

STATE STREET CORP
Form 8-K
March 04, 2014

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): March 4, 2014

STATE STREET CORPORATION

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction

of incorporation)

001-07511
(Commission

File Number)

04-2456637
(IRS Employer

Identification No.)

One Lincoln Street, Boston,

Massachusetts
(Address of principal executive offices)

617-786-3000

02111
(Zip Code)

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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 (see General Instruction A.2 below):

- .. 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))

Item 8.01. Other Events

On March 4, 2014, State Street Corporation, a Massachusetts corporation ("State Street"), issued and sold 30,000,000 depositary shares (the "Depositary Shares") each representing a 1/4,000th ownership interest in a share of State Street's Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D, without par value per share, with a liquidation preference of \$100,000 per share (equivalent to \$25 per Depositary Share), in a public offering pursuant to a registration statement on Form S-3 (File No. 333-179875) and a related preliminary prospectus supplement and prospectus supplement, each as filed with the Securities and Exchange Commission. The sale of the Depositary Shares was made pursuant to the terms of an underwriting agreement (the "Underwriting Agreement"), dated February 25, 2014, between State Street and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein. State Street received net proceeds from the offering of the Depositary Shares, after deducting expenses and underwriting discounts and commissions, of approximately \$741.8 million.

In connection with the issuance of the Depositary Shares, the Company entered into a deposit agreement (the "Deposit Agreement"), dated March 4, 2014, with American Stock Transfer & Trust Company, LLC, as depositary, and the holders from time to time of the depositary receipts.

The Deposit Agreement has been included as Exhibit 4.1 hereto. The Underwriting Agreement has been included as Exhibit 1.1 to State Street's Current Report on Form 8-K, filed on March 3, 2014. The above descriptions of the Deposit Agreement and the Underwriting Agreement are qualified in their entirety by reference to such exhibits, which are incorporated herein by reference.

Wilmer Cutler Pickering Hale and Dorr LLP, counsel to State Street, has issued an opinion to State Street, dated March 4, 2014, regarding the legality of the Depositary Shares to be issued and sold in the offering upon issuance and sale thereof. A copy of the opinion as to legality is attached hereto as Exhibit 5.1 and is incorporated herein and into the Prospectus by reference.

Item 9.01. Financial Statements and Exhibits**(d) Exhibits**

| Exhibit No. | Description |
|-------------|---|
| 1.1 | Underwriting Agreement, dated February 25, 2014, between State Street Corporation and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein, filed as Exhibit 1.1 on Form 8-K dated March 3, 2014. |
| 4.1 | Deposit Agreement, dated March 4, 2014, among State Street Corporation, American Stock Transfer & Trust Company, LLC (as depositary), and the holders from time to time of the depositary receipts. |
| 5.1 | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, dated March 4, 2014. |
| 23.1 | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (contained in Exhibit 5.1 above). |

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/ James J. Malerba

Name: James J. Malerba

Title: Executive Vice President, Corporate Controller
and Chief Accounting Officer

Date: March 4, 2014

Exhibit Index

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| 4.1 | Deposit Agreement, dated March 4, 2014, among State Street Corporation, American Stock Transfer & Trust Company, LLC (as depositary), and the holders from time to time of the depositary receipts. |
| 5.1 | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, dated March 4, 2014. |
| 23.1 | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (contained in Exhibit 5.1 above). |