

STATE STREET CORP  
Form 8-K  
May 15, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 10, 2017**

**STATE STREET CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Massachusetts**  
**(State or other jurisdiction**

**of incorporation)**

**One Lincoln Street, Boston, Massachusetts**

**001-07511**  
**(Commission**

**File Number)**

**04-2456637**  
**(IRS Employer**

**Identification No.)**

**02111**

(Address of principal executive offices)

617-786-3000

(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events**

On May 15, 2017, State Street Corporation ( State Street ) issued \$750,000,000 aggregate principal amount of Fixed-to-Floating Rate Senior Notes due 2023 (the Notes ) in a public offering pursuant to a registration statement on Form S-3 (File No. 333-200321) and a related prospectus supplement filed with the Securities and Exchange Commission (the SEC ). The Notes were issued pursuant to an Indenture dated as of October 31, 2014 (the Base Indenture ) as supplemented by the First Supplemental Indenture dated as of May 8, 2017 (the Supplemental Indenture and, together with the Base Indenture, the Indenture ), between State Street and U.S. Bank National Association, a national banking association organized under the laws of the United States, as trustee. The form of Note is filed as Exhibit 4.1 hereto. The Base Indenture has been included as Exhibit 4.2 to State Street s Registration Statement on Form S-3, filed with the SEC on November 18, 2014. The Supplemental Indenture has been included as Exhibit 4.1 to State Street s current report on Form 8-K, filed with the SEC on May 8, 2017.

The sale of the Notes was made pursuant to the terms of an underwriting agreement dated May 10, 2017 (the Underwriting Agreement ), entered into among State Street and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC and UBS Securities LLC, as representatives of the underwriters named therein. The above description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and is incorporated herein by reference.

State Street expects to receive net proceeds from the offering of the Notes of approximately \$747.0 million, after deducting estimated expenses and underwriting discounts and commissions.

Wilmer Cutler Pickering Hale and Dorr LLP, counsel to State Street, has issued an opinion to State Street, dated May 15, 2017, regarding the legality of the Notes to be issued and sold in the offering upon issuance and sale thereof. A copy of the opinion as to legality is filed as Exhibit 5.1 to this current report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| Exhibit No. | Description                                                                                                                                                                                                                                                                      |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1         | Underwriting Agreement, dated May 10, 2017, by and among State Street Corporation and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC and UBS Securities LLC, as representatives of the several underwriters named therein |
| 4.1         | Form of Fixed-to-Floating Rate Senior Note due 2023                                                                                                                                                                                                                              |
| 5.1         | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, dated May 15, 2017                                                                                                                                                                                                         |
| 23.1        | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included as part of Exhibit 5.1)                                                                                                                                                                                           |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STATE STREET CORPORATION

By: /s/ Sean P. Newth  
Name: Sean P. Newth  
Title: Senior Vice President,  
Chief Accounting Officer and  
Controller

Date: May 15, 2017

Exhibit Index

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| 5.1         | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, dated May 15, 2017                                                                                                                                                                                                         |
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