
**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): February 25, 2015

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 Number)

13-1026995
(I.R.S. 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))
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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.

On February 25, 2015, the Board of Directors of McGraw Hill Financial, Inc. (the “Company”) announced that Harold McGraw III informed the Board of his decision not to stand for re-election as a director at the Annual Meeting of Shareholders scheduled to take place on April 29, 2015. Mr. McGraw has been non-executive Chairman of the Board since he retired as President and CEO of the Company on November 1, 2013. Prior to that, he had been Chairman of the Board since 2000, President since 1993, President and Chief Executive Officer since 1998, and a director of the Company for 27 years. Mr. McGraw’s decision did not result from any disagreement or dispute with the Company or its management. In recognition of Mr. McGraw’s many significant contributions to the Company, the Board of Directors will confer upon him the honorary title of “Chairman Emeritus” when he retires on April 29.

The Board also announced that it intends to propose that Charles E. Haldeman, Jr. serve as non-executive Chairman of the Board following the 2015 Annual Meeting. Mr. Haldeman has been an independent Director of the Company since 2012.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release issued by McGraw Hill Financial, Inc., dated February 25, 2015.

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.

Dated: February 25, 2015

McGRAW HILL FINANCIAL, INC.

By: /s/ Scott L. Bennett

Name: Scott L. Bennett

Title: Senior Vice President, Associate General
Counsel and Secretary

Exhibit Index

Exhibit Number	Description of Exhibits
99.1	Press Release issued by McGraw Hill Financial, Inc., dated February 25, 2015



Harold McGraw III to Become Chairman Emeritus of McGraw Hill Financial

Charles E. Haldeman to be named Chairman of the Board following the Company's Annual Meeting on April 29, 2015

New York, February 25, 2015—The Board of Directors of McGraw Hill Financial (NYSE: MHFI) today announced that Harold (“Terry”) McGraw III informed the Board of his decision not to stand for re-election as a director at the Annual Meeting of Shareholders scheduled to take place on April 29, 2015.

In recognition of Mr. McGraw’s many significant contributions to McGraw Hill Financial, the Board of Directors will confer upon him the honorary title of “Chairman Emeritus” when he retires on April 29.

Mr. McGraw has been non-executive Chairman of the Board since he retired as President and CEO of the Company on November 1, 2013. Prior to that, he had been Chairman of the Board since 2000, President since 1993, President and Chief Executive Officer since 1998, and a director of the Company for 27 years.

“Terry has been a visionary and dedicated leader of this Company since he became President and CEO in 1998 and he has earned the respect of the global business community for his many achievements,” said Ed Rust, Presiding Director of the McGraw Hill Financial Board of Directors. Mr. Rust continued, “Terry has always been focused on serving customers and giving employees the best possible training and resources to provide superior service. He also ensured that we built a world-class management team and, under the leadership of Doug Peterson as President and CEO, the Company continues to grow around the world, providing transparent and independent benchmarks, ratings and analytics to the capital, commodity and corporate markets.”

“McGraw Hill Financial is an outstanding company with a bright future and a proud legacy of providing essential intelligence to customers,” said Mr. McGraw. “I am so very grateful to all the people who have contributed to the success of our businesses over many generations. Since our founding by James H. McGraw in 1888, the McGraw Hill teams have continually met the transformative needs of our customers and markets, and will continue to do so in the future.”

The Board will propose that Charles (“Ed”) E. Haldeman, Jr. serve as non-executive Chairman following the 2015 Annual Meeting. Mr. Haldeman has been an independent Director of the Company since 2012. He is currently non-executive Chairman of KCG Holdings, Inc. and a director of DST Systems. Mr. Haldeman was elected CEO of Federal Home Loan Mortgage Corporation (“Freddie Mac”) in 2009, after it was placed into conservatorship. He held that position until 2012. Prior to joining Freddie Mac, Mr. Haldeman was the Chairman and CEO of Putnam Investment Management, LLC.

“The Board has decided to propose Ed Haldeman become non-executive Chairman of the Board following the Annual Meeting, recognizing his leadership skills, independence and experience in the capital and corporate markets,” Mr. Rust stated.

“I couldn’t be more pleased to turn over the stewardship of this talented Board to someone of Ed’s reputation and caliber,” added Mr. McGraw.

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About McGraw Hill Financial: McGraw Hill Financial is a leading financial intelligence company providing the global capital and commodity markets with independent benchmarks, credit ratings, portfolio and enterprise risk solutions, and analytics. The Company’s iconic brands include Standard & Poor’s Ratings Services, S&P Capital IQ, S&P Dow Jones Indices, Platts, CRISIL, and J.D. Power. The Company has approximately 17,000 employees in 30 countries. Additional information is available at www.mhfi.com.

Investor Relations: <http://investor.mhfi.com>

Get news direct from McGraw Hill Financial via RSS:
<http://investor.mhfi.com/phoenix.zhtml?c=96562&p=rssSubscription&t=&id=&>

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