

STATE STREET CORP  
Form 8-K  
November 18, 2013

**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): November 14, 2013**

**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.)**

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**One Lincoln Street, Boston, Massachusetts**  
**(Address of principal executive offices)**

**02111**  
**(Zip Code)**

**617-786-3000**

**(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))

**Item 8.01. Other Events**

On November 14, 2013, State Street Corporation ( State Street ) entered into an underwriting agreement (the Underwriting Agreement ) with Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Goldman, Sachs & Co., as representatives of the underwriters named therein, with respect to the issuance and sale by State Street of \$1,000,000,000 aggregate principal amount of State Street s 3.70% Senior Notes due 2023 (the Notes ) in a public offering pursuant to a registration statement on Form S-3 (File No. 333-179875) and a related prospectus supplement filed with the Securities and Exchange Commission ( SEC ). The Notes will be issued pursuant to an Indenture (the Indenture ) dated as of March 11, 2009 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 Indenture has been included as Exhibit 4.2 to State Street s Registration Statement on Form S-3, filed with the SEC on March 12, 2009.

State Street expects to receive net proceeds from the offering of the Notes of approximately \$992 million, after deducting estimated expenses and underwriting discounts and commissions.

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.

Wilmer Cutler Pickering Hale and Dorr LLP, counsel to State Street, has issued an opinion to State Street, dated November 14, 2013, 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 November 14, 2013, by and among State Street Corporation and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Goldman, Sachs & Co., as representatives of the several underwriters named therein |
| 4.1         | Form of 3.70% Senior Note due 2023   |
| 5.1         | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, dated November 14, 2013  |
| 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/ James J. Malerba

Name: James J. Malerba

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

Date: November 18, 2013

Exhibit Index

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