

MOODYS CORP /DE/  
Form 8-K  
July 09, 2014

**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): July 7, 2014**

**MOODY S CORPORATION**  
**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-14037**  
**(Commission**

**File Number)**

**7 World Trade Center at 250 Greenwich Street**

**13-3998945**  
**(IRS Employer**

**Identification No.)**

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**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 8.01, Other Events**

On July 7, 2014, Moody's Corporation (the Company) entered into an underwriting agreement by and among the Company and J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein (the Underwriting Agreement), with respect to the issuance and sale of \$450 million aggregate principal amount of the Company's 2.750% Senior Notes due 2019 and \$300 million aggregate principal amount of the Company's 5.250% Senior Notes due 2044 (collectively, the notes). The notes were registered under the Company's Registration Statement on Form S-3 (Registration No. 333-190259) (the Registration Statement) filed with the Securities and Exchange Commission (the Commission) on July 31, 2013. The above description of the Underwriting Agreement is a summary only and is qualified in its entirety by reference to the Underwriting Agreement which is attached as Exhibit 1.1 to this Current Report on Form 8-K.

On July 8, 2014, the Company issued a press release announcing that it priced the offering of the notes. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01, Financial Statements and Exhibits**

(d) Exhibits

- 1.1 Underwriting Agreement, dated July 7, 2014, by and among Moody's Corporation and J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein.
- 99.1 Press release of Moody's Corporation dated July 8, 2014.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current 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: July 8, 2014

**INDEX TO EXHIBITS**

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