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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): July 31, 2018**

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

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**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**

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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 5.02 Departure of Directors or Certain Officers; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(c) On July 31, 2018, Moody's Corporation (the "Company" or "Moody's") announced the appointment of Mark Kaye as Senior Vice President and Chief Financial Officer. Mr. Kaye, 39, joins Moody's from Massachusetts Mutual Life Insurance Company, where he served as Senior Vice President and Head of Financial Planning and Analysis since 2016, as well as Chief Financial Officer of MassMutual U.S., the company's domestic insurance and retirement plan operation, since 2015. Prior to that, Mr. Kaye served as Chief Financial Officer and Senior Vice President, Retirement Solutions, at Voya Financial (formerly ING U.S.) from 2011 to 2015. Mr. Kaye previously held various senior financial and risk reporting positions at ING U.S. and ING Group and was in the investment banking division of Credit Suisse First Boston.

Mr. Kaye will join the Company on August 20, 2018, and will succeed the acting principal financial officer, Jeffrey Hare, as of such date.

In connection with his appointment, Mr. Kaye will have an initial annual base salary of \$525,000 and a target bonus opportunity of \$625,000, which amount is guaranteed for 2018. Bonus awards will be payable in the same form and time frame as for the Company's other senior executives. In addition, Mr. Kaye will receive a sign-on payment of \$150,000 less appropriate taxes and withholdings, 30 days after his start date. He will receive a new hire award valued at \$1,200,000 on October 1, 2018, comprised 100% of restricted stock units that vest annually over two years. Mr. Kaye also will receive long-term incentive awards on October 23, 2018 valued at \$1,150,000, equal to his annual long-term incentive award target value. Those awards will be comprised 60% in performance shares for the period 2018-2020, 20% in stock options and 20% in restricted stock units. Mr. Kaye will be covered by the Moody's Change in Control Severance Plan and the Moody's Corporation Career Transition Plan, as in effect at the relevant time.

A copy of the Company's press release announcing Mr. Kaye's appointment is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 "Financial Statements and Exhibits"**

(d) Exhibits

99.1 [Press release of Moody's Corporation dated July 31, 2018.](#)

**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/ Elizabeth M. McCarroll  
Elizabeth M. McCarroll  
Corporate Secretary and Associate  
General Counsel

Date: July 31, 2018



## News

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STEPHEN MAIRE  
*Global Head of Investor Relations and  
Communications*  
+1.212.553.7424  
stephen.maire@moodys.com

MICHAEL ADLER  
*Senior Vice President  
Corporate Communications*  
+1.212.553.4667  
michael.adler@moodys.com

### **Moody's Names Mark Kaye as Chief Financial Officer**

NEW YORK, July 31, 2018 – Moody's Corporation (NYSE:MCO) announced today that Mark Kaye will join the company on August 20<sup>th</sup> as Senior Vice President and Chief Financial Officer.

Mr. Kaye will oversee Moody's global finance activities and will also have executive responsibility for the company's Investor Relations and Corporate Services functions. He succeeds Jeffrey Hare as the company's Principal Financial Officer.

Mr. Kaye joins Moody's from Massachusetts Mutual Life Insurance Company (MassMutual), where he served as Senior Vice President and Head of Financial Planning and Analysis, as well as Chief Financial Officer of MassMutual U.S., the company's domestic insurance and retirement plan operation.

"Mark has an impressive record of success as a financial steward and senior executive at leading financial services companies. I am confident that he will help us deliver Moody's continued strong financial performance, drive long-term shareholder value and prove to be an excellent addition to our senior management team," said Raymond McDaniel, President and Chief Executive Officer of Moody's.

Mr. Kaye brings to his role more than 15 years of experience in business finance, financial planning and analysis, strategy and large-scale project management. Prior to joining MassMutual in 2015, he held a range of senior finance leadership roles at Voya Financial (formerly ING U.S.) and began his career in the investment banking division of Credit Suisse First Boston. In addition to working in the U.S., Mr. Kaye has had extensive prior work experience in the Asia Pacific region. He holds an M.B.A. in Finance and a B.S.E. in Statistics and Actuarial Science, both from the Wharton School at the University of Pennsylvania, and is a Fellow of the Society of Actuaries.

"I have long admired Moody's as an institution and I look forward to working with such a talented team at an organization that is so critical to the efficient functioning of the world's financial markets," Mr. Kaye said.

## **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 \$4.2 billion in 2017, employs approximately 12,300 people worldwide and maintains a presence in 42 countries. Further information is available at [www.moody.com](http://www.moody.com).