



Exchange Act. "

---

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

On December 12, 2017, 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 allow eligible stockholders to include, along with the candidates nominated by the Board, their own nominees for election to the Board in the Corporation’s proxy materials for its annual meetings of stockholders (the “Proxy Access By-law”). The Proxy Access By-law permits any stockholder, or group of up to 20 stockholders, who has maintained continuous qualifying ownership of 3% or more of the Corporation’s outstanding common stock for at least the previous three years and owns such common stock through the date of the annual meeting, to include in the Corporation’s proxy materials such stockholder’s director nominees constituting up to the greater of two individuals or 20% of the total number of directors, provided that such stockholder and its nominees satisfy the requirements specified in the Proxy Access By-law. Proxy access will first be available to stockholders in connection with the Corporation’s 2019 annual meeting. The By-laws also include certain conforming modifications to the advance notice by-law provisions.

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:

3.1 By-laws of Northern Trust Corporation, as amended through December 12, 2017

---

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)

Dated: December 13, 2017 By: /s/ Stephanie S. Greisch  
Stephanie S. Greisch  
Executive Vice President, Deputy General Counsel and Corporate Secretary

---

EXHIBIT INDEX

Number Description

3.1 By-laws of Northern Trust Corporation, as amended through December 12, 2017