

MARSH & MCLENNAN COMPANIES, INC.  
Form S-8 POS  
May 30, 2008

As filed with the Securities and Exchange Commission on May 30, 2008

Registration No. 333-69774

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**Marsh & McLennan Companies, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

36-2668272  
(I.R.S. Employer  
Identification Number)

**1166 Avenue of the Americas**

**New York, New York 10036-2774**

**(212) 345-5000**

**(Address and Telephone Number of Principal Executive Offices)**

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**PUTNAM RETIREMENT PLAN**

**(Full Title of the Plan)**

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**Luciana Fato, Esq.**

**Marsh & McLennan Companies, Inc.**

**1166 Avenue of the Americas**

**New York, New York 10036-2774**

**(212) 345-5000**

**(Name, Address and Telephone Number of Agent For Service)**

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**RECENT EVENTS: DEREGISTRATION**

The Registration Statement on Form S-8 (Registration No. 333-69774) (the Registration Statement ) of Marsh & McLennan Companies, Inc. (the Company ), pertaining to the registration of certain shares of the Company s Common Stock, \$1.00 par value ( Company Common Stock ), under the Putnam Retirement Plan (formerly called the Putnam Investments Profit Sharing Retirement Plan) to which this Post-Effective Amendment No. 1 relates, was filed with the Securities and Exchange Commission on September 21, 2001.

On January 31, 2007, the Company entered into a definitive stock purchase agreement with Great-West Lifeco Inc. ( GWL ), a majority-owned subsidiary of Power Financial Corporation, pursuant to which GWL agreed to purchase Putnam Investments Trust ( Putnam Investments ), the Company s investment management subsidiary, for \$3.9 billion in cash, subject to adjustment. Prior to the sale, the Company owned approximately 89 percent of Putnam Investments, with the remainder held by Putnam employees. GWL s purchase of Putnam Investments closed on August 3, 2007 (the Sale Date ).

In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of Company Common Stock which remain unsold at the termination of the offering, the Company hereby removes from registration all shares of Company Common Stock registered under the Registration Statement which remain unsold as of the Sale Date.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, on May 30, 2008.

**MARSH & McLENNAN COMPANIES, INC.**

By: /s/ Brian Duperreault  
Name: Brian Duperreault  
Title: Director, President & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons on May 30, 2008 in the capacities indicated.

<b><u>Signature</u></b>	<b><u>Title</u></b>
/s/ Brian Duperreault Brian Duperreault	Director, President & Chief Executive Officer
/s/ Matthew B. Bartley Matthew B. Bartley	Executive Vice President & Chief Financial Officer
/s/ Robert J. Rapport Robert J. Rapport	Vice President & Controller (Chief Accounting Officer)
/s/ Leslie M. Baker, Jr. Leslie M. Baker, Jr.	Director
/s/ Zachary W. Carter Zachary W. Carter	Director
/s/ Oscar Fanjul Oscar Fanjul	Director
/s/ Stephen R. Hardis Stephen R. Hardis	Director
/s/ Gwendolyn S. King Gwendolyn S. King	Director
/s/ The Rt. Hon. Lord Lang of Monkton, DL The Rt. Hon. Lord Lang of Monkton, DL	Director

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/s/ Bruce P. Nolop Bruce P. Nolop	Director
/s/ Marc. D. Oken Marc. D. Oken	Director
/s/ David A. Olsen David A. Olsen	Director
/s/ Morton O. Schapiro Morton O. Schapiro	Director
/s/ Adele Simmons Adele Simmons	Director