

Bank of New York Mellon Corp
Form 424B2
February 01, 2017

Calculation of Registration Fee

Title of Each Class of Securities Offered	Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Amount of Registration Fee⁽¹⁾
2.600% Senior Medium-Term Notes, Series J due 2022	99.786%	\$1,247,325,000	\$144,564.97

⁽¹⁾ Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

Pricing Supplement dated January 31, 2017

Rule 424(b)(2)

(To Prospectus dated January 30, 2017 and

File No. 333-209450

Prospectus Supplement dated January 30, 2017)

THE BANK OF NEW YORK MELLON CORPORATION

Senior Medium-Term Notes Series J

(U.S. \$ Fixed Rate)

\$1,250,000,000 2.600% Senior Notes Due 2022

Trade Date: January 31, 2017

Original Issue Date: February 7, 2017

Principal Amount: \$1,250,000,000

Net Proceeds (Before Expenses) to Issuer: \$1,245,450,000

Price to Public: 99.786% plus accrued interest, if any, from February 7, 2017

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Commission/Discount: 0.150%

Agent's Capacity: Principal Basis _____ Agency Basis

Maturity Date: February 7, 2022

Interest Payment Dates: Semi-annually on the 7th day of February and August of each year, commencing August 7, 2017 and ending on the Maturity Date (or the next business day, if an Interest Payment Date falls on a non-business day; the amount of interest payable will not be adjusted for such postponement)

Interest Rate: 2.600% per annum

Redemption Commencement Date: January 7, 2022

Redemption Price: 100% of the principal amount of the Notes redeemed

Optional Redemption: 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 on written notice given to the registered holders of the Notes not less than 10 nor more than 60 calendar days prior to the date of redemption.

The Notes are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

other prices. The Company and its affiliates may act as principal or agent in these transactions.

The Agents and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Certain of the Agents and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Company, for which they received or will receive customary fees and expenses.

We estimate that we will pay approximately \$215,000 for expenses, excluding underwriting discounts and commissions.

In the ordinary course of their various business activities, the Agents and their respective affiliates have made or held, and may in the future make or hold, a broad array of investments including serving as counterparties to certain derivative and hedging arrangements, and may have actively traded, and, in the future may actively trade, debt and equity securities (or related derivative securities), and financial instruments (including bank loans) for their own account and for the accounts of their customers and may have in the past and at any time in the future hold long and short positions in such securities and instruments. Such investment and securities activities may have involved, and in the future may involve, securities and instruments of the Company.