

Bank of New York Mellon Corp  
Form FWP  
April 24, 2018

Filed pursuant to Rule 433

Registration Statement No.: 333-209450

**THE BANK OF NEW YORK MELLON CORPORATION**

**\$750,000,000 3.500% SENIOR NOTES DUE 2023**

**April 23, 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, 2023

**TRADE DATE:** APRIL 23, 2018

**SETTLEMENT DATE:** APRIL 30, 2018 (T+5) \*\*

**COUPON:** 3.500% 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:** \$750,000,000

**ISSUE PRICE:** 99.891% OF PRINCIPAL AMOUNT

**NET PROCEEDS (BEFORE EXPENSES) TO ISSUER:** \$748,057,500

**BENCHMARK TREASURY:** UST 2.500% DUE MARCH 31, 2023

**BENCHMARK TREASURY YIELD:** 2.824%

**SPREAD TO BENCHMARK TREASURY:** +70 BASIS POINTS

**RE-OFFER YIELD:** 3.524%

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

**LISTING:** NONE

**CUSIP/ISIN:** 06406RAG2 / US06406RAG20

**BOOKRUNNERS:** BNP PARIBAS SECURITIES CORP.  
CREDIT SUISSE SECURITIES (USA) LLC  
DEUTSCHE BANK SECURITIES INC.  
RBC CAPITAL MARKETS, LLC  
BNY MELLON CAPITAL MARKETS, LLC

**CO-MANAGERS:** HSBC SECURITIES (USA) INC.  
JEFFERIES LLC  
NOMURA SECURITIES INTERNATIONAL, INC.  
RBS SECURITIES INC.  
SANTANDER INVESTMENT SECURITIES INC.  
MULTI-BANK SECURITIES, INC.  
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 BNP Paribas Securities Corp. at 1-800-854-5674, 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 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.