

NORTHERN TRUST CORP  
Form 11-K  
June 24, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2015

or

Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-36609

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

THE NORTHERN TRUST COMPANY  
THRIFT-INCENTIVE PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

NORTHERN TRUST CORPORATION

50 South LaSalle Street, Chicago, Illinois, 60603

THE NORTHERN TRUST COMPANY  
THRIFT-INCENTIVE PLAN

FINANCIAL STATEMENTS  
AND SUPPLEMENTARY INFORMATION

YEARS ENDED DECEMBER 31, 2015 AND 2014  
(With Report of Independent Registered Public Accounting Firm)

THE NORTHERN TRUST COMPANY  
THRIFT-INCENTIVE PLAN

TABLE OF CONTENTS

	PAGE
<u>Report of Independent Registered Public Accounting Firm</u>	2
FINANCIAL STATEMENTS:	
<u>Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014</u>	3
<u>Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2015 and 2014</u>	4
<u>Notes to Financial Statements</u>	5-13
SUPPLEMENTARY INFORMATION:	
<u>Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2015</u>	14-16
<u>Signatures</u>	17
<u>Exhibit Index</u>	18

---

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

June 24, 2016

To the Employee Benefit Administrative Committee  
The Northern Trust Company

We have audited the accompanying statements of net assets available for benefits of The Northern Trust Company Thrift-Incentive Plan (the “Plan”) as of December 31, 2015 and 2014, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan’s internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2015 and 2014, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 3, effective January 1, 2015, the Plan has adopted the disclosure provisions contained in Accounting Standards Update (“ASU”) 2015-07, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), and ASU 2015-12, Fully Benefit-Responsive Investment Contracts, Plan Investment Disclosures, and Measurement Date Practical Expedient: Consensus of the FASB Emerging Issues Task Force.

The schedule of assets (held at end of year) as of December 31, 2015, referred to as “supplementary information,” has been subjected to audit procedures performed in conjunction with the audits of the Plan’s financial statements. The supplementary information is the responsibility of the Plan’s management. Our audit procedures included determining whether the supplementary information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplementary information. In forming our opinion on the supplementary information, we evaluated whether the supplementary information, including its form and content, is presented in conformity with the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to

the financial statements as a whole.

/s/ GEORGE JOHNSON & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS  
Chicago, Illinois

2

---

THE NORTHERN TRUST COMPANY  
THRIFT-INCENTIVE PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31

	2015	2014
Assets		
Investments, at fair value:		
Collective trust funds	\$944,912,598	\$1,087,493,849
Northern Trust common stock fund	360,498,084	366,676,355
Mutual funds	236,265,187	238,965,868
Separately managed account:		
Domestic common stock	96,860,871	—
Foreign common stock	16,069,332	—
Investments, at contract value:		
Stable value portfolio	153,110,653	157,834,550
Total investments	1,807,716,725	1,850,970,622
Receivables:		
Accrued interest and dividends receivable	2,135,749	1,984,904
Employer contribution receivable	1,564,768	944,532
Participant contribution receivable	2,452,223	2,263,805
Notes receivable from participants	27,276,142	27,668,219
Total receivables	33,428,882	32,861,460

Total assets	1,841,145,607	1,883,832,082
Liabilities		
Expenses payable	190,787	198,541
Net assets available for benefits	\$1,840,954,820	\$1,883,633,541

See accompanying notes to financial statements.

THE NORTHERN TRUST COMPANY  
THRIFT-INCENTIVE PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31

	2015	2014
Additions:		
Investment income:		
Net appreciation in fair value of investments	\$ 6,577,549	\$ 110,290,561
Interest	4,678,363	3,846,692
Interest from participant loans	1,225,260	1,251,100
Dividends	8,898,766	9,174,810
Total investment income	21,379,938	124,563,163
Contributions:		
Employer	21,434,831	20,132,623
Participants	83,548,404	77,797,166
Total contributions	104,983,235	97,929,789
Total additions	126,363,173	222,492,952
Deductions:		
Benefits paid to participants	167,426,096	