

NORTHERN TRUST CORP  
Form 8-K  
October 03, 2008

**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): September 29, 2008**

**NORTHERN TRUST CORPORATION**

(Exact name of registrant as specified in its charter)

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

**0-5965**  
(Commission File Number)

**36-2723087**  
(I.R.S. Employer  
Identification No.)

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**50 South LaSalle Street, Chicago, Illinois**  
(Address of principal executive offices)

**60603**  
(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 (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 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off Balance Sheet Arrangement of a Registrant.**

In accordance with its previously reported announcement of actions to support clients in light of the current turbulent market conditions, on September 29, 2008, Northern Trust Corporation (the Corporation ) entered into (i) a Capital Support Agreement with The Northern Trust Company on behalf of The Northern Trust Company Common Short Term Investment Fund (the Common STIF ) and (ii) amendments to (and, in one case, a restatement of) certain Capital Support Agreements it entered into on February 21, 2008 and first amended on July 15, 2008 with certain registered investment companies, pooled cash funds organized as Undertakings for the Collective Investment of Transferable Securities, and commingled cash funds (collectively with the Common STIF, the Funds ). The purpose of these actions is to enable the Funds to continue to maintain a stable net asset value of \$1.00 per unit. A copy of the Capital Support Agreement with the Common STIF is filed as Exhibit 10.1 hereto. Copies of the amendments (or amendment and restatement) entered into with the other Funds are filed as Exhibits 10.2 through 10.8 hereto.

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

(d) Exhibits.

- 10.1 Capital Support Agreement, dated September 29, 2008, between Northern Trust Corporation and The Northern Trust Company on behalf of The Northern Trust Company Common Short Term Investment Fund
- 10.2 Amendment No. 2 to Capital Support Agreement, dated September 29, 2008, between Northern Trust Corporation and Northern Institutional Funds on behalf of its series the Prime Obligations Portfolio
- 10.3 Amendment No. 2 to Capital Support Agreement, dated September 29, 2008, between Northern Trust Corporation and Northern Institutional Funds on behalf of its series the Diversified Assets Portfolio
- 10.4 Amendment No. 2 to Capital Support Agreement, dated September 29, 2008, between Northern Trust Corporation and Northern Institutional Funds on behalf of its series the Liquid Assets Portfolio
- 10.5 Amendment No. 2 to Capital Support Agreement, dated September 29, 2008, between Northern Trust Corporation and Northern Funds on behalf of its series the Money Market Fund

- 10.6 Amendment No. 2 to Capital Support Agreement, dated September 29, 2008, between Northern Trust Corporation and Northern Trust Global Funds plc on behalf of its sub-fund The Sterling Fund
- 10.7 Amendment No. 2 to Capital Support Agreement, dated September 29, 2008 between Northern Trust Corporation and Northern Trust Global Funds plc on behalf of its sub-fund The US Dollar Fund
- 10.8 Amended and Restated Capital Support Agreement, dated September 29, 2008, between Northern Trust Corporation and Northern Trust Investments, N.A., as Trustee on behalf of the NTGI Collective Short Term Investment Fund

**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**

(Registrant)

Date: October 3, 2008

By: /s/ Steven L. Fradkin  
Steven L. Fradkin  
Executive Vice President and Chief Financial Officer

-4-

**EXHIBIT INDEX**

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