

MOODYS CORP /DE/  
Form 8-K  
November 02, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 2, 2011 (October 27, 2011)**

**MOODY S CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**1-14037**  
(Commission

File Number)

**13-3998945**  
(IRS Employer

Identification No.)

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7 World Trade Center at 250 Greenwich Street

New York, New York 10007

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (212) 553-0300

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:

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(d) On November 2, 2011, Moody's Corporation (the Company) announced that Kathy Hill has been elected a member of the Company's Board of Directors (the Board), effective October 27, 2011. Ms. Hill also has been elected to the Board's Audit and Governance and Compensation Committees. With the election of Ms. Hill, the Company's Board consists of nine directors. Ms. Hill, 55, has served as the Senior Vice President, Development Strategy & Operations for Cisco Systems since June 2009.

In accordance with the Company's director compensation plan for non-employee directors, Ms. Hill shall be paid an annual cash retainer of \$75,000, payable in quarterly installments, which will be prorated for this year to reflect the fourth quarter portion of the 2011 annual retainer. She also will receive a grant of restricted stock, equivalent in value to \$32,500 based on the fair market value of the Company's common stock on the effective date of the grant (such grant representing the amount attributable to fourth quarter services) and shall receive an annual restricted stock award issued from the 1998 Moody's Corporation Non-Employee Directors' Stock Incentive Plan in an amount to be determined by the Board at the end of the fiscal year. These awards vest on the first anniversary of the date of grant.

A copy of the Company's press release relating to Ms. Hill's election as director is being furnished as Exhibit 99.1 to this Current Report on Form 8-K. Exhibit 99.1 is being furnished and shall not be deemed filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) or otherwise subject to the liabilities of that Section. The information in Exhibit 99.1 shall not be incorporated by reference into future filings under the Securities Act of 1933, as amended, or the Exchange Act, unless it is specifically incorporated by reference therein.

**Item 9.01, Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release regarding the election of Ms. Hill to the Board, dated November 2, 2011.

**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 hereunto duly authorized.

MOODY S CORPORATION

By: */s/* JOHN J. GOGGINS  
**John J. Goggins**  
**Executive Vice President and General Counsel**

Date: November 2, 2011

**INDEX TO EXHIBITS**

Exhibit No.	Description
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