-209450

THE BANK OF NEW YORK MELLON CORPORATION

\$400,000,000 3.850% SENIOR NOTES DUE 2028

August 6, 2018

ISSUER: THE BANK OF NEW YORK MELLON CORPORATION

SECURITIES: SENIOR MEDIUM-TERM NOTES, SERIES J

EXPECTED RATINGS (MOODY S / S&P / FITCH / DBRS)*: A1 (STABLE) / A (STABLE) / AA- (STABLE) / AAL (STABLE)

LEGAL FORMAT: SEC-REGISTERED

MATURITY DATE: APRIL 28, 2028

TRADE DATE: AUGUST 6, 2018

SETTLEMENT DATE: AUGUST 13, 2018 (T+5) **

COUPON: 3.850% PER ANNUM

COUPON FREQUENCY: SEMI-ANNUALLY

INTEREST PAYMENT DATES: INTEREST PAYS SEMI-ANNUALLY ON EACH APRIL 28 AND OCTOBER 28, COMMENCING ON OCTOBER 28, 2018 AND ENDING ON THE MATURITY DATE

DAY COUNT CONVENTION: 30/360

PRINCIPAL AMOUNT: \$400,000,000 (TO BE FUNGIBLE AND CONSOLIDATED WITH THE \$500,000,000 3.850% SENIOR NOTES DUE 2028 ISSUED ON APRIL 30, 2018, THEREBY FORMING A SINGLE ISSUE WITH SUCH NOTES WITH AN AGGREGATE PRINCIPAL AMOUNT OF \$900,000,000)

ISSUE PRICE: 101.324% OF PRINCIPAL AMOUNT, PLUS ACCRUED AND UNPAID INTEREST FROM APRIL 30, 2018 TO BUT EXCLUDING THE SETTLEMENT DATE

NET PROCEEDS (BEFORE EXPENSES) TO ISSUER: \$409,102,111.11

BENCHMARK TREASURY: UST 2.875% DUE MAY 15, 2028

BENCHMARK TREASURY YIELD: 2.936%

SPREAD TO BENCHMARK TREASURY: +75 BASIS POINTS

RE-OFFER YIELD: 3.686%

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

LISTING: NONE

CUSIP/ISIN: 06406RAH0 / US06406RAH03

BOOKRUNNERS: BARCLAYS CAPITAL INC.
HSBC SECURITIES (USA) INC.
MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED
WELLS FARGO SECURITIES, LLC
BNY MELLON CAPITAL MARKETS, LLC

CO-MANAGERS: ANZ SECURITIES, INC.
MACQUARIE CAPITAL (USA) INC.
NATIONAL BANK OF CANADA FINANCIAL INC.
SANTANDER INVESTMENT SECURITIES INC.
SG AMERICAS SECURITIES, LLC
R. SEELAUS & CO., INC.
SAMUEL A. RAMIREZ & COMPANY, INC.

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 notes described in this term sheet are in addition to the \$500,000,000 principal amount of 3.850% Senior Medium-Term Notes Series J due 2028 that The Bank of New York Mellon Corporation issued in April 2018, described in the Pricing Supplement dated April 23, 2018 to the Prospectus Supplement dated January 30, 2017 and the Prospectus dated January 30, 2017, and will be consolidated with, have the same CUSIP and ISIN numbers as, and will form part of a single issue with, those notes. Upon completion of this offering, the aggregate principal amount of outstanding notes under this issue will be \$900,000,000. Information contained in the Pricing Supplement dated April 23, 2018 is not incorporated by reference into this term sheet.

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 Barclays Capital Inc. at 1-888-603-5847, HSBC Securities (USA) Inc. at 1-866-811-8049, Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, Wells Fargo Securities, LLC at 1-800-645-3751 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 two business days, referred to as T+2, 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+2 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.