

MOODYS CORP /DE/

FORM 8-K (Unscheduled Material Events)

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): **May 13, 2005 (May 12, 2005)**

MOODY'S CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-14037
(Commission File
Number)

13-3998945
(IRS Employer
Identification No.)

99 Church Street
New York, New York 10007
(Address of Principal Executive Offices)

(212) 553-0300
(Registrant's telephone number, including area code)

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 Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) Departure of Directors or Principal Officers

Reference is made to Item 5.02(c) for a description of the appointment of Jeanne M. Dering to a new position in the Company and the relinquishment by her of her responsibilities as Chief Financial Officer.

(c) Appointment of Principal Officers

The Company announced that Jeanne M. Dering has been named Executive Vice President— Global Regulatory Affairs and Compliance, a new position for the Company. Ms. Dering also will retain her current executive responsibility for information technology and will assume executive responsibility for corporate communications. Ms. Dering will continue to report to Raymond W. McDaniel, Jr., Chairman and Chief Executive Officer of the Company. In connection with such appointment, Ms. Dering will be relinquishing, effective as of May 16, 2005, her responsibilities as Chief Financial Officer, a position which she has held since 2000.

The Company also announced that Linda S. Huber, 46, will join the Company as Executive Vice President and Chief Financial Officer, effective as of May 16, 2005. Ms. Huber will report to Mr. McDaniel. Ms. Huber will oversee the Company's global finance activities, and will also have executive responsibility for the Company's corporate development and human resources functions. Ms. Huber was most recently Executive Vice President and Chief Financial Officer of U.S. Trust Company, an investment management company and a subsidiary of Charles Schwab & Company, Inc.

In connection with her employment, Ms. Huber will receive a signing bonus of \$100,000, a base salary of \$450,000 per year (subject to future adjustment) and a target bonus for 2005 of \$360,000. In addition, Ms. Huber will receive, as of July 1, 2005, options to purchase 66,667 shares of Common Stock (after giving effect to the recent stock split) and a number of shares of restricted stock equal to the product of 33,333 multiplied by the Black-Scholes value of an option and divided by the fair market value of the stock on the grant date.

The Company's press releases announcing the appointment of Ms. Dering to her new position and the appointment of Ms. Huber as Executive Vice President and Chief Financial Officer are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

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ITEM 9.01. Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 12, 2005.
99.2	Press Release dated May 12, 2005.

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

Date: May 13, 2005

By: /s/ John J. Goggins
John J. Goggins
Senior Vice President and General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 12, 2005.
99.2	Press Release dated May 12, 2005.



Moody's Corporation

Exhibit 99.1

News

FOR IMMEDIATE RELEASE

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**MOODY'S CORPORATION NAMES JEANNE M. DERING
EXECUTIVE VICE PRESIDENT — GLOBAL REGULATORY AFFAIRS AND COMPLIANCE**

New York, NY, May 12, 2005 – Moody's Corporation (NYSE:MCO) announced today that Jeanne M. Dering, currently Moody's Executive Vice President and Chief Financial Officer, has been named to the new position of Executive Vice President — Global Regulatory Affairs and Compliance, effective May 16, 2005. In addition to her new responsibilities, Ms. Dering will retain her current executive responsibility for Moody's Information Technology function and will assume executive responsibility for Corporate Communications. She will continue to report to Raymond W. McDaniel, Jr., Chairman and Chief Executive Officer of Moody's Corporation. Linda S. Huber will succeed Ms. Dering as the company's Chief Financial Officer.

“Establishing an Office for Global Regulatory Affairs and Compliance is a vital and necessary step for Moody's Corporation, and effective executive leadership in this area is especially critical for our credit rating agency business globally. Jeanne Dering is distinctively well-qualified to lead this new function,” said Ray McDaniel. “She brings extensive knowledge of Moody's business, including strong experience in the company's existing compliance and control initiatives, and a proven ability to communicate effectively about the essentials of the business to knowledgeable external audiences. Moody's also will benefit from her experience in developing business infrastructure to meet external reporting requirements as we continue to enhance processes to respond to expected reporting and compliance requirements.”

“Moody’s is committed to working cooperatively with regulatory and governmental authorities around the world in order to enhance market transparency for global capital market participants. I look forward to working on these issues, which are essential to the company’s continued success,” said Ms. Dering.

Ms. Dering joined Moody’s Investors Service in 1997 as a Managing Director — Finance Officer, and became the company’s Chief Financial Officer in 1998. She was appointed Senior Vice President and Chief Financial Officer of Moody’s Corporation when it became a public company in October 2000, and was named Executive Vice President in February 2005. Prior to joining Moody’s, Ms. Dering spent over ten years at The Dun & Bradstreet Corporation in a number of financial management positions, including Director of Budgets & Financial Analysis and Director of Financial Planning-Acquisitions and New Business Development. She has a Bachelor of Science in Accounting from St. Francis College of Pennsylvania.

Moody’s Corporation (NYSE: MCO) is the parent company of Moody’s Investors Service, a leading provider of credit ratings, research and analysis covering debt instruments and securities in the global capital markets, and Moody’s KMV, a leading provider of credit risk processing and credit risk management products for banks and investors in credit-sensitive assets serving the world’s largest financial institutions. The corporation, which reported revenue of \$1.4 billion in 2004, employs approximately 2,500 people worldwide and maintains offices in 19 countries. Further information is available at www.moody.com.



Moody's Corporation

Exhibit 99.2

News

FOR IMMEDIATE RELEASE

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**MOODY'S CORPORATION NAMES LINDA S. HUBER
EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER**

New York, May 12, 2005 — Moody's Corporation (NYSE:MCO) announced today that Linda S. Huber will join the company on May 16, 2005 as Executive Vice President and Chief Financial Officer, reporting to Raymond W. McDaniel, Jr., Chairman and Chief Executive Officer. Ms. Huber will oversee Moody's global finance activities, and she will also have executive responsibility for the company's corporate development and human resources functions. She is succeeding Jeanne Dering, who has been named Executive Vice President — Global Regulatory Affairs and Compliance.

Prior to joining Moody's, Ms. Huber was Executive Vice President and Chief Financial Officer at U.S. Trust Company, a subsidiary of Charles Schwab & Company, Inc., since 2003. In that role, her responsibilities included finance, strategy and planning, risk management, and the corporate secretary's office.

"Linda Huber is recognized as a strong financial executive with exceptional leadership skills," said Ray McDaniel. "Her substantial experience in financial markets and corporate strategy will make an excellent fit with our management team and will be an asset for our shareholders."

“Moody’s has delivered outstanding financial performance in the recent past and has an excellent future ahead of it. I am very pleased to be a part of a company that is so committed to providing value to its customers and its shareholders,” said Ms. Huber.

Prior to her position at U.S. Trust, Ms. Huber was Managing Director at Freeman & Co., where she headed up the financial services practice from 1998 until 2003. She served PepsiCo as Vice President of Corporate Strategy and Development from 1997 until 1998, and as Vice President and Assistant Treasurer from 1994 until 1997. Ms. Huber held positions at Bankers Trust Company from 1991 until 1994 and at First Boston Corporation from 1986 through 1990. She also held the rank of Captain in the U.S. Army where she served from 1980 to 1984. During her years of military service, Ms. Huber received two Meritorious Service Medals.

Ms. Huber holds a Master of Business Administration from Stanford Graduate School of Business and a Bachelor of Science in Finance from Lehigh University.

Moody’s Corporation (NYSE: MCO) is the parent company of Moody’s Investors Service, a leading provider of credit ratings, research and analysis covering debt instruments and securities in the global capital markets, and Moody’s KMV, a leading provider of credit risk processing and credit risk management products for banks and investors in credit-sensitive assets serving the world’s largest financial institutions. The corporation, which reported revenue of \$1.4 billion in 2004, employs approximately 2,500 people worldwide and maintains offices in 19 countries. Further information is available at www.moodys.com.

End of Filing

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