



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At State Street Corporation's annual meeting of shareholders held on May 17, 2017, State Street's shareholders approved the 2017 Stock Incentive Plan (the "Plan"). The purpose of the Plan is to advance the interests of State Street's shareholders by enhancing State Street's ability to attract, retain and motivate persons who are expected to make important contributions to State Street and by providing such persons with equity ownership opportunities and performance-based incentives that are intended to better align the interests of such persons with those of State Street's shareholders. The Plan, among other things, allows for the issuance of up to 8,300,000 shares of State Street's common stock, plus up to an additional 28,500,000 shares of State Street's common stock, which is equal to the sum of (1) the number of shares of common stock reserved for issuance under State Street's 2006 Equity Incentive Plan that remained available for grant immediately prior to the annual meeting and (2) the number of shares of common stock subject to awards granted under the 2006 Equity Incentive Plan that, following the annual meeting, may expire, terminate or be otherwise surrendered, canceled, forfeited or repurchased by State Street at their original issuance price pursuant to a contractual repurchase right (subject, in the case of incentive stock options, to any limitations of the Internal Revenue Code of 1986, as amended).

The Plan had previously been approved by State Street's Board of Directors, and its effectiveness was subject to shareholder approval. The provisions of the Plan are described in the proxy statement for State Street's 2017 annual meeting under "Item 4 - Approval of The 2017 Stock Incentive Plan," which description is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference. The description of the Plan is qualified in its entirety by reference to the complete text of the Plan, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99.2 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 17, 2017, State Street Corporation held its annual meeting of shareholders. 351,696,933 shares of State Street's common stock were represented in person or by proxy at the meeting, representing approximately 92% of the 381,657,541 shares of State Street's common stock outstanding as of the close of business on March 10, 2017, the record date for the meeting. The following matters were voted on at the meeting:

- the election of ten director nominees;
- the approval of an advisory proposal on executive compensation;
- the recommendation, by an advisory proposal, for the frequency of future advisory proposals on executive compensation;
- the approval of the 2017 Stock Incentive Plan; and
- the ratification of the selection of Ernst & Young LLP as State Street's independent registered public accounting firm for the year ending December 31, 2017.

The shareholders voted to elect the ten director nominees, to approve the advisory proposal on executive compensation, to recommend an annual frequency for future advisory proposals on executive compensation, to approve the 2017 Stock Incentive Plan and to ratify the selection of the independent registered public accounting firm.

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The number of votes cast for or against and the number of abstentions and broker non-votes, as applicable, in connection with each matter presented for shareholder consideration at the meeting, are set forth below:

Proposal 1 - Election of Directors

|                         | For         | Against   | Abstain   | Broker Non-Votes |
|-------------------------|-------------|-----------|-----------|------------------|
| Kennett F. Burnes       | 323,227,885 | 5,446,017 | 296,982   | 22,726,049       |
| Patrick de Saint-Aignan | 326,950,086 | 1,685,256 | 335,542   | 22,726,049       |
| Lynn A. Dugle           | 326,953,780 | 1,657,261 | 359,843   | 22,726,049       |
| Amelia C. Fawcett       | 325,522,971 | 3,114,349 | 333,564   | 22,726,049       |
| William C. Freda        | 326,753,383 | 1,855,346 | 362,155   | 22,726,049       |
| Linda A. Hill           | 324,462,802 | 4,213,288 | 294,794   | 22,726,049       |
| Joseph L. Hooley        | 320,295,054 | 7,205,300 | 1,470,530 | 22,726,049       |
| Sean O'Sullivan         | 327,882,808 | 725,688   | 362,388   | 22,726,049       |
| Richard P. Sergel       | 320,839,802 | 7,790,115 | 340,967   | 22,726,049       |
| Gregory L. Summe        | 321,185,573 | 7,438,437 | 346,874   | 22,726,049       |

Proposal 2 - Advisory Proposal on Executive Compensation

| For         | Against    | Abstain  | Broker Non-Votes |
|-------------|------------|----------|------------------|
| 316,787,249 | 11,556,662 | 626,973* | 22,726,049*      |
| 96.5%       | 3.5%       |          |                  |

Proposal 3 - Advisory Proposal on the Frequency of Future Advisory Proposals on Executive Compensation

| 1 Year      | 2 Years | 3 Years    | Abstain  | Broker Non-Votes |
|-------------|---------|------------|----------|------------------|
| 303,830,035 | 469,266 | 24,108,246 | 563,337* | 22,726,049*      |
| 92.5%       | 0.1%    | 7.4%       |          |                  |

Proposal 4 - Approval of the 2017 Stock Incentive Plan

| For         | Against    | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 313,706,893 | 14,591,782 | 672,209 | 22,726,049*      |
| 95.4%       | 4.4%       | 0.2%    |                  |

Proposal 5 - Ratification of the selection of Ernst & Young LLP as State Street's Independent Registered Public Accounting Firm for the Year Ending December 31, 2017

| For         | Against   | Abstain  | Broker Non-Votes |
|-------------|-----------|----------|------------------|
| 342,707,181 | 8,758,385 | 231,367* | **               |
| 97.5%       | 2.5%      |          | **               |

\* Not counted as votes cast

\*\* Not applicable

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Text of "Item 4 - Approval of The 2017 Stock Incentive Plan" from the proxy statement for State Street's 2017 annual meeting of shareholders

99.2 2017 Stock Incentive Plan

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**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/ David C. Phelan

Name: David C. Phelan

Title: Executive Vice President, General Counsel and Assistant Secretary

Date: May 23, 2017

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EXHIBIT INDEX

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Text of "Item 4 - Approval of The 2017 Stock Incentive Plan" from the proxy statement for State Street's 2017 annual meeting of shareholders |
| 99.2        | 2017 Stock Incentive Plan  |