MOODYS CORP /DE/
Form 8-K
February 13, 2019
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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): February 11, 2019

MOODY S CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware	**1-14037**	**13-3998945**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On February 13, 2019, the Company announced that Ms. Thérèse Esperdy has been elected as a member of the Company s Board, effective as of March 1, 2019. Ms. Esperdy also has been elected to the Board s Audit, Governance & Nominating and Compensation & Human Resources Committees. With the election of Ms. Esperdy, the Company s Board consists of ten directors. Ms. Esperdy, 58, held various positions at JPMorgan Chase & Co. from 1997 through 2015 including Global Chairman of Financial Institutions Group, Co-Head of Banking, Asia Pacific, and Head of Global Debt Capital Markets. Prior to her time at JPMorgan Chase, Ms. Esperdy started her banking career at Lehman Brothers. She currently serves as a director of Imperial Brands PLC and National Grid PLC.

In accordance with the Company s director compensation plan for non-employee directors, Ms. Esperdy will be paid an annual cash retainer of $105,000, payable in quarterly installments. In March 2019 she will receive an annual restricted stock unit award under the 1998 Moody s Corporation Non-Employee Directors Stock Incentive Plan equivalent in value to $180,000 based on the fair market value of the Company s common stock on the effective date of the grant, which award vests on the first anniversary of the date of grant.

A copy of the Company s press release relating to Ms. Esperdy 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 7.01 Regulation FD Disclosure.

The Company s press release announcing Ms. Esperdy s election is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release regarding the election of Ms. Esperdy to the Board, dated February 13, 2019.

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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 hereunto duly authorized.

MOODY S CORPORATION

By: /s/ Elizabeth M. McCarroll
Elizabeth M. McCarroll
Corporate Secretary and Associate

General Counsel

Date: February 13, 2019