

BANK OF NEW YORK CO INC

Form 8-K

November 13, 2002

**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 5, 2002**

**THE BANK OF NEW YORK COMPANY, INC.**

(exact name of registrant as specified in its charter)

**NEW YORK**

(State or other jurisdiction of incorporation)

**1-6152**

(Commission file number)

**13-2614959**

(I.R.S. employer identification number)

**One Wall Street, New York, NY**  
(Address of principal executive offices)

**10286**  
(Zip code)

**212-495-1784**

(Registrant's telephone number, including area code)

Item 5      Other Events

Four exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File Nos. 333-89586, 333-89586-01, 333-89586-02, 333-89586-03, 333-89586-04) filed by The Bank of New York Company, Inc. (the Company) with the Securities and Exchange Commission covering the Company's 5.50% Senior Subordinated Notes due 2017 (the Notes), issuable under an Indenture (the Indenture), dated as of October 1, 1993 between the Company and J.P. Morgan Trust Company, National Association (successor by merger to Chase Manhattan Trust Company, National Association). The exhibits consist of the Pricing Agreement (which incorporates the Underwriting Agreement Standard Provisions (August 2002)), dated November 5, 2002, among the Company, Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated as Underwriters (the Pricing Agreement); the Form of Note; an Officers' Certificate pursuant to Sections 201 and 301 of the Indenture; and the opinion of counsel as to the legality of the Notes.

Item 7      Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

The following exhibits are filed herewith:

- 1.1 Pricing Agreement.
- 4.1 Form of Registrant's 5.50% Senior Subordinated Notes due 2017.
- 4.2 Officers' Certificate pursuant to Sections 201 and 301 of the Indenture.
- 5.1 Opinion of Paul A. Immerman, Esq.
- 23.1 Consent of Paul A. Immerman, Esq. (included in Exhibit 5.1)

**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.

Date: November 13, 2002

THE BANK OF NEW YORK COMPANY, INC.

By: /s/ THOMAS J. MASTRO

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Name: Thomas J. Mastro

Title: Comptroller