

NORTHERN TRUST CORP
Form 8-K
April 20, 2016

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) April 19, 2016

NORTHERN TRUST CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

| | |
|--------------------------|-----------------------------------|
| 001-36609 | 36-2723087 |
| (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 50 South LaSalle Street, Chicago, Illinois | 60603 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code (312) 630-6000

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 5.07. Submission of Matters to a Vote of Security Holders

The 2016 annual meeting of stockholders of Northern Trust Corporation (the "Corporation") was held on April 19, 2016 in Chicago, Illinois for the purposes of: (i) electing 12 directors to serve on the Board of Directors until the 2017 annual meeting or their successors are elected and qualified; (ii) approving, by an advisory vote, 2015 named executive officer compensation; and (iii) ratifying the appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the 2016 fiscal year. Stockholders representing 209,966,204 shares, or 91.79% of the Corporation's common stock as of the February 22, 2016 record date, voted in person or by proxy. Final voting results are as follows.

Election of Directors

All 12 nominees for director named in the proxy statement for the annual meeting were elected by the votes set forth in the table below.

| Nominee | For | Against | Abstentions | Broker Non-Votes |
|-------------------------|-------------|-----------|-------------|------------------|
| Linda Walker Bynoe | 189,415,005 | 5,892,187 | 488,797 | 14,170,215 |
| Susan Crown | 193,184,323 | 2,069,167 | 542,499 | 14,170,215 |
| Dean M. Harrison | 194,991,176 | 641,315 | 163,498 | 14,170,215 |
| Dipak C. Jain | 192,502,524 | 3,135,293 | 158,172 | 14,170,215 |
| Jose Luis Prado | 194,830,508 | 803,276 | 162,205 | 14,170,215 |
| Thomas E. Richards | 191,711,672 | 3,911,810 | 172,507 | 14,170,215 |
| John W. Rowe | 187,765,898 | 7,541,673 | 488,418 | 14,170,215 |
| Martin P. Slark | 190,618,417 | 4,988,174 | 189,398 | 14,170,215 |
| David H. B. Smith, Jr. | 194,938,758 | 723,812 | 133,419 | 14,170,215 |
| Donald Thompson | 194,855,156 | 790,403 | 150,430 | 14,170,215 |
| Charles A. Tribbett III | 189,200,643 | 6,102,389 | 492,957 | 14,170,215 |
| Frederick H. Waddell | 191,100,180 | 3,807,712 | 888,097 | 14,170,215 |

Approval of 2015 Named Executive Officer Compensation

The 2015 named executive officer compensation was approved, on an advisory basis, by the votes set forth in the table below.

| For | Against | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 175,815,273 | 18,938,614 | 1,042,102 | 14,170,215 |

Ratification of the Appointment of KPMG LLP

The appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the 2016 fiscal year was ratified by the votes set forth in the table below.

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 208,352,820 | 1,433,668 | 179,716 | — |

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 thereunto duly authorized.

NORTHERN TRUST
CORPORATION
(Registrant)

Dated: April 20, 2016 By: /s/ Stephanie S. Greisch
Stephanie S. Greisch
Corporate Secretary