

BANK OF NEW YORK CO INC
Form 8-K
May 02, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 22, 2003

THE BANK OF NEW YORK COMPANY, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
|--|-------------------------------|-------------------------------------|
| New York (State or Other) | 1-6152 (Commission) | 13-2614959 (IRS Employer) |
| Jurisdiction of Incorporation) | File Number) | Identification No.) |
| One Wall Street, New York, New York (Address of Principal Executive Offices) | | 10286 (Zip Code) |

Registrant's telephone number, including area code: (212) 495-1784

ITEM 5. OTHER EVENTS.

On April 30, 2003, BNY Capital V, a statutory trust formed under the laws of the State of Delaware (the Trust) issued 14,000,000 of its 5.95% Trust Preferred Securities, Series F (Liquidation Amount \$25 per Trust Preferred Security) (the Trust Preferred Securities), which represent beneficial interests in the Trust, in a public offering registered under the Securities Act of 1933, as amended (Registration Statement Nos. 333-103003, 333-103003-01, 333-103003-02, 333-103003-03, 333-103003-04). The sole asset of the Trust is \$360,825,000 in aggregate principal amount of the 5.95% Junior Subordinated Deferrable Interest Debentures, Series F, of the Registrant. In addition, the Registrant has guaranteed the obligations of the Trust under the Trust Preferred Securities.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

The following exhibits are filed herewith:

Exhibit

| Number | Description |
|---------------|---|
| 1.1 | Pricing Agreement, dated April 22, 2003, among The Bank of New York Company, Inc., BNY Capital V and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. Incorporated, as representative of the several Underwriters named in Schedule I thereto, incorporating the Underwriting Agreement Standard Provisions (August 2002). |
| 1.2 | Letter Agreement, dated April 30, 2003, among The Bank of New York Company, Inc., BNY Capital V and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. Incorporated, as representative of the several Underwriters amending the Pricing Agreement. |
| 4.1 | Junior Subordinated Indenture, dated as of December 25, 1996, between The Bank of New York Company, Inc. and Bank One, National Association (f/k/a The First National Bank of Chicago), as Trustee (incorporated herein by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K, dated June 5, 1997 and filed on June 16, 1997). |
| 4.2 | Specimen of the 5.95% Junior Subordinated Deferrable Interest Debentures, Series F, of The Bank of New York Company, Inc. |
| 4.3 | Amended and Restated Trust Agreement, dated as of April 30, 2003, among The Bank of New York Company, Inc., as Depositor, Bank One, National Association, as Property Trustee, Bank One Delaware, Inc., as Delaware Trustee, and the Administrative Trustees named therein. |
| 4.4 | Specimen of the 5.95% Trust Preferred Securities, Series F, of BNY Capital V. |
| 4.5 | Guarantee Agreement, dated as of April 30, 2003, by and between The Bank of New York Company, Inc., as Guarantor, and Bank One, National Association, as Guarantee Trustee. |
| 4.6 | Agreement as to Expenses and Liabilities, dated as of April 30, 2003, between The Bank of New York Company, Inc. and BNY Capital V. |

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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.

THE BANK OF NEW YORK COMPANY, INC.

Date: April 30, 2003

By:

/s/ THOMAS J. MASTRO

Thomas J. Mastro

Comptroller

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EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> | <u>Method of Filing</u> |
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