

STATE STREET CORP
Form 424B5
May 14, 2015
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-200321

The information contained in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities, and are not soliciting an offer to buy these securities, in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED MAY 14, 2015

PROSPECTUS SUPPLEMENT

(To Prospectus Dated November 18, 2014)

State Street Corporation

Depository Shares Each Representing a 1/100th Ownership Interest in a Share of

Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F

State Street Corporation is offering depository shares, each representing a 1/100th ownership interest in a share of our Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F, without par value per share, with a liquidation preference of \$100,000 per share (equivalent to \$1,000 per depository share) (the "Series F Preferred Stock"). As a holder of depository shares, you will be entitled to all proportional rights, preferences and other provisions of the Series F Preferred Stock (including those related to dividends, voting, redemption and liquidation). You must exercise such rights through the depository.

Dividends on the Series F Preferred Stock, when, as and if declared by our board of directors or any duly authorized committee of the board, will be payable on the liquidation preference amount, on a non-cumulative basis, semi-annually in arrears on the 15th day of March and September of each year, commencing on September 15, 2015 to and including September 15, 2020, and quarterly in arrears on the 15th day of March, June, September and December of each year, commencing on December 15, 2020. From the date of issuance to, but excluding, September 15, 2020, dividends will be calculated at an annual rate of $\%$, and from, and including, September 15, 2020, dividends will be calculated at an annual rate equal to three-month LIBOR plus $\%$. If our board of directors or any duly authorized committee of the board has not declared a dividend on the Series F Preferred Stock before the dividend payment date for any dividend period, such dividend shall not be cumulative and shall not be payable for such dividend period, and we will have no obligation to pay dividends for such dividend period, whether or not dividends on the Series F Preferred Stock are declared for any future dividend period.

The Series F Preferred Stock may be redeemed at our option, in whole or in part, on September 15, 2020, or any dividend payment date thereafter, at a redemption price equal to \$100,000 per share (equivalent to \$1,000 per depository share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends. The Series F Preferred Stock may be redeemed at our option, in whole, but not in part, prior to September 15, 2020, upon the occurrence of a regulatory capital treatment event, as described herein, at a redemption price equal to \$100,000 per share (equivalent to \$1,000 per depository share), plus any declared and unpaid dividends, without accumulation of any undeclared

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dividends. The Series F Preferred Stock will not have any voting rights, except as set forth under Description of Series F Preferred Stock Voting Rights on page S-26.

We do not intend to list the depositary shares on any national securities exchange or quotation system.

The depositary shares are equity securities and not bank deposits, and are not insured by the Federal Deposit Insurance Corporation (FDIC) or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

*Investing in the depositary shares involves risks. See **Risk Factors** beginning on page S-12.*

None of the Securities and Exchange Commission (the SEC), any state securities commission, the FDIC or any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Price to Public	Underwriting Discounts and Commissions	Proceeds to Us (Before Expenses)
Per depositary share ⁽¹⁾	\$	\$	\$
Total	\$	\$	\$

The underwriters are offering the depositary shares as set forth under Underwriting. Delivery of the depositary shares in book-entry form through The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System (Euroclear), and Clearstream Banking, société anonyme (Clearstream), is expected to be made on or about , 2015.

Joint Book-Running Managers

Morgan Stanley

BofA Merrill Lynch

Goldman, Sachs & Co.

Wells Fargo Securities

The date of this prospectus supplement is May , 2015.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with the additional information described under the heading "Where You Can Find More Information" on page S-50.

In this prospectus supplement, State Street, we, our, ours and us refer to State Street Corporation, which is a financial holding company headquartered in Boston, Massachusetts, and its subsidiaries on a consolidated basis, unless the context otherwise requires. References to State Street Bank mean State Street Bank and Trust Company, State Street Corporation's principal banking subsidiary. If the information set forth in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus, you should rely on the information set forth in this prospectus supplement.

Currency amounts in this prospectus supplement are stated in U.S. dollars.

We are responsible only for the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus or information contained in a free writing prospectus that we authorize to be delivered to you. This prospectus supplement and the accompanying prospectus may be used only for the purpose for which they have been prepared. No one is authorized to give you information other than that contained in this prospectus supplement, the accompanying prospectus, any related free writing prospectus and the documents incorporated by reference into this prospectus supplement. We have not, and the underwriters have not, authorized any other person to provide you with different information. We do not, and the underwriters do not, take responsibility for any other information that others may give you.

We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where such an offer or sale is not permitted. You should not assume that the information appearing in this prospectus supplement, the accompanying prospectus, any related free writing prospectus or any document incorporated by reference is accurate as of any date other than the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date. Neither this prospectus supplement nor the accompanying prospectus constitutes an offer, or an invitation on our behalf or on behalf of the underwriters, to subscribe for and purchase any of the securities and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein contain statements that are considered forward-looking statements within the meaning of U.S. securities laws, including statements about our goals and expectations regarding our business, financial and capital condition, results of operations, strategies, financial portfolio performance, dividend and stock purchase programs, expected outcomes of legal proceedings, market growth, acquisitions, joint ventures and divestitures and new technologies, services and opportunities, as well as regarding industry, regulatory, economic and market trends, initiatives and developments, the business environment and other matters. Terminology such as plan, expect, intend, objective, forecast, outlook, believe, anticipate, estimate, will, trend, target, strategy and goal, or similar statements or variations of such terms, are intended to identify forward-looking statements, although not all forward-looking statements contain such terms.

Forward-looking statements are subject to various risks and uncertainties, which change over time, are based on management's expectations and assumptions at the time the statements are made, and are not guarantees of future results. Management's expectations and assumptions, and the continued validity of the forward-looking statements, are subject to change due to a broad range of factors affecting the national and global economies, regulatory environment and the equity, debt, currency and other financial markets, as well as factors specific to State Street and its subsidiaries, including State Street Bank. Factors that could cause changes in the expectations or assumptions on which forward-looking statements are based cannot be foreseen with certainty and include, but are not limited to:

the financial strength and continuing viability of the counterparties with which we or our clients do business and to which we have investment, credit or financial exposure, including, for example, the direct and indirect effects on counterparties of the sovereign-debt risks in the U.S., Europe and other regions;

increases in the volatility of, or declines in the level of, our net interest revenue, changes in the composition or valuation of the assets recorded in our consolidated statement of condition (and our ability to measure the fair value of investment securities) and the possibility that we may change the manner in which we fund those assets;

the liquidity of the U.S. and international securities markets, particularly the markets for fixed-income securities and inter-bank credits, and the liquidity requirements of our clients;

the level and volatility of interest rates, the valuation of the U.S. dollar relative to other currencies in which we record revenue or accrue expenses and the performance and volatility of securities, credit, currency and other markets in the U.S. and internationally;

the credit quality, credit-agency ratings and fair values of the securities in our investment securities portfolio, a deterioration or downgrade of which could lead to other-than-temporary impairment of the respective securities and the recognition of an impairment loss in our consolidated statement of income;

our ability to attract deposits and other low-cost, short-term funding, our ability to manage levels of such deposits and the relative portion of our deposits that are determined to be operational under regulatory guidelines and our ability to deploy deposits in a profitable manner consistent with our liquidity requirements and risk profile;

the manner and timing with which the Federal Reserve and other U.S. and foreign regulators implement changes to the regulatory framework applicable to our operations, including implementation of the Dodd-Frank Act, the final rule implementing the Basel III framework in the United States (the "Basel III Final Rule") and European legislation (such as the Alternative Investment Fund Managers Directive and Undertakings for Collective Investment in Transferable Securities Directives); among other consequences, these regulatory changes impact the levels of regulatory capital we must maintain, acceptable levels of credit exposure to third parties, margin

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requirements applicable to derivatives, and restrictions on banking and financial activities. In addition, our regulatory posture and related expenses have been and will continue to be affected by changes in regulatory expectations for global systemically important financial institutions applicable to, among other things, risk management, capital planning and compliance programs, and changes in governmental enforcement approaches to perceived failures to comply with regulatory or legal obligations;

adverse changes in the regulatory ratios that we are required or will be required to meet, whether arising under the Dodd-Frank Act or the Basel III Final Rule, or due to changes in regulatory positions, practices or regulations in jurisdictions in which we engage in banking activities, including changes in internal or external data, formulae, models, assumptions or other advanced systems used in the calculation of our capital ratios that cause changes in those ratios as they are measured from period to period;

increasing requirements to obtain the prior approval of the Federal Reserve or our other U.S. and non-U.S. regulators for the use, allocation or distribution of our capital or other specific capital actions or programs, including acquisitions, dividends and stock purchases, without which our growth plans, distributions to shareholders, share repurchase programs or other capital initiatives may be restricted;

changes in law or regulation, or the enforcement of law or regulation, that may adversely affect our business activities or those of our clients or our counterparties, and the products or services that we sell, including additional or increased taxes or assessments thereon, capital adequacy requirements, margin requirements and changes that expose us to risks related to the adequacy of our controls or compliance programs;

financial market disruptions or economic recession, whether in the U.S., Europe, Asia or other regions;

our ability to promote a strong culture of risk management, operating controls, compliance oversight and governance that meet our expectations and those of our clients and our regulators;

the results of, and costs associated with, governmental or regulatory inquiries and investigations, litigation and similar claims, disputes, or proceedings;

the potential for losses arising from our investments in sponsored investment funds;

the possibility that our clients will incur substantial losses in investment pools for which we act as agent, and the possibility of significant reductions in the liquidity or valuation of assets underlying those pools;

our ability to anticipate and manage the level and timing of redemptions and withdrawals from our collateral pools and other collective investment products;

the credit agency ratings of our debt and depository obligations and investor and client perceptions of our financial strength;

adverse publicity, whether specific to State Street or regarding other industry participants or industry-wide factors, or other reputational harm;

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our ability to control operational risks, data security breach risks and outsourcing risks, our ability to protect our intellectual property rights, the possibility of errors in the quantitative models we use to manage our business and the possibility that our controls will prove insufficient, fail or be circumvented;

our ability to expand our use of technology to enhance the efficiency, accuracy and reliability of our operations and our dependencies on information technology and our ability to control related risks, including cyber-crime and other threats to our information technology infrastructure and systems

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and their effective operation both independently and with external systems, and complexities and costs of protecting the security of our systems and data;

our ability to grow revenue, manage expenses, attract and retain highly skilled people and raise the capital necessary to achieve our business goals and comply with regulatory requirements and expectations;

changes or potential changes to the competitive environment, including changes due to regulatory and technological changes, the effects of industry consolidation and perceptions of State Street as a suitable service provider or counterparty;

changes or potential changes in the amount of compensation we receive from clients for our services, and the mix of services provided by us that clients choose;

our ability to complete acquisitions, joint ventures and divestitures, including the ability to obtain regulatory approvals, the ability to arrange financing as required and the ability to satisfy closing conditions;

the risks that our acquired businesses and joint ventures will not achieve their anticipated financial and operational benefits or will not be integrated successfully, or that the integration will take longer than anticipated, that expected synergies will not be achieved or unexpected negative synergies or liabilities will be experienced, that client and deposit retention goals will not be met, that other regulatory or operational challenges will be experienced, and that disruptions from the transaction will harm our relationships with our clients, our employees or regulators;

our ability to recognize emerging needs of our clients and to develop products that are responsive to such trends and profitable to us, the performance of and demand for the products and services we offer, and the potential for new products and services to impose additional costs on us and expose us to increased operational risk;

changes in accounting standards and practices; and

changes in tax legislation and in the interpretation of existing tax laws by U.S. and non-U.S. tax authorities that affect the amount of taxes due.

Actual outcomes and results may differ materially from what is expressed in our forward-looking statements and from our historical financial results due to the factors discussed in this section and elsewhere in this prospectus supplement, the accompanying prospectus and documents incorporated herein by reference, including the risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2014. Forward-looking statements in this prospectus supplement, the accompanying prospectus and the documents incorporated herein by reference should not be relied on as representing our expectations or beliefs as of any date subsequent to the time this prospectus supplement is filed with the SEC or, as applicable, the date of such document incorporated by reference. Unless specifically required by law, we undertake no obligation to revise our forward-looking statements after the time they are made. The factors discussed above are not intended to be a complete statement of all risks and uncertainties that may affect our businesses. We cannot anticipate all developments that may adversely affect our business or operations or our consolidated results of operations, financial condition or cash flows.

Forward-looking statements should not be viewed as predictions, and should not be the primary basis on which investors evaluate State Street or an investment in the depositary shares. Any investor in the depositary shares should consider all risks and uncertainties disclosed in this prospectus supplement, the accompanying prospectus or in documents incorporated herein by reference.

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SUMMARY

This summary highlights information contained elsewhere in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus. As a result, it does not contain all of the information that may be important to you or that you should consider before investing in the depositary shares. You should read this entire prospectus supplement and accompanying prospectus, including the Risk Factors section and the documents incorporated by reference, which are described under Where You Can Find More Information on page S-50. To the extent the information in this prospectus supplement is inconsistent with the information in the accompanying prospectus or information incorporated by reference herein, you should rely on the information in this prospectus supplement.

STATE STREET CORPORATION

State Street Corporation is a financial holding company organized in 1969 under the laws of the Commonwealth of Massachusetts. Through our subsidiaries, including our principal banking subsidiary, State Street Bank and Trust Company, referred to as State Street Bank, we provide a broad range of financial products and services to institutional investors worldwide. As of March 31, 2015, we had consolidated total assets of \$279.48 billion, consolidated total deposits of \$211.35 billion, consolidated total shareholders' equity of \$20.82 billion and 30,495 employees. We operate in more than 100 geographic markets worldwide, including the United States, Canada, Europe, the Middle East and Asia.

We are a leader in providing financial services and products to meet the needs of institutional investors worldwide, with \$28.49 trillion of assets under custody and administration and \$2.44 trillion of assets under management as of March 31, 2015. Our clients include mutual funds, collective investment funds and other investment pools, corporate and public retirement plans, insurance companies, foundations, endowments and investment managers. We have two lines of business: investment servicing and investment management.

Our common stock is listed on the NYSE under the ticker symbol STT. Our executive offices are located at One Lincoln Street, Boston, Massachusetts 02111, and our telephone number is (617) 786-3000.

RISK FACTORS

An investment in the depositary shares involves certain risks. You should carefully consider the risks described in the Risk Factors section beginning on page S-12 of this prospectus supplement, as well as other information included or incorporated by reference into this prospectus supplement and the accompanying prospectus, including our consolidated financial statements and the notes thereto, before making an investment decision.

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THE OFFERING

Issuer

State Street Corporation

Securities Offered

depository shares, each representing a 1/100th ownership interest in a share of Series F Preferred Stock. Each holder of a depository share will be entitled, through the depository, in proportion to the applicable fraction of a share of Series F Preferred Stock represented by such depository share, to all the rights, preferences and provisions of the Series F Preferred Stock represented thereby (including those related to dividends, voting, redemption and liquidation).

We may from time to time elect to issue additional shares of Series F Preferred Stock and depository shares representing shares of the Series F Preferred Stock. All additional shares of Series F Preferred Stock and depository shares representing shares of the Series F Preferred Stock would be deemed to form a single series with the Series F Preferred Stock and depository shares offered by this prospectus supplement.

Ranking

Shares of the Series F Preferred Stock will rank, with respect to the payment of dividends and the distribution of assets upon voluntary or involuntary liquidation, dissolution and winding up of the affairs of State Street:

senior to our common stock and any other series of our junior stock that may be issued in the future;

equally with our outstanding Non-Cumulative Perpetual Preferred Stock, Series C (the Series C Preferred Stock), liquidation preference \$100,000 per share, our Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D (the Series D Preferred Stock), liquidation preference \$100,000 per share, and our Non-Cumulative Perpetual Preferred Stock, Series E (the Series E Preferred Stock), liquidation preference \$100,000 per share; and

equally with each other series of our preferred stock that by its terms is expressly stated to be on parity with the Series F Preferred Stock, and junior to any preferred stock that by its terms is expressly stated to be senior to the Series F Preferred Stock.

See Description of Series F Preferred Stock. We will generally be able to pay dividends and distributions upon liquidation, dissolution or winding up only out of lawfully available assets for such payment (i.e., after taking account of all indebtedness and other non-equity claims).

As of the date of this prospectus supplement there are 5,000 shares of our Series C Preferred Stock, with an aggregate liquidation preference

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of \$500,000,000, outstanding, 7,500 shares of our Series D Preferred Stock, with an aggregate liquidation preference of \$750,000,000, outstanding and 7,500 shares of our Series E Preferred Stock, with an aggregate liquidation preference of \$750,000,000, outstanding.

Dividends

Dividends on the Series F Preferred Stock, when, as and if declared by our board of directors or any duly authorized committee of the board, will be payable on the liquidation preference amount, on a non-cumulative basis, semi-annually in arrears on the 15th day of March and September of each year, commencing on September 15, 2015 to and including September 15, 2020, and quarterly in arrears on the 15th day of March, June, September and December of each year, commencing on December 15, 2020. From the date of issuance to, but excluding, September 15, 2020, dividends will be calculated at an annual rate of $\%$, and from, and including, September 15, 2020, dividends will be calculated at an annual rate equal to three-month LIBOR plus $\%$. Any dividends paid will be distributed to holders of depositary shares in the manner described under Description of Depositary Shares Dividends and Other Distributions below.

A dividend period is the period from, and including, a dividend payment date to, but excluding, the next dividend payment date, except that the initial dividend period will commence on and include the original issuance date of the Series F Preferred Stock and will end on and exclude the dividend payment date on September 15, 2015.

If our board of directors or a duly authorized committee of the board has not declared a dividend on the Series F Preferred Stock before the dividend payment date for any dividend period, such dividend shall not be cumulative and shall not be payable for such dividend period, and we will have no obligation to pay, and the holders of Series F Preferred Stock shall have no right to receive, dividends for such dividend period, whether or not dividends on the Series F Preferred Stock, junior stock (as defined in Description of Series F Preferred Stock Dividends) or any other class or shares of authorized preferred stock are declared for any future dividend period.

So long as any share of Series F Preferred Stock remains outstanding,

(1) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any junior stock (other than a dividend payable solely in junior stock or any dividend or distribution of capital stock or rights to acquire capital stock of State Street in connection with a shareholders rights plan or any redemption or repurchase of capital stock or rights to acquire capital stock under any such plan); and

(2) no shares of junior stock shall be repurchased, redeemed or otherwise acquired for consideration by us, directly or indirectly (other than (a) as a result of a reclassification of junior stock for or into other junior stock, (b) the exchange or conversion of one share of junior stock for or into another share of junior stock, (c) through the

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use of the proceeds of a substantially contemporaneous sale of other shares of junior stock, (d) purchases, redemptions or other acquisitions of shares of junior stock pursuant to any employment contract, benefit plan or other similar arrangement with or for the benefit of employees, officers, directors or consultants, (e) purchases of shares of junior stock pursuant to a contractually binding requirement to buy junior stock existing prior to or during the most recent preceding dividend period for which the full dividends for the then most recently completed dividend period on all outstanding shares of Series F Preferred Stock have been declared and paid or declared and a sum sufficient for the payment thereof has been set aside, including under a contractually binding stock repurchase plan, or (f) the purchase of fractional interests in shares of junior stock pursuant to the conversion or exchange provisions of such stock or the security being converted or exchanged) nor shall any monies be paid to or made available for a sinking fund for the redemption of any such securities by us;

unless, in each case, the dividends for the then most recently completed dividend period on all outstanding shares of Series F Preferred Stock have been declared and paid in full or declared and a sum sufficient for the payment in full thereof has been set aside.

When dividends are not paid in full upon the shares of Series F Preferred Stock and any class or series of parity stock as defined under Description of Series F Preferred Stock, all dividends declared upon shares of Series F Preferred Stock and any such parity stock will be declared on a proportional basis so that the amount of dividends declared per share will bear to each other the same ratio as the ratio between the then-current dividends due on the shares of the Series F Preferred Stock and (i) in the case of any series of parity stock that is non-cumulative preferred stock, the aggregate of the current and unpaid dividends due on such series of preferred stock, and (ii) in the case of any series of parity stock that is cumulative preferred stock, the aggregate of the current and accumulated and unpaid dividends due on such series of preferred stock.

Subject to the foregoing, dividends (payable in cash, stock or otherwise), as may be determined by our board of directors or any duly authorized committee of the board, may be declared and paid on our common stock and any other securities ranking equally with or junior to the Series F Preferred Stock from time to time only out of any assets legally available for such payment, and the holders of the Series F Preferred Stock shall not be entitled to participate in any such dividend.

Dividends on the Series F Preferred Stock shall not be declared, paid or set aside for payment to the extent such act would cause us to fail to comply with laws and regulations applicable thereto, including applicable capital adequacy guidelines.

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Dividend Payment Dates

The 15th day of March and September of each year, commencing on September 15, 2015 to and including September 15, 2020, and the 15th day of March, June, September and December of each year, commencing on December 15, 2020. If any date on or prior to September 15, 2020, on which dividends would be payable is not a business day, then payment of any dividend payable on such date will be made on the next succeeding business day, without interest or other payment in respect of such delay. If any date after September 15, 2020, on which dividends would otherwise be payable is not a business day, then payment of any dividend otherwise payable on such date will be made on the next succeeding business day unless that day falls in the next calendar month, in which case the payment of any dividend otherwise payable on such date will be made on the immediately preceding business day, and such dividends will be payable on, and calculated to, but excluding, the actual payment date.

Redemption

On September 15, 2020, or any dividend payment date thereafter, the Series F Preferred Stock may be redeemed at our option, in whole or in part, at a redemption price equal to \$100,000 per share (equivalent to \$1,000 per depositary share) plus any declared and unpaid dividends, without accumulation of any undeclared dividends. The Series F Preferred Stock may be redeemed at our option in whole, but not in part, prior to September 15, 2020, upon the occurrence of a regulatory capital treatment event, as described below under Description of Series F Preferred Stock Redemption, at a redemption price equal to \$100,000 per share (equivalent to \$1,000 per depositary share) plus any declared and unpaid dividends, without accumulation of any undeclared dividends. Neither the holders of Series F Preferred Stock nor holders of depositary shares will have the right to require the redemption or repurchase of the Series F Preferred Stock. Our redemption of the Series F Preferred Stock will cause the redemption of the corresponding depositary shares.

Under the Federal Reserve's current risk-based capital guidelines applicable to bank holding companies, any redemption of the Series F Preferred Stock is subject to prior approval of the Federal Reserve, and State Street must either replace the shares to be redeemed with an equal amount of instruments that qualify as common equity tier 1 capital or additional tier 1 capital, or demonstrate to the Federal Reserve that following such redemption State Street will continue to hold capital commensurate with its risk.

Liquidation Rights

Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of State Street, holders of shares of Series F Preferred Stock are entitled to receive out of assets of State Street legally available for distribution to shareholders, before any distribution of assets is made to holders of our common stock or of any other shares of our stock ranking junior as to such a distribution to the Series F Preferred Stock, a liquidating distribution in the amount of the liquidation preference of \$100,000 per share (equivalent to \$1,000 per

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depository share) plus any declared and unpaid dividends, without accumulation of any undeclared dividends. Distributions will be made only to the extent of State Street's assets that are available after satisfaction of all liabilities to creditors and subject to the rights of holders of any securities ranking senior to the Series F Preferred Stock (and *pro rata* as to the Series F Preferred Stock and any other shares of our stock ranking equally as to such distribution).

Voting Rights

None, except with respect to authorizing or increasing the authorized amount of senior stock, certain changes in the terms of the Series F Preferred Stock, and upon our non-payment of an amount equal to the equivalent of three or more semi-annual dividend periods or six or more quarterly dividend periods, as applicable, whether or not for consecutive dividend periods, the right, together with holders of any other series of our preferred stock that ranks equally with the Series F Preferred Stock as to payment of dividends and that has equivalent voting rights, voting separately as a single class, to elect two additional members to our board of directors. See "Description of Series F Preferred Stock - Voting Rights" in this prospectus supplement. Holders of depository shares must act through the depository to exercise any voting rights, as described under "Description of Depository Shares - Voting the Series F Preferred Stock" in this prospectus supplement.

Maturity

The Series F Preferred Stock does not have a maturity date, and we are not required to redeem the Series F Preferred Stock. Accordingly, the Series F Preferred Stock will remain outstanding indefinitely, unless and until we decide to redeem it.

Preemptive and Conversion Rights

None.

Listing

We do not intend to list the depository shares on any national securities exchange or quotation system.

Tax Considerations

Distributions constituting dividend income received by an individual U.S. holder in respect of the depository shares will generally represent qualified dividend income, which will be subject to taxation at a maximum rate of 20% (or a lower rate for individuals in certain tax brackets) subject to certain exceptions for short-term and hedged positions. Dividend income that is not qualified dividend income will be taxed at rates applicable to ordinary income. In addition, subject to similar exceptions for short-term and hedged positions, distributions on the depository shares constituting dividend income paid to holders that are U.S. corporations will generally qualify for the 70% dividends-received deduction. For further discussion of the tax consequences relating to the Series F Preferred Stock, see "Material U.S. Federal Income Tax Considerations" below.

Use of Proceeds

We estimate that the net proceeds of this offering will be approximately \$, after deducting estimated expenses and underwriting discounts and commissions. We intend to use the net proceeds of the offering for general corporate purposes, which may

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include, without limitation, working capital, capital expenditures, investments in or loans to our subsidiaries, refinancing of outstanding indebtedness, refinancing of outstanding capital securities, share repurchases (including, but not limited to, repurchases of our common stock), dividends, funding potential future acquisitions and satisfaction of other obligations. The precise amounts and timing of these uses of proceeds will depend on the funding requirements of us and our subsidiaries. See Use of Proceeds in this prospectus supplement.

Registrar and Depositary

American Stock Transfer & Trust Company, LLC.

**STATE STREET RATIOS OF EARNINGS TO COMBINED FIXED CHARGES AND
PREFERRED STOCK DIVIDENDS**

Our ratios of earnings to fixed charges and ratios of earnings to combined fixed charges and preferred stock dividends are set forth in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, which is incorporated by reference into this prospectus supplement.

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RISK FACTORS

An investment in the depositary shares is subject to certain risks. You should carefully consider the following risk factors and other information contained in this prospectus supplement, in the documents incorporated by reference in this prospectus supplement and in the accompanying prospectus, including our Annual Report on Form 10-K filed with the SEC on February 20, 2015, before deciding whether this investment is suited to your particular circumstances.

Risks Relating to the Depositary Shares

You are making an investment decision with regard to the depositary shares as well as the Series F Preferred Stock.

As described in this prospectus supplement, we are issuing depositary shares representing fractional interests in shares of Series F Preferred Stock. Accordingly, the depositary will rely on the payments it receives on the Series F Preferred Stock to fund all payments on the depositary shares. You should carefully review the information in the accompanying prospectus and in this prospectus supplement regarding both of these securities.

Our ability to pay dividends on the Series F Preferred Stock, and therefore your ability to receive distributions on the depositary shares, may be limited by federal regulatory considerations and the results of operations of our subsidiaries.

We are a holding company that conducts substantially all of our operations through our subsidiaries, including State Street Bank. As a result, our ability to make dividend payments on the Series F Preferred Stock will depend primarily upon the receipt of dividends and other distributions from our subsidiaries.

There are various regulatory restrictions on the ability of State Street Bank to pay dividends or make other payments to us. Federal banking laws regulate the amount of dividends that may be paid by State Street Bank without prior approval. In addition, the Dodd-Frank Act requires the Federal Reserve to establish more stringent capital requirements for large bank holding companies, and especially those institutions, such as State Street Bank, with consolidated assets equal to or greater than \$50 billion. In July 2013, the Federal Reserve, the FDIC and the Office of the Comptroller of the Currency jointly issued the Basel III Final Rule. Among other things, the Basel III Final Rule (i) raises the minimum tier 1 risk-based capital ratio requirement applicable to State Street and State Street Bank, (ii) adds a requirement for a minimum common equity tier 1 capital ratio requirement applicable to State Street and State Street Bank, (iii) adds a requirement for a minimum supplementary tier 1 leverage ratio for so-called advanced approaches banking organizations such as State Street and State Street Bank, and (iv) implements a capital conservation buffer and a countercyclical capital buffer. The Basel III Final Rule sets forth the criteria for qualifying additional tier 1 capital instruments, including the requirement that any dividends on such instruments be paid out of the banking organization's net income, retained earnings and surplus, if any, related to additional tier 1 capital instruments.

Provisions of the Basel III Final Rule become effective under a transition timetable which began on January 1, 2014. These provisions supersede or modify corresponding elements of the Basel I and Basel II risk-based and leverage capital requirements and prompt corrective action framework. The requirement for the capital conservation buffer will be phased in beginning on January 1, 2016, with full implementation by January 1, 2019. As it continues to be phased in, the Basel III Final Rule will change the manner in which our regulatory capital ratios are calculated, will reduce our calculated regulatory capital, and will increase the minimum regulatory capital that we will be required to maintain.

On April 8, 2014 and September 3, 2014, U.S. banking regulators issued two final rules enhancing the supplementary leverage ratio, or SLR, standards for certain bank holding companies, like State Street, and their insured depository institution subsidiaries, like State Street Bank (the SLR Final Rules). Under the SLR Final

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Rules, upon implementation on January 1, 2018, State Street Bank must maintain an SLR of at least 6% to be well-capitalized under the U.S. banking regulators' prompt corrective action provisions. The SLR Final Rules also provide that State Street must maintain an SLR of more than 5% to avoid certain limitations on distributions and discretionary bonus payments.

We meet the criteria of a large bank holding company subject to enhanced supervision and prudential standards, commonly referred to as a systemically important financial institution, or SIFI, and we are one among a group of 30 institutions worldwide that have been identified by the Financial Stability Board, or FSB, and the Basel Committee as global systemically important banks, or G-SIBs. Our designation as a G-SIB will require us to maintain an additional capital buffer.

Maintaining the higher capital and liquidity levels required by the Basel III Final Rule, meeting the requirements of the SLR Final Rules, and complying with any future regulatory requirements, including with regard to our status as a G-SIB, may reduce our profitability and performance measures and adversely affect the ability of State Street Bank to make distributions or pay dividends to State Street. As a result, our ability to make dividend payments on the Series F Preferred Stock could be adversely affected.

Additionally, our right to participate in any distribution of assets of any of our subsidiaries upon the subsidiary's liquidation or otherwise, and thus your ability as a holder of the depositary shares to benefit indirectly from such distribution, will be subject to the prior claims of creditors of that subsidiary, except to the extent that any of our claims as a creditor of such subsidiary may be recognized. As a result, the depositary shares will effectively be subordinated to all existing and future liabilities and obligations of our subsidiaries, including State Street Bank.

Market interest rates may adversely affect the value of the Series F Preferred Stock.

One of the factors that will influence the price of the Series F Preferred Stock will be the dividend yield on the Series F Preferred Stock (as a percentage of the price of the Series F Preferred Stock) relative to market interest rates. An increase in market interest rates, which are currently at low levels relative to historical rates, may lead prospective purchasers of the Series F Preferred Stock to demand a higher dividend yield, and higher interest rates would likely increase our borrowing costs and potentially decrease funds available for distribution. Accordingly, higher market interest rates could cause the market price of the Series F Preferred Stock to decrease.

The Series F Preferred Stock is equity and is subordinate to our existing and future indebtedness.

The shares of Series F Preferred Stock are equity interests and do not constitute indebtedness. As such, the shares of Series F Preferred Stock, and the related depositary shares, will rank junior to all indebtedness and other non-equity claims on available assets, including in the event of our liquidation. Our existing and future indebtedness may restrict payment of dividends on the Series F Preferred Stock. As of March 31, 2015, our long-term indebtedness, on a consolidated basis, totaled approximately \$8.43 billion, and we may incur additional indebtedness in the future. In addition, the shares of Series F Preferred Stock and the related depositary shares may be fully subordinated to interests held by the U.S. government in the event that we enter into a receivership, insolvency, liquidation or similar proceeding.

Additionally, unlike indebtedness, where principal and interest would customarily be payable on specified due dates, in the case of preferred stock such as the Series F Preferred Stock, (1) dividends are payable only if declared by our board of directors or any duly authorized committee of the board, (2) dividends do not cumulate if they are not declared and (3) as a corporation, we are subject to legal restrictions on payments of dividends (and redemption of equity interests), such that we may only pay dividends (or fund redemptions) out of lawfully available assets. Further, the Series F Preferred Stock places no restrictions on our business or operations or on our ability to incur indebtedness or engage in any transactions, subject only to the limited voting rights referred

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to below under Holders of Series F Preferred Stock and the related depositary shares will have limited voting rights. Also, as a bank holding company, our ability to declare and pay dividends is dependent on certain federal regulatory considerations. See Our ability to pay dividends on the Series F Preferred Stock, and therefore your ability to receive distributions on the depositary shares, may be limited by federal regulatory considerations and the results of operations of our subsidiaries.

We are not required to declare dividends on the Series F Preferred Stock, and dividends on the Series F Preferred Stock are non-cumulative. If we do not declare dividends on the Series F Preferred Stock, holders of depositary shares will not be entitled to receive related distributions on their depositary shares.

Dividends on shares of the Series F Preferred Stock will not be mandatory. Holders of the Series F Preferred Stock, including the depositary, will only be entitled to receive dividends for any given dividend period if, when and as declared by our board of directors or any duly authorized committee of the board out of legally available assets. Consequently, if our board of directors or a duly authorized committee of the board does not authorize and declare a dividend for any dividend period, the depositary would not be entitled to receive any such dividend and no related distribution will be made on the depositary shares, and such unpaid dividend will not be payable for such dividend period. Dividends on the Series F Preferred Stock will not be cumulative. We will have no obligation to pay dividends for any dividend period after the dividend payment date for such dividend period, and holders of depositary shares will not be entitled to receive any distribution with respect to such dividends, if our board of directors or a duly authorized committee of the board has not declared such dividend before the related dividend payment date, whether or not dividends are declared for any subsequent dividend period with respect to the Series F Preferred Stock or any other series of our preferred stock. If we do not declare and pay dividends on the Series F Preferred Stock, you will not receive corresponding distributions on your depositary shares and the market price of your depositary shares may decline.

We may be able to redeem the Series F Preferred Stock prior to September 15, 2020.

By its terms, the Series F Preferred Stock may be redeemed by us prior to September 15, 2020, upon the occurrence of certain changes relating to the regulatory capital treatment of the Series F Preferred Stock. In particular, upon our determination in good faith that an event has occurred that would constitute a regulatory capital treatment event, we may, at our option, subject to the approval of the Federal Reserve, redeem all (but not less than all) of the shares of Series F Preferred Stock. See Description of Series F Preferred Stock Redemption.

Although the terms of the Series F Preferred Stock have been established to satisfy the criteria for additional tier 1 capital instruments consistent with the Basel III Final Rule, it is possible that the Series F Preferred Stock may not satisfy the criteria set forth in future rulemaking or interpretations. As a result, in addition to other circumstances that may constitute a regulatory capital treatment event, revision, clarification or replacement by the Federal Reserve of its current capital rules could constitute a regulatory capital treatment event whereby we would have the right, subject to prior approval of the Federal Reserve, to redeem the Series F Preferred Stock in accordance with its terms prior to September 15, 2020, at a redemption price equal to \$100,000 per share (equivalent to \$1,000 per depositary share) plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

Investors should not expect us to redeem the Series F Preferred Stock on the date it becomes redeemable or on any particular date after it becomes redeemable.

The Series F Preferred Stock is a perpetual equity security. The Series F Preferred Stock has no maturity or mandatory redemption date and is not redeemable at the option of investors, including the holders of depositary shares offered by this prospectus supplement. By its terms, the Series F Preferred Stock may be redeemed by us, at our option, either in whole or in part, on September 15, 2020, or any dividend payment date thereafter, or in whole, but not in part, upon the occurrence of certain changes relating to the regulatory capital treatment of the

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Series F Preferred Stock. See Description of Series F Preferred Stock Redemption. Any decision we may make at any time to redeem the Series F Preferred Stock will depend upon, among other things, our evaluation of our capital position, the composition of our shareholders' equity and general market conditions at that time. If permitted pursuant to the terms of our securities, we may redeem other series of preferred stock that constitute parity stock, without a corresponding redemption of the Series F Preferred Stock, including when dividends are not paid in full upon the shares of Series F Preferred Stock.