
**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): February 9, 2016

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.

(b) On February 9, 2016, Mr. John Wulff, who has served as a member of the Moody's Corporation Board of Directors since 2004, informed the Company that he has decided not to stand for re-election at the 2016 annual meeting of stockholders and, therefore, to retire effective on that date.

(d) On February 9, 2016, the Company announced that Mr. Bruce Van Saun has been elected as a member of the Company's Board, effective as of March 1, 2016. Mr. Van Saun also has been elected to the Board's Audit and Governance and Compensation Committees. With the election of Mr. Van Saun, the Company's Board consists of ten directors. Mr. Van Saun, 58, currently serves as the Chairman of the Board and Chief Executive Officer of Citizens Financial Group, Inc., a retail and commercial bank, and serves as a director on the franchise board of Lloyd's of London, with his term expiring on May 31, 2016.

In accordance with the Company's director compensation plan for non-employee directors, Mr. Van Saun will be paid an annual cash retainer of \$90,000, payable in quarterly installments. He will receive in March 2016 an annual restricted stock award under the 1998 Moody's Corporation Non-Employee Directors' Stock Incentive Plan equivalent in value to \$155,000 based on the fair market value of the Company's common stock on the effective date of the grant, which award vests on the first anniversary of the date of grant.

A copy of the Company's press release relating to Mr. Van Saun's election as director is being furnished as Exhibit 99.1 to this Current Report on Form 8-K. Exhibit 99.1 is being furnished and shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that Section. The information in Exhibit 99.1 shall not be incorporated by reference into future filings under the Securities Act of 1933, as amended, or the Exchange Act, unless it is specifically incorporated by reference therein.

Item 7.01 Regulation FD Disclosure.

The company's press release announcing Mr. Van Saun's election is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 "Financial Statements and Exhibits"

(d) Exhibits

99.1 Press release regarding the election of Mr. Van Saun to the Board, dated February 9, 2016

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: February 9, 2016

INDEX TO EXHIBITS

Exhibit No.

99.1

Press release regarding the election of Mr. Van Saun to the Board, dated February 9, 2016



Moody's Corporation Elects Bruce Van Saun to Board of Directors

NEW YORK, (BUSINESS WIRE) February 9, 2016 — Moody's Corporation (NYSE:MCO) announced today that it has elected Bruce Van Saun to its board of directors effective March 1, 2016. Bruce will serve as a member of the board's Audit and Governance and Compensation committees.

Mr. Van Saun, 58, has 30 years of leadership experience in the financial services sector. He currently serves as the Chairman of the Board and Chief Executive Officer of Citizens Financial Group, Inc., a retail and commercial bank. He is currently a director of the franchise board of Lloyd's of London, with his term expiring on May 31, 2016. Previously, he served as Finance Director and as a member of the board of directors for RBS Group, and in senior roles with Bank of New York and Bank of New York Mellon, including as Vice Chairman and Chief Financial Officer.

"Bruce brings a wealth of diverse executive and board experience gained during his accomplished career in global banking and financial services, and we are pleased to welcome him to Moody's board," said Henry McKinnell, Jr., Chairman, Moody's Corporation.

Mr. Van Saun previously held senior positions with Deutsche Bank, Wasserstein Perella Group and Kidder Peabody & Co. He is also a member of The Clearing House supervisory board.

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 \$3.5 billion in 2015, employs approximately 10,400 people worldwide and maintains a presence in 36 countries. Further information is available at www.moody's.com.

Media Contacts:

Michael Adler
Senior Vice President
Corporate Communications
212.553.4667
michael.adler@moodys.com

or

Salli Schwartz
Global Head of Investor Relations
212.553.4862
sallilyn.schwartz@moodys.com

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