

NORTHERN TRUST CORP  
Form 8-K  
November 13, 2018

**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 13, 2018**

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

**Delaware**  
**(State or other jurisdiction of incorporation)**

**001-36609**

**36-2723087**

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(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 230.14a-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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 13, 2018, Northern Trust Corporation (the "Corporation") announced that Frederick H. Waddell, the Chairman of the Board of Directors of the Corporation, will retire from the positions of Chairman and Director, effective January 23, 2019.

The Board of Directors of the Corporation appointed Michael G. O'Grady, a current Director and the President and Chief Executive Officer of the Corporation, to the position of Chairman, effective January 23, 2019. Mr. O'Grady will retain his current responsibilities as President and Chief Executive Officer of the Corporation.

A copy of the Corporation's press release announcing Mr. Waddell's retirement and Mr. O'Grady's appointment as Chairman is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of Northern Trust Corporation, dated November 13, 2018.

**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.

**Northern Trust Corporation**

Date: November 13, 2018

By: /s/ Susan C. Levy  
Susan C. Levy

Executive Vice President, General Counsel and  
Corporate Secretary