

BANK OF MONTREAL /CAN/  
Form 6-K  
May 27, 2015

**FORM 6-K**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**of the Securities Exchange Act of 1934**

**For the month of: May, 2015**

**Commission File Number: 001-13354**

**BANK OF MONTREAL**

**(Name of Registrant)**

100 King Street West  
1 First Canadian Place  
Toronto, Ontario  
Canada, M5X 1A1

129 rue Saint-Jacques  
Montreal, Quebec  
Canada, H2Y 1L6

*(Executive Offices)*

*(Head Office)*

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_ .

**INCORPORATION BY REFERENCE**

The information contained in this Form 6-K and any exhibits hereto shall be deemed filed with the Securities and Exchange Commission ( SEC ) solely for purposes of incorporation by reference into and as part of the following registration statements of the registrant on file with and declared effective by the SEC:

1. Registration Statement Form F-3 File No. 333-196387
2. Registration Statement Form F-3 File No. 33-96354
3. Registration Statement Form F-3 File No. 333-189814
4. Registration Statement Form S-8 File No. 333-191591
5. Registration Statement Form S-8 File No. 333-182644
6. Registration Statement Form S-8 File No. 333-180968
7. Registration Statement Form S-8 File No. 333-177579
8. Registration Statement Form S-8 File No. 333-177568
9. Registration Statement Form S-8 File No. 333-176479
10. Registration Statement Form S-8 File No. 333-175413
11. Registration Statement Form S-8 File No. 333-175412
12. Registration Statement Form S-8 File No. 333-113096
13. Registration Statement Form S-8 File No. 333-14260
14. Registration Statement Form S-8 File No. 33-92112



**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, thereunto duly authorized.

**BANK OF MONTREAL**

By: /s/ Thomas E. Flynn  
Name: Thomas E. Flynn  
Title: Chief Financial Officer

**Date:** May 27, 2015

By: /s/ Barbara M. Muir  
Name: Barbara M. Muir  
Title: Senior Vice-President, Deputy General  
Counsel, Corporate Affairs and Corporate Secretary

**EXHIBIT INDEX**

| Exhibit     | Description of Exhibit   |
|-------------|--|
| <b>99.1</b> | <b>Press Release</b> Bank of Montreal to offer \$200 million Non-Cumulative 5-Year Rate Reset Class B Preferred Shares Series 33 (Non-Viability Contingent Capital (NVCC)) |