
**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 25, 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.)

**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))
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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.

On April 19, 2011, the stockholders of Moody's Corporation (the "Company") elected Mr. Jorge A. Bermudez as a Class I director of the Board of Directors (the "Board") of the Company to fill a vacancy. Mr. Bermudez's initial term will expire as of the Company's 2014 annual meeting of stockholders. A copy of the press release containing the announcement is included as Exhibit 99.1.

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

The voting results for the matters voted on at the Annual Meeting of Stockholders held on April 19, 2011 are as follows:

1. An election of two Class I Directors to serve three-year terms was held and the shares were voted as follows for the election:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Jorge A. Bermudez	164,369,316	826,676	4,244,891	19,153,297*
Robert R. Glauber	145,224,001	29,505,034	1,662,507	12,202,638

* Includes shares voted before the election of Mr. Bermudez was added to the Annual Meeting agenda.

The Company's directors whose terms continued after the Annual Meeting are: Ewald Kist, Henry A. McKinnell, Jr., Ph.D., John K. Wulff, Basil L. Anderson, Darrell Duffie, Ph.D. and Raymond W. McDaniel, Jr.

2. The appointment of KPMG LLP as the independent registered public accounting firm of the Company for the year 2011 was ratified as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
187,693,975	519,623	277,582	103,000

3. The advisory resolution on executive compensation was approved as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
170,558,485	4,499,951	1,333,108	12,202,636

4. The advisory vote on the frequency of future advisory votes on executive compensation was voted on as follows:

<u>Triennial</u>	<u>Biennial</u>	<u>Annual</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
80,682,699	2,570,761	90,585,128	2,655,633	12,099,959

5. The stockholder proposal to adopt a policy that the chairman of the Company's Board be an independent director was voted on as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
99,602,713	76,337,655	450,927	12,202,885

Item 9.01, "Financial Statements and Exhibits"**(d) Exhibits**

- 99.1 Press release of Moody's Corporation dated April 20, 2011, announcing the election of Jorge A. Bermudez to the Company's Board of Directors.

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: April 25, 2011

INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Press release of Moody's Corporation dated April 20, 2011, announcing the election of Jorge A. Bermudez to the Company's Board of Directors.



Moody's Corporation Elects Jorge Bermudez to Board of Directors

NEW YORK—(BUSINESS WIRE)— Moody's Corporation announced today that Jorge Bermudez has been elected to its board of directors. The election is effective April 19, 2011. Mr. Bermudez will serve as a member of the Audit Committee and the Governance & Compensation Committee of the Board.

Mr. Bermudez, 59, held numerous executive positions during a 33-year career with Citigroup, Inc., most recently as Chief Risk Officer. Prior to that he was Chief Executive Officer of the Commercial Business Group in North America and Citibank Texas; Senior Advisor for Citigroup International; Chief Executive Officer of Citigroup Latin America; Chief Executive Officer, eBusiness, Global Cash Management and Trade; and head of Citibank Corporate and Investment Bank, South America. Mr. Bermudez also held leadership positions in other divisions including equity investments, credit policy and corporate banking.

"Jorge Bermudez's distinguished career offers us a wealth of knowledge and expertise drawn from his extensive experience in risk management and his global business perspective on financial services," said Raymond McDaniel, Jr., Chairman and CEO, Moody's Corporation. "His background and expertise are a strong addition to Moody's board."

Mr. Bermudez is a director of the Federal Reserve Bank of Dallas, Houston Branch, the Electric Reliability Council of Texas and the Association of Former Students, Texas A&M University. He served as a director of Citibank N.A. from 2005 to 2008.

ABOUT MOODY'S CORPORATION

Moody's is an essential component of the global capital markets, providing credit ratings, research, tools and analysis that contribute to transparent and integrated financial markets. Moody's Corporation (NYSE: MCO) is the parent company of Moody's Investors Service, which provides credit ratings and research covering debt instruments and securities, and Moody's Analytics, which offers leading-edge software, advisory services and research for credit and economic analysis and financial risk management. The Corporation, which reported revenue of \$2 billion in 2010, employs approximately 4,500 people worldwide and maintains a presence in 26 countries. Further information is available at www.moody.com.

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