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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-8

### REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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#### MOODY'S CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-3998945  
(I.R.S. Employer  
Identification Number)

Moody's Corporation  
99 Church Street  
New York, New York 10007  
(Address, including zip code, of Registrant's principal executive office)

Amended and Restated 2001 Moody's Corporation Key Employees'

Stock Incentive Plan

(Full title of the Plan)

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John J. Goggins, Esq. Senior Vice President and General Counsel Moody's Corporation 99 Church Street New York, New York 10007 (212) 553-0300

(Name, address, including zip code, and telephone number, including area code, of Registrant's agent for service)

Copies to:

David J. Friedman, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square New York, New York 10036 (212) 735-3000

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CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered(b)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Common Stock, \$0.01 par value per share (a).....	14,000,000	\$44.62(c)	\$624,680,000(c)	\$73,525(c)
=====	=====	=====	=====	=====

(a) Includes Preferred Share Purchase Rights which, prior to the occurrence of certain events, will not be exercisable or evidenced separately from the Common Stock.

(b) This registration statement covers any additional shares of Common Stock which become issuable under the Amended and Restated 2001 Moody's Corporation Key Employees' Stock Incentive Plan as a result of any stock split, stock dividend or similar transactions effected without receipt of consideration which results in an increase in the number of shares of Common Stock outstanding.

(c) Pursuant to Rule 457(h)(1) under the Securities Act of 1933, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee have been computed on the basis of the average of the high and low prices of the Common Stock reported on the New York Stock Exchange Composite Tape on July 7, 2005.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents filed by Moody's Corporation (the "Company" or the "Registrant") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference in this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004.
- (b) The Company's Quarterly Report on Form 10-Q for the fiscal quarter ending March 31, 2005.
- (c) The Company's Current Reports on Form 8-K filed on February 16, 2005, April 27, 2005 and May 13, 2005.
- (d) The Company's Annual Report relating to Employee Plans on Form 11-K for the fiscal year ended December 31, 2004.
- (e) The description of the Company's capital stock contained in the Registration Statement on Form 10/A-2 filed on September 11, 2000.
- (f) The description of the Company's Preferred Share Purchase Rights contained in Amendment No. 1 to the Company's Registration Statement on Form 8-A filed on May 18, 2005.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 4. Description of Securities

Not required.

#### Item 5. Interests of Named Experts and Counsel

John J. Goggins, Esq., Senior Vice President and General Counsel of the Company, has rendered an opinion as to the validity of the Common Stock offered hereby. As of June 29, 2005, Mr. Goggins owned 22,054 shares of Common Stock (including 9,402 shares of restricted stock) and held options to purchase 265,550 shares of Common Stock.

#### Item 6. Indemnification of Directors and Officers

Section 145 of the General Corporation Law of the State of Delaware empowers a Delaware corporation to indemnify any persons who are, or are threatened to be made, parties to any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such officer, director, employee or agent acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests, and, for criminal proceedings, had no reasonable cause to believe his conduct was unlawful. A Delaware corporation may indemnify officers and directors in an action by or in the right of the corporation under the same conditions, except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses which such officer or director actually and reasonably incurred.

The Company's Certificate of Incorporation provides that the Company shall indemnify directors and officers made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals, to the fullest extent permitted by the laws of the State of Delaware. Such indemnification shall continue after an individual ceases to be an officer or director and shall inure to the benefit of the heirs, executors and administrators of such person. The Company's Certificate of Incorporation also provides that a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law

of the State of Delaware as the same exists or may hereafter be amended.

The indemnification rights conferred by the Certificate of Incorporation of the Company are not exclusive of any other right to which a person seeking indemnification may otherwise be entitled. The Company will also provide liability insurance for the directors and officers for certain losses arising from claims or charges made against them while acting in their capacities as directors or officers.

#### **Item 7. Exemption from Registration Claimed**

Not applicable.

#### **Item 8. Exhibits**

The following exhibits are filed as part of this Registration Statement:

4.1 Restated Certificate of Incorporation of the Company, as amended, effective June 30, 1998, and as further amended effective October 1, 2000 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on October 4, 2000) and April 26, 2005 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 27, 2005)

4.2 Amended and Restated By-Laws of the Company (incorporated herein by reference to Exhibit 3.2 to the Company's Registration Statement on Form 10 filed on June 18, 1998)

4.3 The Amended and Restated Rights Agreement, dated as of September 27, 2000, between the Company and EquiServe Trust Company, N.A. (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 29, 2000)

4.4 The Amended and Restated Moody's Corporation 2001 Key Employees' Stock Incentive Plan (incorporated herein by reference to Appendix B to the Definitive Proxy Statement filed pursuant to Schedule 14(a) on March 24, 2004)

5 Opinion of John J. Goggins, Esq., Senior Vice President and General Counsel

23.1 Consent of PricewaterhouseCoopers LLP

23.2 Consent of John J. Goggins (included in Exhibit 5)

24 Power of Attorney

#### **Item 9. Undertakings**

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Act");

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; provided, however, that paragraph (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Sections 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

(2) That, for the purposes of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and each filing of the Profit Participation Plan's annual report pursuant to Section 15(d) of the Exchange Act) that is

incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 13th day of July, 2005.

### MOODY'S CORPORATION

By: /s/ John J. Goggins

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John J. Goggins  
Senior Vice President and General  
Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
/s/ Raymond W. McDaniel, Jr. ----- Raymond W. McDaniel, Jr.	Chairman of the Board of Directors, Chief Executive Officer and Director (principal executive officer)	July 12, 2005
/s/ Linda S. Huber ----- Linda S. Huber	Executive Vice President and Chief Financial Officer (principal financial officer)	July 12, 2005
/s/ Joseph McCabe ----- Joseph McCabe	Vice President and Corporate Controller (principal accounting officer)	July 12, 2005
/s/ Basil L. Anderson ----- Basil L. Anderson	Director	July 12, 2005
/s/ Robert R. Glauber ----- Robert R. Glauber	Director	July 12, 2005
/s/ Ewald Kist ----- Ewald Kist	Director	July 12, 2005
/s/ Connie Mack ----- Connie Mack	Director	July 12, 2005
/s/ Henry A. McKinnell, Jr. ----- Henry A. McKinnell, Jr. Ph.D.	Director	July 12, 2005
/s/ Nancy S. Newcomb ----- Nancy S. Newcomb	Director	July 12, 2005
/s/ John K. Wulff ----- John K. Wulff	Director	July 12, 2005

## INDEX TO EXHIBITS

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5	Opinion of John J. Goggins, Esq., Senior Vice President and General Counsel
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23.2	Consent of John J. Goggins (included in Exhibit 5)
24	Power of Attorney

**Exhibit 5**

July 13, 2005

Moody's Corporation  
99 Church Street  
New York, New York 10007

To the Board of Directors  
of Moody's Corporation

Ladies and Gentlemen:

I am Senior Vice President and General Counsel of Moody's Corporation (the "Company"), a Delaware corporation, and as such, I am familiar with the Registration Statement on Form S-8 (the "Registration Statement") which the Company intends to file with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to 14,000,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), which may be issued to employees in accordance with the Amended and Restated 2001 Moody's Corporation Key Employees' Stock Incentive Plan (the "Plan").

I have examined a copy of the Plan and the Registration Statement (including the exhibits thereto). In addition, I have examined, and have relied as to matters of fact upon, the originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such other and further investigations, as I have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified or photostatic copies, and the authenticity of the originals of such latter documents.

I hereby advise you that in my opinion the shares of Common Stock issuable in accordance with the Plan, when duly issued as contemplated by the Registration Statement, the Prospectus and the Plan, will be validly issued, fully paid and non-assessable shares of Common Stock of the Company.

I am a member of the Bar of the State of New York and do not express any opinion herein concerning any law other than the law of the State of New York and the Delaware General Corporation Law.

I hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and the reference to me under the heading "Interests of Named Experts and Counsel" in the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

*/s/ John J. Goggins*

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*John J. Goggins*

**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 2, 2005 relating to the financial statements, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, of Moody's Corporation, which appears in Moody's Corporation's Annual Report on Form 10-K for the year ended December 31, 2004.

We also consent to the incorporation by reference in this Registration Statement of our report dated June 27, 2005 relating to the financial statements, which appears in the Annual Report of the Profit Participation Plan of Moody's Corporation on Form 11-K for the year ended December 31, 2004.

*/s/ PricewaterhouseCoopers LLP*  
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*PricewaterhouseCoopers LLP*  
*New York, New York*  
*July 13, 2005*

Exhibit 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors of Moody's Corporation (the "Company") in their respective capacities set forth below constitutes and appoints John J. Goggins and Linda S. Huber, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to do any and all acts and all things and to execute any and all instruments which said attorney and agent may deem necessary or desirable to enable the Company to comply with the Securities Act of 1933, as amended, (the "Act") and any rules, regulations and requirements of the Securities and Exchange Commission thereunder in connection with the registration under such Act of the common stock of the Company to be issued by the Company pursuant to the Amended and Restated 2001 Moody's Corporation Key Employees' Stock Incentive Plan to the extent that any such registration may be required in the opinion of the executive officers of the Company, upon the advice of counsel, including without limitation, the power and authority to sign the name of the undersigned individual in the capacity indicated below opposite the name of such individual to any Registration Statement on Form S-8 or any Form relating to the registration of such common stock to be filed with the Securities and Exchange Commission with respect to said common stock, to sign any and all amendments (including post-effective amendments) and supplements to any such Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Signature -----	Title -----	Date ----
/s/ Raymond W. McDaniel, Jr. ----- Raymond W. McDaniel, Jr.	Chairman of the Board of Directors, Chief Executive Officer and Director (principal executive officer)	July 12, 2005
/s/ Joseph McCabe ----- Joseph McCabe	Vice President and Corporate Controller (principal accounting officer)	July 12, 2005
/s/ Basil L. Anderson ----- Basil L. Anderson	Director	July 12, 2005
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/s/ Nancy S. Newcomb ----- Nancy S. Newcomb	Director	July 12, 2005
/s/ John K. Wulff ----- John K. Wulff	Director	July 12, 2005