

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: November 5, 2014

McGRAW HILL FINANCIAL, INC.

(Exact Name of Registrant as specified in its charter)

New York  
(State or other  
jurisdiction of  
incorporation or  
organization)

1-1023  
(Commission  
File No.)

13-1026995  
(IRS Employer  
Identification No.)

1221 Avenue of the Americas, New York, New York 10020  
(Address of Principal Executive Offices) (Zip Code)

(212) 512-2000  
(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))
-

**Item 2.02 and 7.01. Results of Operations and Financial Condition and Regulation FD Disclosure**

On November 3, 2014, McGraw Hill Financial, Inc. (the "Registrant" or the "Company") announced it had completed the previously disclosed sale of McGraw Hill Construction to Symphony Technology Group. As announced on September 22, 2014, the sale price was \$320 million in cash and the transaction completes the portfolio rationalization to create McGraw Hill Financial.

Beginning in the third quarter of 2014, the results of operations for McGraw Hill Construction have been reclassified to reflect the business as a discontinued operation and the assets and liabilities of the business have been reclassified as held for sale in the Company's financial statements.

To assist in the understanding of the Company's continuing operations, the Company has prepared recasted selected financial information which reflects the reclassification of McGraw Hill Construction out of the Company's continuing operations for each of the three quarters and first nine months of 2014 and for each of the four quarters and the full year of 2013.

The recasted selected financial information is attached as Exhibit 99 to this Form 8-K and is incorporated in this Item 2.02 and Item 7.01 by reference. Pursuant to general instruction B.2 to Form 8-K, the information furnished pursuant to Items 2.02 and 7.01, including Exhibit 99, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

The information in this Form 8-K shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

**Use of Non-GAAP Financial Measures**

Non-GAAP financial measures contained in the exhibits to this report are derived from the Company's financial statements. This information is provided in order to allow investors to make meaningful comparisons of the Company's operating performance between periods and to view the Company's business from the same perspective as Company management. These non-GAAP measures may be different than similar measures used by other companies.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits. The following exhibit is furnished with this report:

(99) Recasted selected financial information of the Registrant for each of the three quarters and first nine months of 2014 and for each of the four quarters and the full year of 2013

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 8-K Report to be signed on its behalf by the undersigned hereunto duly authorized.

McGraw Hill Financial, Inc.

*/s/ Emmanuel N. Korakis*

---

By: Emmanuel N. Korakis  
Senior Vice President and Corporate Controller

Dated: November 5, 2014

---

---

## INDEX TO EXHIBITS

### Exhibit Number

(99) Recasted selected financial information of the Registrant for each of the three quarters and first nine months of 2014 and for each of the four quarters and the full year of 2013

**McGraw Hill Financial**  
**Recasted Selected Financial Information for Continuing Operations**

(dollars in millions, except per share data)

(unaudited)

	2014							
	Q1		Q2		Q3		Q3 YTD	
	Reported <sup>1</sup>	Performance	Reported <sup>1</sup>	Performance	Reported <sup>1</sup>	Performance	Reported <sup>1</sup>	Performance
Revenue	\$ 1,196	\$ 1,196	\$ 1,302	\$ 1,302	\$ 1,263	\$ 1,263	\$ 3,761	\$ 3,761
Segment operating profit (a)	454	454	521	521	404	507	1,379	1,482
Unallocated expense (b)	34	34	45	45	38	32	118	111
Operating profit	420	420	476	476	366	475	1,261	1,371
Interest expense, net	14	14	14	14	12	12	40	40
Income before taxes on income	406	406	462	462	354	463	1,221	1,331
Provision for taxes on income	138	138	152	152	139	155	428	445
Income from continuing operations	<u>\$ 268</u>	<u>\$ 268</u>	<u>\$ 310</u>	<u>\$ 310</u>	<u>\$ 215</u>	<u>\$ 308</u>	<u>\$ 793</u>	<u>\$ 886</u>
Income from continuing operations:								
Diluted EPS	\$ 0.87	\$ 0.87	\$ 1.04	\$ 1.04	\$ 0.68	\$ 1.02	\$ 2.59	\$ 2.93

Totals presented may not sum due to rounding

<sup>1</sup>Reported amounts above reflect the reclassification of McGraw Hill Construction out of McGraw Hill Financial's continuing operations

Non-GAAP adjustments included in the reported amounts and excluded from performance amounts in the table above:

- (a) Q3 2014 adjustments include a \$60 million charge for certain regulatory matters, restructuring charges of \$39 million, and \$4 million of professional fees largely related to corporate development activities
- (b) Q3 2014 adjustment includes restructuring charges of \$7 million

**McGraw Hill Financial**  
**Recasted Selected Financial Information for Continuing Operations**

(dollars in millions, except per share data)

(unaudited)

	2013									
	Q1		Q2		Q3		Q4		Full Year	
	Reported <sup>1</sup>	Performance	Reported <sup>1</sup>	Performance	Reported <sup>1</sup>	Performance	Reported <sup>1</sup>	Performance	Reported <sup>1</sup>	Performance
Revenue	\$ 1,140	\$ 1,140	\$ 1,205	\$ 1,205	\$ 1,152	\$ 1,152	\$ 1,206	\$ 1,206	\$ 4,702	\$ 4,702
Segment operating profit (a) (b)	417	417	468	468	444	423	364	389	1,693	1,697
Unallocated expense (c) (d) (e) (f)	148	28	45	34	49	38	93	42	335	142
Operating profit	269	389	423	434	395	385	271	347	1,358	1,555
Interest expense, net	15	15	16	16	14	14	14	14	59	59
Income before taxes on income	254	374	407	418	381	370	257	333	1,299	1,496
Provision for taxes on income	86	131	141	146	123	129	75	100	425	507
Income from continuing operations	<u>\$ 168</u>	<u>\$ 243</u>	<u>\$ 266</u>	<u>\$ 272</u>	<u>\$ 258</u>	<u>\$ 241</u>	<u>\$ 182</u>	<u>\$ 233</u>	<u>\$ 874</u>	<u>\$ 989</u>
Income from continuing operations:										
Diluted EPS	\$ 0.52	\$ 0.78	\$ 0.87	\$ 0.90	\$ 0.82	\$ 0.77	\$ 0.60	\$ 0.78	\$ 2.80	\$ 3.22

Totals presented may not sum due to rounding

<sup>1</sup> Reported amounts above reflect the reclassification of McGraw Hill Construction out of McGraw Hill Financial's continuing operations

Non-GAAP adjustments included in the reported amounts and excluded from performance amounts in the table above:

- (a) Q3 2013 adjustments include restructuring charges of \$4 million, a gain on the sale of an equity investment held by CRISIL of \$16 million, a loss on the sale of Financial Communications of \$3 million, and a gain on the sale of Aviation Week of \$11 million
- (b) Q4 2013 adjustment includes a \$26 million restructuring charge
- (c) Q1 2013 adjustments include costs for the separation of MHE of \$44 million, and pre-tax legal settlements of \$77 million
- (d) Q2 2013 adjustment includes \$10 million of costs for the separation of MHE
- (e) Q3 2013 adjustment includes \$10 million of costs for the separation of MHE
- (f) Q4 2013 adjustments include a \$36 million non-cash impairment charge related to the sale of a data center, and a \$13 million charge related to terminating various leases