

STATE STREET CORP  
Form 8-K  
August 21, 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): August 21, 2012

**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)

**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 August 21, 2012, State Street Corporation, a Massachusetts corporation ( State Street ), issued and sold 20,000,000 depositary shares (the Depositary Shares ) each representing a 1/4,000th ownership interest in a share of State Street s Non-Cumulative Perpetual Preferred Stock, Series C, 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 August 14, 2012, among State Street, Morgan Stanley & Co. LLC, Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein (together, the Underwriters ). State Street received net proceeds from the offering of the Depositary Shares, after deducting expenses and underwriting discounts and commissions, of approximately \$487.5 million.

In connection with the issuance of the Depositary Shares, the Company entered into a deposit agreement (the Deposit Agreement ), dated August 21, 2012, 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 August 20, 2012. 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.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement, dated August 14, 2012, among State Street Corporation, Morgan Stanley & Co. LLC, Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein, filed as Exhibit 1.1 on Form 8-K dated August 20, 2012.
4.1	Deposit Agreement, dated August 21, 2012, among State Street Corporation, American Stock Transfer & Trust Company, LLC (as depositary), and the holders from time to time of the depositary receipts.

**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

Date: August 21, 2012

By: /s/ James J. Malerba  
Name: James J. Malerba  
Title: Executive Vice President, Corporate Controller and Chief  
Accounting Officer

**Exhibit Index**

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1.1	Underwriting Agreement, dated August 14, 2012, among State Street Corporation, Morgan Stanley & Co. LLC, Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein, filed as Exhibit 1.1 on Form 8-K dated August 20, 2012.
4.1	Deposit Agreement, dated August 21, 2012, among State Street Corporation, American Stock Transfer & Trust Company, LLC (as depositary), and the holders from time to time of the depositary receipts.