

Bank of New York Mellon Corp  
Form FWP  
January 28, 2014

Filed pursuant to Rule 433

Registration Statement No.: 333-189568

**THE BANK OF NEW YORK MELLON CORPORATION**

**\$750,000,000 3.650% SENIOR NOTES DUE 2024**

**JANUARY 28, 2014**

**ISSUER:** THE BANK OF NEW YORK MELLON CORPORATION

**SECURITIES:** SENIOR MEDIUM-TERM NOTES, SERIES G

**EXPECTED RATINGS\*:** A1 / A+ / AA- / AAL (STABLE/NEGATIVE/STABLE/STABLE)

**LEGAL FORMAT:** SEC-REGISTERED

**MATURITY DATE:** FEBRUARY 4, 2024

**TRADE DATE:** JANUARY 28, 2014

**SETTLEMENT DATE:** FEBRUARY 4, 2014 (T+5)

**REDEMPTION COMMENCEMENT DATE:** JANUARY 5, 2024

**COUPON:** 3.650% PER ANNUM

**COUPON FREQUENCY:** SEMI-ANNUALLY

**INTEREST PAYMENT DATES:** INTEREST PAYS SEMI-ANNUALLY ON EACH FEBRUARY 4 AND AUGUST 4, COMMENCING ON AUGUST 4, 2014 AND ENDING ON THE MATURITY DATE

**REDEMPTION PRICE:** 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:** 99.635% OF PRINCIPAL AMOUNT

**PROCEEDS TO ISSUER:** \$746,137,500

**PRICING BENCHMARK:** UST 2.750% DUE NOVEMBER 15, 2023

**BENCHMARK YIELD:** 2.744%

**SPREAD TO BENCHMARK:** +95 BASIS POINTS

**RE-OFFER YIELD:** 3.694%

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

**LISTING:** NONE

**CUSIP/ISIN:** 06406HCS6 / US06406HCS67

**BOOKRUNNERS:** CITIGROUP GLOBAL MARKETS INC.  
J.P. MORGAN SECURITIES LLC  
MERRILL LYNCH, PIERCE, FENNER & SMITH  
INCORPORATED  
BNY MELLON CAPITAL MARKETS, LLC

**CO-MANAGERS:** CREDIT AGRICOLE SECURITIES (USA) INC.  
JEFFERIES LLC  
RBC CAPITAL MARKETS, LLC  
U.S. BANCORP INVESTMENTS, INC.  
BLAYLOCK ROBERT VAN, LLC  
CASTLEOAK SECURITIES, L.P.  
THE WILLIAMS CAPITAL GROUP, L.P.

**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](http://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 Citigroup Global Markets Inc. at 1-800-831-9146, J.P. Morgan Securities LLC, collect, at 1-212-834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322 and 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.