

Exchange Act. "

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 19, 2019, the Board of Directors (the “Board”) of Northern Trust Corporation (the “Corporation”) amended and restated the Corporation’s By-laws (as so amended and restated, the “By-laws”) to provide that the Secretary of the Corporation shall call a special meeting of stockholders upon the written request of one or more stockholders owning at least 25% of the shares of the Corporation’s outstanding common stock (as such ownership is defined in the By-laws), subject to specified conditions and procedural, notice and information requirements in connection with the advance notice of stockholder business and director nominations, with which requesting stockholders must comply. This right is in addition to the existing rights of the Board, the Chairman of the Board and the President of the Corporation to call special meetings of the stockholders.

The preceding description is qualified in its entirety by reference to the By-laws, which are attached hereto as Exhibit 3.1, and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 3.1 By-laws of Northern Trust Corporation, as amended through February 19, 2019

SIGNATURE

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)

Date: February 19, 2019 By: /s/ Susan C. Levy

Susan C. Levy
Executive Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

Number Description

3.1 By-laws of Northern Trust Corporation, as amended through February 19, 2019