

MOODYS CORP /DE/  
Form 8-K  
April 30, 2018

**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): April 24, 2018**

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

|  |                                 |  |
|--|---------------------------------|--|
| <b>Delaware</b>                        | <b>1-14037</b>                  | <b>13-3998945</b>                        |
| <b>(State or Other Jurisdiction of</b> | <b>(Commission File Number)</b> | <b>(IRS Employer Identification No.)</b> |
| <b>Incorporation)</b>                  |                                 |  |

**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 5.07.Submission of Matters to a Vote of Security Holders.**

The voting results for the matters voted on at the 2018 Annual Meeting of Stockholders of Moody's Corporation (the Company) held on April 24, 2018 are as follows:

- Nine directors were elected to serve one-year terms expiring at the Company's 2019 Annual Meeting of Stockholders as follows:

| Nominee                        | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------------|-------------|---------------|-------------|------------------|
| Basil L. Anderson              | 158,343,164 | 2,530,947     | 739,009     | 10,629,099       |
| Jorge A. Bermudez              | 160,591,895 | 283,766       | 737,460     | 10,629,098       |
| Vincent A. Forlenza            | 159,150,181 | 1,816,687     | 646,251     | 10,629,100       |
| Kathryn M. Hill                | 160,277,117 | 707,694       | 628,308     | 10,629,100       |
| Raymond W. McDaniel, Jr.       | 160,786,171 | 158,372       | 668,578     | 10,629,098       |
| Henry A. McKinnell, Jr., Ph.D. | 151,822,995 | 9,140,235     | 649,891     | 10,629,098       |
| Leslie F. Seidman              | 160,720,943 | 258,020       | 634,158     | 10,629,098       |
| Bruce Van Saun                 | 158,888,017 | 1,967,717     | 757,387     | 10,629,098       |
| Gerrit Zalm                    | 160,613,004 | 361,134       | 638,983     | 10,629,098       |

- The appointment of KPMG LLP as the independent registered public accounting firm of the Company for the year 2018 was ratified as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 170,667,452 | 1,510,431     | 64,335      | 0                |

- The advisory resolution approving executive compensation was approved as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 154,222,648 | 7,184,417     | 205,862     | 10,629,292       |

- The stockholder proposal to amend the Company's clawback policy was voted on as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 57,310,145 | 98,516,489    | 5,786,482   | 10,629,103       |

**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/ John J. Goggins

John J. Goggins

Executive Vice President and General  
Counsel

Date: April 30, 2018