

STATE STREET CORP
Form 8-K
May 22, 2012

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 16, 2012

State Street Corporation
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Massachusetts (State of Incorporation) | 001-07511 (Commission File Number) | 04-2456637 (IRS Employer Identification Number) |
|---|---------------------------------------|--|

| | |
|--|---------------------|
| One Lincoln Street Boston, Massachusetts (Address of principal executive office) | 02111 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (617) 786-3000

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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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 16, 2012, State Street's shareholders approved the amended and restated 2006 equity incentive plan. The purpose of the plan is to advance State Street's interests by providing for the grant to plan participants of equity-based awards. The amended and restated plan, among other things, increases by 15.5 million the number of shares of State Street's common stock that may be delivered in satisfaction of awards under the plan. The amended and restated plan had previously been approved by State Street's board of directors, and its effectiveness was subject to shareholder approval.

The provisions of the amended and restated plan are described in the proxy statement for State Street's 2012 annual meeting under "Item 3-Approval of Amended and Restated 2006 Equity 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 amended and restated 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 16, 2012, State Street Corporation held its annual meeting of shareholders for the following purposes:

- to elect twelve directors;
- to approve an advisory proposal on executive compensation;
- to approve the amended and restated 2006 equity incentive plan to, among other things, increase by 15.5 million the number of shares of State Street's common stock that may be delivered in satisfaction of awards under the plan; and
- to ratify the selection of Ernst & Young LLP as State Street's independent registered public accounting firm for the year ending December 31, 2012.

The shareholders voted to elect the twelve director nominees, to approve the advisory proposal on executive compensation, to approve the amended and restated 2006 equity incentive plan and to ratify the selection of the independent registered public accounting firm.

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:

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Election of Directors

| | For | Against | Abstain | Broker Non-Votes |
|-------------------------|-------------|------------|-----------|---------------------|
| Kennett F. Burnes | 401,307,279 | 985,805 | 1,082,160 | 29,410,214 |
| Peter Coym | 400,950,806 | 1,346,996 | 1,077,442 | 29,410,214 |
| Patrick de Saint-Aignan | 400,898,051 | 1,442,431 | 1,034,762 | 29,410,214 |
| Amelia C. Fawcett | 392,637,725 | 9,659,867 | 1,077,652 | 29,410,214 |
| David P. Gruber | 397,381,004 | 4,890,528 | 1,103,712 | 29,410,214 |
| Linda A. Hill | 391,396,077 | 10,954,577 | 1,024,590 | 29,410,214 |
| Joseph L. Hooley | 389,428,236 | 12,900,122 | 1,046,886 | 29,410,214 |
| Robert S. Kaplan | 393,242,840 | 9,043,693 | 1,088,711 | 29,410,214 |
| Richard P. Sergel | 391,717,674 | 10,582,154 | 1,075,416 | 29,410,214 |
| Ronald L. Skates | 398,856,536 | 3,409,776 | 1,108,932 | 29,410,214 |
| Gregory L. Summe | 396,966,470 | 5,369,736 | 1,039,038 | 29,410,214 |
| Robert E. Weissman | 387,839,403 | 14,484,467 | 1,051,374 | 29,410,214 |

Other Matters

| | For | Against | Abstain | Broker Non-Votes |
|---|-------------|------------|-----------|---------------------|
| Advisory proposal on executive compensation | 350,410,307 | 49,887,689 | 3,077,248 | 29,410,214 |
| Approval of the amended and restated 2006 equity incentive plan to, among other things, increase by 15.5 million the number of shares of State Street's common stock that may be delivered in satisfaction of awards under the plan | 336,381,138 | 65,817,703 | 1,176,403 | 29,410,214 |
| Ratification of the selection of Ernst & Young LLP as State Street's independent registered public accounting firm for the year ending December 31, 2012 | 424,325,358 | 7,221,492 | 1,238,608 | * |

* - Not applicable

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Text of "Item 3 - Approval of Amended and Restated 2006 Equity Incentive Plan" from the proxy statement for State Street's 2012 annual meeting of shareholders.
 - 99.2 2006 Equity Incentive Plan as Amended and Restated (2012).
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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
and General Counsel

Date: May 22, 2012

EXHIBIT INDEX

Number Description

- | | |
|------|---|
| 99.1 | Text of “Item 3 - Approval of Amended and Restated 2006 Equity Incentive Plan” from the proxy statement for State Street's 2012 annual meeting of shareholders. |
| 99.2 | 2006 Equity Incentive Plan as Amended and Restated (2012). |