

METLIFE INC
Form 11-K
June 26, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-15787

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Savings and Investment Plan for Employees of Metropolitan Life and Participating Affiliates

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

MetLife, Inc.

200 Park Avenue

New York, New York 10166-0188

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**Savings and Investment Plan for Employees of
Metropolitan Life and Participating Affiliates**

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Note: Supplemental schedules not listed are omitted due to the absence of conditions under which they are required

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of the
Savings and Investment Plan for Employees of
Metropolitan Life and Participating Affiliates

We have audited the accompanying statements of net assets available for benefits of the Savings and Investment Plan for Employees of Metropolitan Life and Participating Affiliates (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2011, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management. Such schedule has been subjected to the auditing procedures applied in our audit of the basic 2011 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ DELOITTE & TOUCHE LLP

Certified Public Accountants

Tampa, Florida

June 26, 2012

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	As of December 31,	
	2011	2010
Assets:		
Participant directed investments at estimated fair value (see Note 3)	\$ 5,175,212	\$ 5,175,116
Notes receivable from participants	79,549	81,765
Total assets	5,254,761	5,256,881
Liabilities:		
Accrued investment management fees	1,495	1,590
Net assets available for benefits at estimated fair value	5,253,266	5,255,291
Adjustment from estimated fair value to contract value for fully benefit-responsive investment contracts	(155,161)	(107,709)
Net assets available for benefits	\$ 5,098,105	\$ 5,147,582

See accompanying notes to financial statements.

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**Savings and Investment Plan for Employees of
Metropolitan Life and Participating Affiliates
Statement of Changes in Net Assets Available for Benefits
(In thousands)**

	Year Ended December 31, 2011
Additions to net assets attributed to:	
Contributions:	
Participant	\$ 178,632
Employer	72,329
Rollover	5,598
Total contributions	256,559
Interest income on notes receivable from participants	2,770
Interest and dividends	166,497
Total additions	425,826
Deductions from net assets attributed to:	
Benefit payments to participants	285,912
Investment management fees	10,075
Net depreciation in estimated fair value of investments (see Note 4)	164,042
Administration expenses	521
Total deductions before plan transfers	460,550
Plan transfers into the MetLife Bank 401(k) Plan (see Note 2)	14,753
Total deductions after plan transfers	475,303
Net decrease in net assets	49,477
Net assets available for benefits:	
Beginning of year	5,147,582
End of year	\$ 5,098,105

See accompanying notes to financial statements.

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Savings and Investment Plan for Employees of

Metropolitan Life and Participating Affiliates

Notes to Financial Statements

1. Description of the Plan

The following description of the Savings and Investment Plan for Employees of Metropolitan Life and Participating Affiliates, as amended and restated (the Plan) is provided for general information purposes only. Participants (as defined below) should refer to the Plan document for a more complete description of the Plan.

General Information

The Plan, a defined contribution plan, became effective on May 1, 1970 and is designed to comply with the requirements of the Employee Retirement Income Security Act of 1974, as amended (ERISA), and the United States Internal Revenue Code (IRC). The administrator of the Plan (the Plan Administrator) is Metropolitan Life Insurance Company (the Company), which has delegated that duty to one of its officers. Recordkeeping services are performed for the Plan by an unaffiliated third party.

The Plan provides the following investment options through participation in various group annuity contracts (GAC) with the Company, Company separate account funds, as well as (for certain participants) The New England Financial Accumulation Account:

Separate Account Funds*	Separate Account(s)
Fixed Income Fund	Separate Accounts #78, #253, #429, and #649 and The New
	England Financial Accumulation Account
Large Cap Growth Index Fund	Separate Account #611
Large Cap Equity Index Fund	Separate Account # MI
Small Cap Equity Fund	Separate Account #596
International Equity Fund	Separate Account #79
Large Cap Value Index Fund	Separate Account #593
Mid Cap Equity Index Fund	Separate Account # 612
Bond Index Fund	Separate Account # 377

* See Plan Amendments regarding changes during 2010 in separate account funds. Contributions to the Plan that are directed by participants into these funds are remitted by the Participating Affiliates (as defined below) to the Plan and allocated in accordance with the elections of the participants among each investment fund, including the separate account funds.

The Plan also offers participants the option to invest in a fund holding primarily shares of common stock of MetLife, Inc., the Company's parent, known as the MetLife Company Stock Fund. The MetLife Company Stock Fund is held in trust by The Bank of New York Mellon Corporation (BNY Mellon), as trustee.

A frozen fund (the RGA Frozen Fund) was established primarily to hold shares of the Class B common stock of Reinsurance Group of America, Incorporated (RGA) issued in connection with the exchange offer of shares of MetLife, Inc. common stock held in the MetLife Company Stock Fund (a frozen fund is one into which participants may neither direct contributions nor transfer balances from any other fund but may make withdrawals or reallocate to other available investment options under the Plan). RGA subsequently reclassified its shares of common stock, including Class B, into a single class. The RGA Frozen Fund is also held in trust by BNY Mellon, as trustee.

The separate account funds and the MetLife Company Stock Fund together constitute the core investment options of the Plan (Core Funds). To supplement the Core Funds, the Plan offers to all participants the ability to transfer funds out of the Core Funds into a Self-Directed Account (SDA). The SDA works like a personal brokerage account by providing participants with direct access to a wide variety of mutual funds that are available to the public through many well-known mutual fund families. The SDA is held in trust by BNY Mellon, as trustee.

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Participants in the former New England 401(k) Plan who had amounts invested in The New England Financial Accumulation Account as of December 31, 2000 were permitted to continue their investment in such fund as a frozen Core Fund of the Plan, to the extent they have retained assets in such fund. Such assets are included with the Plan's Fixed Income Fund.

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Participation

Generally, each employee of a Participating Affiliate who is regularly scheduled to work at least 1,000 hours per year is eligible to participate in the Plan on the employee's date of hire, and may immediately make contributions to the Plan, with the exception of certain groups of individuals performing services for the Participating Affiliates (e.g., an individual classified by the Participating Affiliates as a leased employee or independent contractor, an employee participating in or eligible to participate in the New England Agents' Deferred Compensation Plan and Trust, the New England Agents' Retirement Plan and Trust, the New England Life Insurance Company 401(k) Savings Plan and Trust, the New England Agency Employees' Retirement Plan and/or the MetLife Bank 401(k) Plan, an employee in certain collective bargaining units, and individuals hired by a Participating Affiliate as a cooperative student or intern). Generally, each participant is eligible for matching contributions as of the first day of the month following the date the participant completes one year of service, provided that the participant makes the minimum contributions to the Plan, as discussed below.

Participant Accounts

The recordkeeper maintains individual account balances for each employee of the Participating Affiliates who participates in the Plan (each such employee, a participant). Each participant's account is credited with contributions, as discussed below, charged with withdrawals, and allocated investment earnings or losses, as provided by the Plan document. A participant is entitled to the benefits that generally are equal to the participant's vested account balance determined in accordance with the Plan document and as described below.

The following entities comprise the Participating Affiliates as of December 31, 2011: the Company, MetLife Group, Inc., Metropolitan Property and Casualty Insurance Company, MetLife Funding, Inc., MetLife Credit Corp., MetLife Securities, Inc., MetLife Insurance Company of Connecticut and SafeGuard Health Plans, Inc. (SafeGuard), a California corporation (collectively, Participating Affiliates).

Contributions

Contributions consist of those participant contributions which are matched by each of the Participating Affiliates for its respective participants (matching contributions) and those participant contributions which are not matched by any of the Participating Affiliates. A participant may contribute from 3% to 45% of eligible compensation, as defined in the Plan, subject to limitations on highly compensated employees as described below. Contributions of the participants and matching contributions are credited to the Core Funds in the manner elected by the participants and as provided by the Plan. New matching contributions are suspended for six months if matching contributions are withdrawn by a participant.

Under the IRC, a participant who earned in excess of a specified dollar threshold during the preceding plan year (\$110 thousand during 2010 for the 2011 plan year) is a highly compensated employee. A participant who is not a highly compensated employee may contribute up to 45% of eligible compensation, on a before-tax 401(k), Roth 401(k) and/or after-tax basis, subject to certain IRC and Plan-imposed limitations. Each highly compensated employee may elect to make before-tax 401(k) and/or Roth 401(k) contributions up to an aggregate maximum of 10% of such employee's eligible compensation. If such an employee makes after-tax employee contributions, the aggregate percentage of all such contributions may not exceed 13% of such employee's eligible compensation. In addition, a participant's combined before-tax 401(k) and/or Roth 401(k) contributions were not permitted to exceed the IRC-imposed limitation of \$16.5 thousand for the plan year ended December 31, 2011. Participants who were age 50 or older during the plan year were permitted to make additional catch-up contributions (up to \$5.5 thousand for the year ended December 31, 2011) in excess of such IRC-imposed limitation.

Effective January 1, 2010, each of the Participating Affiliates made a matching contribution equal to the sum of (i) 100% of the participant's contributions that did not exceed 3% of the participant's eligible compensation, and (ii) 50% of the participant's contributions that were in excess of 3% of the participant's eligible compensation but did not exceed 5% of the participant's eligible compensation. See Plan Amendments. Subject to the approval of the Plan Administrator, participants may also rollover into the Plan amounts representing distributions from (i) traditional individual retirement accounts (IRAs) (to the extent that the participant did not make nondeductible contributions), (ii) qualified defined benefit plans, (iii) qualified defined contribution plans, (iv) 403(b) plans, or (v) governmental 457(b) plans. A rollover occurs when a participant transfers funds distributed from an eligible source, such as another qualified plan or certain other plans, into the Plan.

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Withdrawals and Distributions

A participant may request withdrawals from the Plan under the conditions set forth in the Plan document. Distributions from the Plan are generally made upon a participant's or beneficiary's request in connection with his or her retirement, death, or other termination of employment from a Participating Affiliate, or receipt of disability benefits for more than 24 months.

Vesting

Participant contributions vest immediately. Matching contributions become fully vested upon the participant's completion of five years of service in accordance with a five-year graded vesting schedule, as well as upon the occurrence of the events triggering acceleration of vesting described below. A participant becomes 25% vested after the completion of two years of service, and then increases his or her vested percentage by an additional 25% per year for each additional year of completed service, until the participant is 100% vested in the Plan after five years of completed service. In addition, a participant becomes fully vested when the participant either (i) attains age 55, (ii) dies, (iii) terminates employment with eligibility under the MetLife Plan for Transition Assistance for Officers or the MetLife Plan for Transition Assistance (which covers non-officer level employees), or (iv) has been receiving disability benefits for more than 24 months after the date of his or her initial disability payment. For purposes of (ii) of the preceding sentence, a participant who dies during a military absence while performing qualified military service (as defined in the IRC) is fully vested at death.

Forfeited Accounts

A participant forfeits non-vested employer matching contributions upon the earlier of (i) the date the participant receives a distribution of the vested portion of his or her account balance (subject to the right of restoration described below), or (ii) the occurrence of five consecutive one-year periods of severance (a period of severance is a twelve-month period during which the participant has not been credited with a single hour of service). If a participant who has forfeited non-vested employer matching contributions (in accordance with (i) of the preceding sentence) is rehired by a company in the Company's control group (as defined in the IRC), such participant has the right to have the forfeited portion of matching contributions restored to his or her account, if such participant repays to the Plan any before-tax 401(k) savings contributions previously distributed prior to the earlier of (i) five years after the date such participant is rehired, or (ii) the close of a period of severance equal to at least five consecutive years commencing after such participant received a distribution of his or her vested matching contributions. Employer matching contribution forfeitures are held in the General Account Fund and are used either to reduce future matching contributions, to pay certain Plan administrative expenses, and/or restore previously forfeited balances (as described above).

The Plan's General Account Fund was established solely to track the activity of forfeitures. At December 31, 2011 and 2010, the balance of the Plan's General Account Fund was \$364 thousand and \$285 thousand, respectively. For the year ended December 31, 2011, forfeited non-vested matching contributions totaled \$1,549 thousand. During the year ended December 31, 2011, \$1,473 thousand from the General Account Fund were used to reduce employer matching contributions, to pay certain administrative expenses, or restore previously forfeited balances of partially vested participants who were re-employed. During the year ended December 31, 2011, forfeitures earned \$3 thousand in investment earnings.

Notes Receivable from Participants

A participant may borrow from his or her account up to a maximum of \$50 thousand (reduced by the highest outstanding balance of loans in his or her defined contribution plan account(s) during the one-year period ending the day before the date a loan is to be made) or 50% of the participant's account balance (reduced by outstanding loans on the date of the loan), whichever is less. Such loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed, as determined quarterly by the Plan Administrator. The principal of and interest on the loans are paid ratably through payroll deductions. Loan repayments are made to Core Funds in accordance with the participant's contribution investment allocation at the time of repayment.

Plan Amendments

For the years ended December 31, 2011 and 2010, the following material Plan amendments were adopted and became effective:

Effective September 14, 2011, the Plan was amended to clarify that compensation paid to commissioned employees is recognized under the Plan only as of the date it is paid to the employee and any offsets or charge-backs against such employees' compensation reduces the amount of compensation recognized under the Plan.

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Effective January 10, 2011, the Plan was amended to permit continuation of outstanding loan repayments by participants transferred to Group Health & Benefits Administrators, Inc. in connection with the outsourcing of the employment functions performed by such participants.

Effective January 1, 2011, the Plan was amended to clarify that compensation paid to salaried employees is recognized under the Plan only as of the date it is paid to the employees.

Effective January 1, 2011, the Plan was amended to reflect various statutory changes under Puerto Rican law impacting the provisions of the Plan which involve Puerto Rican participants.

Effective January 1, 2011, in connection with the establishment of the MetLife Bank 401(k) Plan, the Plan was amended as follows: the definition of eligible compensation for MetLife Bank commissioned employees was deleted and employees eligible to participate in or participating in the MetLife Bank 401(k) Plan were excluded from the definition of eligible employee; MetLife Bank was removed as a Participating Affiliate; any employee of a Participating Affiliate who becomes an employee of MetLife Bank shall become fully vested in his or her company matching contributions, notwithstanding the otherwise applicable vesting schedule; and any participant who becomes an employee of MetLife Bank shall be permitted to make an elective plan transfer to the MetLife Bank 401(k) Plan.

In addition, as a result of a legislative change, the Plan was amended, effective January 1, 2011, to permit a participant to elect to make a direct rollover of that portion of his or her account balance consisting of Roth 401(k) contributions and Roth rollover and transfer amounts to a Roth 457 account.

As a result of the acquisition by MetLife, Inc. of American Life Insurance Company (Alico) on November 1, 2010 (the Acquisition Date), the Plan was amended (effective on the Acquisition Date) to provide for the exclusion from the Plan of nonresident aliens with no United States source income and certain nonresident aliens receiving United States source income which is exempt from United States income tax due to an applicable income tax convention. Any individual who was employed by Alico, or any affiliate who was either performing services within the United States or was on the United States payroll of Alico or any affiliates on the day preceding the Acquisition Date and who became employed by a Participating Affiliate as of the Acquisition Date became eligible to participate in the Plan for purposes of eligibility to share in the allocation of company matching contributions as of the Acquisition Date. Any participant who, prior to the Acquisition Date, was (i) employed by Alico, or any affiliate; (ii) was either performing services within the United States or was on the United States payroll of Alico or any affiliates; and (iii) has a termination of employment (A) during the period commencing on the Acquisition Date and continuing through December 31, 2011 under circumstances which would entitle him or her to benefits under the American Life Insurance Company Employee Continuity Assurance Plan-U.S. Operations or (B) during the twelve month period commencing on the Acquisition Date under the American Life Insurance Company Employee Continuity Assurance Plan-U.S. Operations became fully vested in the Plan as a result of such termination. Any participant who, prior to the Acquisition Date, (i) was employed by Alico or any affiliate; (ii) was performing services within the United States or was on the United States payroll of Alico or any affiliate as of the day preceding the Acquisition Date; and (iii) became employed by a Participating Affiliate as of the Acquisition Date may elect to make a direct rollover of his or her account balance under the American International Group Incentive Savings Plan to the Plan, including any outstanding loans under such plan.

Effective July 1, 2010, certain participants who are on military absence are permitted to request qualified reservist distributions from the Plan. In addition, the Plan was amended to provide that if a participant receives or commences to receive a distribution from the Plan, she or he has six months from the date such distribution is paid or commenced to make a claim challenging the calculation of the amount of such distribution.

Effective April 1, 2010, certain employees whose positions were outsourced to Pitney Bowes, Inc. or Pitney Bowes Management Services were permitted to rollover any outstanding plan loans to the 401(k) plan in which they would be participating as employees of Pitney Bowes.

Effective January 1, 2010, the definition of eligible compensation for salaried employees was amended to include the 2009 Executive Group Annual Award and the definition of eligible compensation for MetLife Bank commissioned employees was amended to provide that 100% of the MetLife Bank Telesales Rep Incentive was benefitable. The rules on Plan beneficiaries were amended to permit the participant to have greater flexibility in designating a beneficiary.

Effective January 1, 2010, if a participant has an outstanding loan and goes on military absence, she or he may elect from all of the available options for making level repayment upon his or her re-employment following discharge from the military. This includes making a partial prepayment so that the repayments which are required to be made for the remaining term of the loan (as extended by the military absence) will be equal to the repayment amounts she or he was making prior to going on military absence.

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Effective January 1, 2010, the Plan was amended to add to the list of items of eligible compensation that are 40% benefitable, as applied to certain MetLife Bank commissioned employees, and to specify which elements of compensation were considered 100% benefitable with respect to such employees.

Effective January 1, 2010, the Plan was amended to change the match formula. The new match formula will provide a 100% match on the first 3% contributed by a participant and a 50% match on the next 2% contributed by a participant. Participants contributing 5% of their eligible pay to the Plan will receive the full company match of 4%. The match formula in place in 2009 provided for the full company match of 4% if the participants contribute 3% of their eligible pay to the Plan.

A number of investment fund changes were made effective January 1, 2010. The Plan added two new Core Funds, the Bond Index Fund and the Mid Cap Equity Index Fund. The Equity Fund, which was renamed the Large Cap Growth Index Fund, changed from an active investment management strategy to a passive, indexed management approach. Also effective January 1, 2010, the Small Company Stock Fund and the Emerging Markets Equity Fund were closed to the Plan. In addition, the following Core Funds were renamed: the Common Stock Index Fund to the Large Cap Equity Index Fund, the Value Equity Fund to the Large Cap Value Index Fund, and the Blended Small Company Stock Fund to the Small Cap Equity Fund. The maximum percentage of a Participant's account balance which could be invested via contributions and/or transfers in the MetLife Company Stock Fund was reduced from 50% to 10%. Finally, the number of permitted transfers per month was increased from two to four.

2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP).

The preparation of financial statements in conformity with GAAP requires management of the Plan to adopt accounting policies and make estimates and assumptions that affect amounts reported in the financial statements. The most important of these estimates and assumptions relates to the fair value measurements. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan utilizes various investment vehicles, including insurance company general and separate accounts and mutual funds. Such investments, in general, are exposed to various risks, such as overall market volatility, interest rate risk, and credit risk. Volatility in interest rates, as well as the equity and credit markets, could materially affect the value of the Plan's investments as reported in the accompanying financial statements. In addition, investments in actively managed funds are exposed to diversified risks. Diversified risk is the risk of price change due to the unique circumstances of a specific security, as opposed to the overall market.

Investment Valuation and Income Recognition

The Plan's investments are stated at estimated fair value. The fully benefit-responsive investments with the Company (see Note 6) are stated at estimated fair value and then adjusted to contract value as a single amount reflected separately in the statements of net assets available for benefits. The statement of changes in net assets available for benefits, as it relates to these fully benefit-responsive investments, is presented on a contract value basis.

As described below, certain assets and liabilities are measured at estimated fair value in the Plan's financial statements. In addition, the notes to these financial statements include further disclosures of estimated fair values. The Plan defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. In most cases, the exit price and the transaction (or entry) price will be the same at initial recognition. Subsequent to initial recognition, fair values are based on unadjusted quoted prices for identical assets or liabilities in active markets that are readily and regularly obtainable. When such quoted prices are not available, fair values are based on quoted prices in markets that are not active, quoted prices for similar but not identical assets or liabilities, or other observable inputs. If these inputs are not available, or observable inputs are not determinative, unobservable inputs and/or adjustments to observable inputs requiring the judgment of Plan management are used to determine the fair value of assets and liabilities.

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The Plan considers three broad valuation techniques: (i) the market approach, (ii) the income approach, and (iii) the cost approach. The Plan determines the most appropriate valuation technique to use, given what is being measured and the availability of sufficient inputs, giving priority to observable inputs. The Plan categorizes its assets and liabilities measured at estimated fair value into a three-level hierarchy, based on the significant input with the lowest level in its valuation. The input levels are as follows:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities. The Plan defines active markets based on average trading volume for equity securities. The size of the bid/ask spread is used as an indicator of market activity for fixed maturity securities.
- Level 2 Quoted prices in markets that are not active or inputs that are observable either directly or indirectly. These inputs can include quoted prices for similar assets or liabilities other than quoted prices in Level 1, quoted prices in markets that are not active, or other significant inputs that are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 Unobservable inputs that are supported by little or no market activity and are significant to the estimated fair value of the assets or liabilities. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

The estimated fair value of the Plan's interests in the Core Funds, other than the Fixed Income Fund and the MetLife Company Stock Fund, is determined by reference to the underlying assets of the respective separate accounts. The underlying assets of each respective separate account, which are principally comprised of cash investments and marketable equity and fixed income securities, reflect accumulated contributions, dividends and realized and unrealized investment gains or losses apportioned to such contributions, less withdrawals, distributions, loans to participants, allocable expenses relating to the purchase, sale and maintenance of the assets, and an allocable part of investment-related expenses. The estimated fair value of the underlying assets in each separate account is expressed in the form of a unit value for each respective separate account. Unit values are calculated and provided daily by the Company and represent the price at which participant-directed contributions and transfers are effected.

The estimated fair value of the funds held in the SDA is determined by reference to the underlying shares of the publicly available mutual funds, other than the Core Funds, held within each participant's respective account. Such estimated fair value is based on the net asset value published by the respective fund managers on the applicable reporting date.

The Fixed Income Fund is comprised of a fully benefit-responsive investment with the Company (see Note 6). Except for The New England Financial Accumulation Account, the Fixed Income Fund is backed by a portfolio of assets allocated among several separate accounts with the Company. The estimated fair value of the Fixed Income Fund (excluding The New England Financial Accumulation Account) was determined by reference to the underlying assets of the separate accounts in a manner consistent with that for the other separate accounts that constitute the Core Funds, as described above. Unit values for the separate accounts backing the Fixed Income Fund, as determined daily, represent the price at which allocated contributions and transfers are effected for purposes of determining the estimated fair value of the Fixed Income Fund (excluding The New England Financial Accumulation Account). The estimated fair value of The New England Financial Accumulation Account is calculated by discounting the contract value which is payable in ten annual installments upon termination of the underlying contract using the yield of the Moody's Baa Industrial Bond Index on the appropriate valuation dates.

The estimated fair values of the MetLife Company Stock Fund and the RGA Frozen Fund, which are proprietary funds offered by the Plan, are determined by the price of MetLife, Inc. and RGA common stock, respectively, each of which is traded on the New York Stock Exchange.

Funds held in the Plan's General Account Fund are invested through an investment contract with the Company. Amounts are stated at the aggregate amount of accumulated transfers of forfeited non-vested account balances and interest earned thereon, less withdrawals to reduce employer matching contributions or pay certain Plan administrative expenses, as discussed above. Amounts are available for withdrawal to reduce employer matching contributions or pay administrative expenses at any time. Interest crediting rates are reviewed for reset quarterly by the Company and interest is credited periodically in a manner consistent with the Company's general practices for allocating such income. Accordingly, the stated carrying value approximates the estimated fair value.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued unpaid interest. Defaulted loans are treated as deemed distributions based upon the terms of the plan documents.

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Contributions

Contributions are recognized when due and withdrawals and distributions are recognized when incurred. Investment income is recorded as earned. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

On January 31, 2005, MetLife, Inc. completed the sale of SSRM Holdings, Inc. to a third party. Pursuant to the terms of the sale agreement, MetLife, Inc. was entitled to additional consideration based upon the amount of affiliated ERISA plan assets that remained under management by the third party purchaser as of the fifth anniversary of the sale. The additional consideration was allocated to the MetLife, Inc. affiliated ERISA plans based on the assets that remained under management. As a result, on August 2, 2010, the Plan received a contribution of \$1,576 thousand.

Payment of Benefits

Benefit payments to participants are recorded when paid. Amounts allocated to accounts of participants who have elected to withdraw from the Plan but have not yet been paid were \$1,684 thousand and \$1,885 thousand at December 31, 2011 and 2010, respectively.

Plan Transfers into the MetLife Bank 401(k) Plan

As of December 31, 2011, participants rolled over a total of \$14,753 thousand from the Plan to the MetLife Bank 401(k) Plan.

Excess Contributions Payable

The Plan is required to return contributions received during the Plan year in excess of IRC limits applicable to such contributions. An immaterial amount of such excess contributions was required to be returned to participants for the year ended December 31, 2011.

Investment Management Fees and Operating Expenses

Investment management fees are paid out of the assets of the Core Funds and the RGA Frozen Fund and are recognized as reasonable expenses of the Plan. Investment management fees charged to the Plan for investments in the mutual funds held in the SDA are deducted from income earned on a daily basis and are not separately reflected. Consequently, investment management fees are reflected as a reduction of return on such investments. As provided in the Plan document, non-investment related expenses are paid by both the Company and the Plan. Those expenses paid by the Plan are recognized as reasonable expenses of the Plan.

Adoption of New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued new guidance regarding fair value measurements (ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and international financial reporting standards (IFRSs)*), effective for the first interim or annual period beginning after December 15, 2011. The guidance should be applied prospectively. The amendments in this ASU are intended to establish common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP and IFRSs. Some of the amendments clarify the FASB's intent on the application of existing fair value measurement requirements. Other amendments change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The adoption of this new guidance is not expected to have a material impact on the Plan's financial statements.

Table of Contents**3. Investments**

The Plan's investments were as follows at December 31, 2011 and 2010:

	As of December 31,	
	2011	2010
	(In thousands)	
Fixed Income Fund (including The New England Financial Accumulation Account)	\$ 3,096,579*	\$ 2,931,422*
Large Cap Growth Index Fund (formerly the Equity Fund)	468,133*	472,372*
Large Cap Equity Index Fund (formerly the Common Stock Index Fund)	409,042*	407,842*
Small Cap Equity Fund (formerly the Blended Small Company Stock Fund)	362,654*	390,888*
International Equity Fund	302,286*	387,074*
MetLife Company Stock Fund	203,359	295,295*
Large Cap Value Fund (formerly the Value Equity Fund)	159,967	159,212
Mid Cap Equity Index Fund (commenced January 1, 2010)	77,756	57,039
Bond Index Fund (commenced January 1, 2010)	54,559	32,146
Self-Directed Account Mutual funds	40,168	41,137
General Account Fund **	364	285
RGA Frozen Fund	345	404
Total investments	\$ 5,175,212	\$ 5,175,116

* Represents 5% or more of the net assets available for benefits.

** Designed to hold Plan forfeitures.

4. Net Depreciation in Estimated Fair Value of Investments

The Plan's net depreciation in estimated fair value of investments (including realized and unrealized gains and losses) was as follows for the year ended December 31, 2011:

	Year Ended December 31, 2011
	(In thousands)
Separate accounts (including Fixed Income Fund)	\$ 77,458
MetLife Company Stock Fund	83,416
Self-Directed Account	3,161
RGA Frozen Fund	7
Net depreciation in estimated fair value of investments	\$ 164,042

Table of Contents**5. Fair Value Measurements**

The assets measured at estimated fair value on a recurring basis, including those items for which the Plan has elected the fair value option, are determined as described in Note 2. For the years ended December 31, 2011 and 2010, there were no significant transfers into or out of asset levels 1, 2, or 3.

These estimated fair values and their corresponding fair value hierarchy are summarized as follows:

	Total Estimated Fair Value	Estimated Fair Value Measurements at December 31, 2011		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(In thousands)				
Investments in separate accounts fixed income securities:				
Separate Accounts 78, 253, 429 & 64 ^d	\$ 2,862,059	\$	\$ 2,862,059	\$
The New England Financial Accumulation Account ²	234,520		234,520	
Investments in separate accounts equity securities:				
Large Cap Growth Index Fund ³	468,133		468,133	
International Equity Fund ⁴	302,286		302,286	
Large Cap Equity Index Fund ⁵	409,042		409,042	
Small Cap Equity Fund ⁶	362,654		362,654	
Large Cap Value Index Fund ⁷	159,967		159,967	
Mid Cap Equity Index Fund ⁸	77,756		77,756	
Bond Index Fund ⁹	54,559		54,559	
MetLife Company Stock Fund	203,359		203,359	
Self Directed Account	40,168		40,168	
General Account Fund	364		364	
RGA Frozen Fund	345		345	
Total investments	\$ 5,175,212	\$	\$ 5,175,212	\$

Total Estimated Fair Value	Estimated Fair Value Measurements at December 31, 2010		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)

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1)

(In thousands)

Investments in separate accounts fixed income securities:			
Separate Accounts 78, 253, 429 & 649	\$ 2,693,277	\$	\$ 2,693,277
The New England Financial Accumulation Account ²	238,145		238,145
Investments in separate accounts equity securities:			
Large Cap Growth Index Fund ³	472,372		472,372
International Equity Fund ⁴	387,074		387,074
Large Cap Equity Index Fund ⁵	407,842		407,842
Small Cap Equity Fund ⁶	390,888		390,888
Large Cap Value Index Fund ⁷	159,212		159,212
Mid Cap Equity Index Fund ⁸	57,039		57,039
Bond Index Fund ⁹	32,146		32,146
MetLife Company Stock Fund	295,295		295,295
Self Directed Account	41,137		41,137
General Account Fund	285		285
RGA Frozen Fund	404		404
Total investments	\$ 5,175,116	\$	\$ 5,175,116

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- ¹ A fixed income fund that pays a credited rate, reset periodically and backed by diversified investment portfolios consisting of fixed income securities.
- ² An investment consisting of a credited rate, reset periodically and backed by a diversified investment portfolio of MetLife, Inc.'s General Account.
- ³ A diversified investment portfolio consisting of domestic equity securities with relatively large market capitalizations that exhibit signs of above average sales and earnings growth.
- ⁴ A diversified investment portfolio consisting of international equity securities with relatively large market capitalizations and no particular bias towards value or growth.
- ⁵ A diversified investment portfolio consisting of domestic equity securities with relatively large market capitalizations and no particular bias towards value or growth.
- ⁶ A diversified investment portfolio consisting of domestic equity securities with relatively small market capitalizations and no particular bias towards value or growth.
- ⁷ A diversified investment portfolio consisting of domestic equity securities with relatively large market capitalizations and low price to book and price to earnings ratios.
- ⁸ A well diversified investment portfolio consisting of domestic equity securities with relatively middle market capitalizations and no particular bias towards value or growth.
- ⁹ A well diversified investment portfolio generally consisting of investment-grade fixed income securities with varying maturities invested across diverse asset sectors such as government, corporate, and structured finance.

6. Fully Benefit-Responsive Investments with the Company

The Plan has fully benefit-responsive investments with the Company. These investments are included in the Plan's financial statements at estimated fair value and then adjusted to contract value as a single amount reflected separately in the statements of net assets available for benefits reported to the Plan by the Company. Contract value represents contributions directed to the investments, plus interest credited, less participant withdrawals and expenses. Participants may direct withdrawals for benefit payments and loans or transfer all or a portion of their investment to other investments offered under the Plan at contract value. The crediting interest rate is based on a formula agreed upon with the Company and is reviewed quarterly for resetting, but may not be less than zero.

Assets held in these investments, except for The New England Financial Accumulation Account, are invested in various separate accounts. The contract value for these investments is determined using the annual crediting rate irrespective of the actual performance of the underlying separate account. The crediting interest rate for Plan participants and average yield for these investments with the Company was 4.18% and 4.30% for the years ended December 31, 2011 and 2010, respectively. The contract value was \$2,703,770 thousand and \$2,583,234 thousand at December 31, 2011 and 2010, respectively. The estimated fair market value of the separate accounts underlying the contract value of these investments, as described in Note 2, was \$2,862,059 thousand and \$2,693,277 thousand at December 31, 2011 and 2010, respectively. Upon termination of one of these investments by the Plan, proceeds would be paid to the Plan, for the benefit of the participants, at the greater of the contract value or the estimated fair market value.

Assets held in The New England Financial Accumulation Account are invested in the general account of the Company. Accordingly, no quoted market valuation is readily available. The crediting interest rate for participants and average yield for The New England Financial Accumulation Account was 4.85% and 5.75% for the years ended December 31, 2011 and 2010, respectively. This account had a contract value of \$237,648 thousand and \$240,479 thousand at December 31, 2011 and 2010, respectively. The estimated fair market value of this account was \$234,520 thousand and \$238,145 thousand as of December 31, 2011 and 2010, respectively. The estimated fair market value is presented for measurement and disclosure purposes. Upon termination of the underlying contract by the Plan, proceeds will be paid for the benefit of the participants at the contract value determined on the date of termination in ten equal annual installments plus additional interest credited.

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The fully benefit-responsive investments have certain restrictions that may affect the ability of the Plan to collect the contract value. Plan management believes that the occurrence of events that would cause the Plan to enter into transactions at less than contract value is not probable. The Company may not terminate the contract at any amount less than the contract value.

While the Plan may elect to do so at any time, it does not currently intend to terminate any of the contracts underlying these investments. There are no reserves against the reported contract value for credit risk of the Company, as the issuer of the contracts that constitute these fully benefit-responsive investments.

7. Related-Party Transactions

Certain Plan investments include separate accounts managed by the Company. Excluding the Fixed Income Fund, the balance of these investments was \$1,834,397 thousand and \$1,906,573 thousand at December 31, 2011 and 2010, respectively. Total net depreciation, including realized and unrealized gains and losses, for these investments was (\$77,463) thousand for the year ended December 31, 2011. The Company is the sponsor of the Plan and, therefore, transactions between the Plan and the Company qualify as party-in-interest transactions. During the year ended December 31, 2011, the Company received \$3,627 thousand from the Plan for investment management fees.

Plan investments in the Fixed Income Fund, except for The New England Financial Accumulation Account, include separate accounts underlying these investments with the Company (see Note 6) which are also managed by the Company. The estimated fair value of these investments was \$2,862,059 thousand and \$2,693,277 thousand at December 31, 2011 and 2010, respectively. Total investment income was \$114,642 thousand for the year ended December 31, 2011. During the year ended December 31, 2011, the Company received investment management fees of \$6,142 thousand from these separate accounts.

Plan investments also include The New England Financial Accumulation Account which is also managed by the Company. The estimated fair value of this investment was \$234,520 thousand and \$238,145 thousand at December 31, 2011 and 2010, respectively. Total investment income was \$11,258 thousand for the year ended December 31, 2011.

At December 31, 2011 and 2010, the Plan held 6,505,463 and 6,635,056 shares, respectively, of common stock of MetLife, Inc. in the MetLife Company Stock Fund with a cost basis of \$232,865 thousand and \$238,840 thousand, respectively. During the year ended December 31, 2011, the Plan recorded dividend income on MetLife, Inc. common stock of \$4,730 thousand.

Certain participants, who are also employees of the Participating Affiliates, perform non-investment related services for the Plan. None of these employees or the Participating Affiliates receives compensation from the Plan in exchange for these services.

8. Termination of the Plan

While the Participating Affiliates intend that the Plan be permanent, each of the Participating Affiliates (with respect to their respective employees) has the right to discontinue their participation in the Plan. In the event of such termination, each participant employed by a terminating Participating Affiliate would be fully vested in matching contributions made to the Plan, and has a right to receive a distribution of his or her interest, in accordance with the provisions of the Plan.

9. Federal Income Tax Status

The United States Internal Revenue Service (IRS) has determined and informed the Company by letter dated May 23, 2002 that the Plan was designed in accordance with the applicable requirements of the IRC. The Plan has been amended and restated since receiving such determination letter. The Plan Administrator believes that the Plan is designed and currently being operated in material compliance with the applicable requirements of the IRC and the Plan document, and continues to be tax-exempt under the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements for the year ended December 31, 2011.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that, as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a tax liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions: however, there are currently no audits of the Plan in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2008.

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On January 28, 2010, the Plan, as amended and restated to reflect numerous legislative, regulatory and other changes, was submitted to the IRS with a request for determination that the amendment and restatement of the Plan (effective January 1, 2009) does not adversely affect the Plan's qualification under the IRC.

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits between the financial statements and the Form 5500, Schedule H, Part I, Line 11, Asset and Liability Statement, as of December 31, 2011 and 2010:

	December 31, 2011	December 31, 2010
	(In thousands)	
Net assets available for benefits per the financial statements	\$ 5,098,105	\$ 5,147,582
Benefits payable	(1,684)	(1,885)
Certain deemed distributions of participant loans	(1,042)	(1,197)
Net assets per Form 5500, Schedule H, Part I, Line 11	\$ 5,095,379	\$ 5,144,500

The following is a reconciliation of decrease in net assets per the financial statements to net loss per Form 5500, Schedule H, Part II, Line 2k, Income and Expense Statement, for the year ended December 31, 2011:

	December 31, 2011
	(In thousands)
Decrease in net assets per the financial statements	\$ 49,477
Less Plan transfers into the MetLife Bank 401(k) Plan	(14,753)
Benefits payable at December 30, 2011	1,684
Benefits payable at December 31, 2010	(1,885)
Current year cumulative deemed distributions	1,042
Prior year cumulative deemed distributions	(1,197)
Net loss per Form 5500, Schedule H, Part II, Line 2k	\$ 34,368

11. Subsequent Events

Effective January 1, 2012, the Plan was amended to remove the provision allowing salaried employees to make a special election with respect to the employees' Annual Variable Incentive Plan payments.

Effective January 1, 2012, the Plan was amended to provide that employees who are residents of Puerto Rico are no longer permitted to contribute into the Plan as of January 1, 2012 and that the account balances of such participants are fully vested as of December 31, 2011.

Table of Contents**Savings and Investment Plan for Employees of****Metropolitan Life and Participating Affiliates****Form 5500, Schedule H, Part IV, Line 4i, Schedule of Assets (Held at End of Year)****As of December 31, 2011**

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value (In thousands)
*	Metropolitan Life Insurance Company	Fully Benefit-Responsive Investments **: <ul style="list-style-type: none"> GAC #11557 SA 78 GAC #24888 SA 253 GAC #28894 SA 429 GAC #32359 SA 649 GAC #25767 (The New England Financial Accumulation Account) 	***	\$ 484,219
			***	489,689
			***	1,160,286
			***	727,865
			***	234,520
		Total assets in fully benefit-responsive investments Fixed Income Fund		3,096,579
*	Metropolitan Life Insurance Company	Separate Account Funds: <ul style="list-style-type: none"> Large Cap Growth Index Fund 611 (GAC #32098) Large Cap Equity Index Fund MI (GAC #8550) Small Cap Equity Fund 596 (GAC #29962) International Equity Fund 79 (GAC #8550) Large Cap Value Index Fund 593 (GAC #29958) Mid Cap Equity Fund 612 (GAC #32099) Bond Index Fund 377 (GAC #32100) 	***	468,133
			***	409,042
			***	362,654
			***	302,286
			***	159,967
			***	77,756
			***	54,559
		Total assets held for investment in separate account funds		1,834,397
*	Metropolitan Life Insurance Company	MetLife Company Stock Fund	***	203,359
		Self-Directed Account (GAC #25768)	***	40,168
*	Metropolitan Life Insurance Company	General Account Fund Forfeiture Account	***	364
		RGF Frozen Fund	***	345
*	Various participants	Participant loans (maturing through 2027 with interest rates from 3.25% to 10.25%)	***	79,549
		Participant-directed investments **		5,254,761
		Adjustment from estimated fair value to contract value for fully benefit-responsive investment contracts		(155,161)
		Participant-directed investments (Adjusted)		\$ 5,099,600

* Permitted party-in-interest.

** At estimated fair value.

*** Cost has been omitted with respect to participant-directed investments.

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Savings and Investment Plan for Employees of
Metropolitan Life and Participating Affiliates

By: /s/ Andrew J. Bernstein
Name: Andrew J. Bernstein
Title: Plan Administrator

Date: June 26, 2012

Table of Contents**EXHIBIT INDEX****EXHIBIT**

NUMBER	EXHIBIT NAME
23.1	Consent of Independent Registered Public Accounting Firm

18

/TD>2016 2015

Stock-based compensation cost

\$25.4 \$22.7

Tax benefit

\$8.4 \$7.9

During the first three months of 2016, the Company granted 0.5 million employee stock options, which had a weighted average grant date fair value of \$22.93 per share based on the Black-Scholes option-pricing model. The Company also granted 1.2 million shares of restricted stock in the first three months of 2016, which had a weighted average grant date fair value of \$80.83 per share. Both the employee stock options and restricted stock generally vest ratably over a four-year period. Additionally, the Company granted approximately 0.2 million shares of performance-based awards whereby the number of shares that ultimately vest are based on the achievement of certain non-market based performance metrics of the Company over a three-year period. The weighted average grant date fair value of these awards was \$76.45 per share.

The following weighted average assumptions were used in determining the fair value for options granted in 2016:

Expected dividend yield	1.83%
Expected stock volatility	32.3%
Risk-free interest rate	1.60%
Expected holding period	6.8 years
Grant date fair value	\$ 22.93

Unrecognized compensation expense at March 31, 2016 was \$16.0 million and \$172.5 million for stock options and unvested restricted stock, respectively, which is expected to be recognized over a weighted average period of 1.5 years and 1.9 years, respectively. Additionally, there was \$23.8 million of unrecognized compensation expense relating to the aforementioned non-market based performance-based awards, which is expected to be recognized over a weighted average period of 1.2 years.

The following tables summarize information relating to stock option exercises and restricted stock vesting:

	Three Months Ended	
	March 31,	
Exercise of stock options:	2016	2015
Proceeds from stock option exercises	\$ 22.8	\$ 33.5
Aggregate intrinsic value	\$ 11.0	\$ 32.1
Tax benefit realized upon exercise	\$ 3.9	\$ 11.9
Number of shares exercised	0.4	0.7

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	Three Months Ended	
	March 31,	
Vesting of restricted stock:	2016	2015
Fair value of shares vested	\$ 89.3	\$ 108.9
Tax benefit realized upon vesting	\$ 29.5	\$ 35.9
Number of shares vested	1.0	1.1

	Three Months Ended	
	March 31,	
Vesting of performance-based restricted stock:	2016	2015
Fair value of shares vested	\$ 23.6	\$ 43.1
Tax benefit realized upon vesting	\$ 8.4	\$ 16.1
Number of shares vested	0.2	0.5

Table of Contents**NOTE 3. INCOME TAXES**

Moody's effective tax rate was 32.3% and 32.9% for the three months ended March 31, 2016 and 2015, respectively. The decrease in the ETR compared to the first quarter of 2015 was primarily due to a reduction in UTBs resulting from a change in New York City tax law relating to income apportionment.

The Company classifies interest related to UTBs in interest expense, net in its consolidated statements of operations. Penalties, if incurred, would be recognized in other non-operating (expense) income, net. The Company had an increase in its UTBs of \$6.5 million (\$6.2 million net of federal tax benefit) during the first quarter of 2016.

Moody's Corporation and subsidiaries are subject to U.S. federal income tax as well as income tax in various state, local and foreign jurisdictions. The Company's U.S. federal income tax returns for the years 2011 through 2012 are under examination and its returns for 2013 through 2014 remain open to examination. The Company's New York State tax returns for 2011 through 2014 are currently under examination and the Company's New York City tax return for 2013 is currently under examination. The Company's U.K. tax return for 2012 is currently under examination and its returns for 2013 and 2014 remain open to examination.

For ongoing audits, it is possible the balance of UTBs could decrease in the next twelve months as a result of the settlement of these audits, which might involve the payment of additional taxes, the adjustment of certain deferred taxes and/or the recognition of tax benefits. It is also possible that new issues might be raised by tax authorities which could necessitate increases to the balance of UTBs. As the Company is unable to predict the timing or outcome of these audits, it is therefore unable to estimate the amount of changes to the balance of UTBs at this time. However, the Company believes that it has adequately provided for its financial exposure relating to all open tax years by tax jurisdiction in accordance with the applicable provisions of Topic 740 of the ASC regarding UTBs.

The following table shows the amount the Company paid for income taxes:

	Three Months Ended March 31,	
	2016	2015
Income taxes paid	\$ 22.0	\$ 31.4

NOTE 4. WEIGHTED AVERAGE SHARES OUTSTANDING

Below is a reconciliation of basic to diluted shares outstanding:

	Three Months Ended March 31,	
	2016	2015
Basic	195.0	202.7
Dilutive effect of shares issuable under stock-based compensation plans	2.9	3.8
Diluted	197.9	206.5
Anti-dilutive options to purchase common shares and restricted stock as well as contingently issuable restricted stock excluded from the table above	1.5	1.0

The calculation of diluted EPS requires certain assumptions regarding the use of both cash proceeds and assumed proceeds that would be received upon the exercise of stock options and vesting of restricted stock outstanding as of March 31, 2016 and 2015. These assumed proceeds include Excess Tax Benefits and any unrecognized compensation of the awards.

The decrease in the diluted shares outstanding primarily reflects treasury share repurchases under the Company's Board authorized share repurchase program.

Table of Contents**NOTE 5. CASH EQUIVALENTS AND INVESTMENTS**

The table below provides additional information on the Company's cash equivalents and investments:

	As of March 31, 2016					
	Cost	Gross Unrealized Gains	Fair Value	Balance sheet location		
				Cash and cash equivalents	Short-term investments	Other assets
Money market mutual funds	\$ 228.6	\$	\$ 228.6	\$ 228.6	\$	\$
Certificates of deposit and money market deposit accounts ⁽¹⁾	\$ 1,097.4	\$	\$ 1,097.4	\$ 583.9	\$ 490.6	\$ 22.9
Fixed maturity and open ended mutual funds ⁽²⁾	\$ 28.5	\$ 3.7	\$ 32.2	\$	\$	\$ 32.2

	As of December 31, 2015					
	Cost	Gross Unrealized Gains	Fair Value	Balance sheet location		
				Cash and cash equivalents	Short-term investments	Other assets
Money market mutual funds	\$ 188.3	\$	\$ 188.3	\$ 188.3	\$	\$
Certificates of deposit and money market deposit accounts ⁽¹⁾	\$ 1,307.3	\$	\$ 1,307.3	\$ 809.4	\$ 474.8	\$ 23.1
Fixed maturity and open ended mutual funds ⁽²⁾	\$ 28.7	\$ 3.2	\$ 31.9	\$	\$	\$ 31.9

⁽¹⁾ Consists of time deposits and money market deposit accounts. The remaining contractual maturities for the certificates of deposits classified as short-term investments were one month to 13 months at March 31, 2016 and one month to 12 months at December 31, 2015. The remaining contractual maturities for the certificates of deposits classified in other assets are one month to 24 months at March 31, 2016 and one month to 27 months at December 31, 2015. Time deposits with a maturity of less than 90 days at time of purchase are classified as cash and cash equivalents.

⁽²⁾ Consists of investments in fixed maturity mutual funds and open-ended mutual funds. The remaining contractual maturities for the fixed maturity instruments range from eight months to 28 months and 11 months to 31 months at March 31, 2016 and December 31, 2015 respectively.

The money market mutual funds as well as the fixed maturity and open ended mutual funds in the table above are deemed to be available for sale under ASC Topic 320 and the fair value of these instruments is determined using Level 1 inputs as defined in the ASC.

Table of Contents**NOTE 6. ACQUISITIONS**

The business combination described below is accounted for using the acquisition method of accounting whereby assets acquired and liabilities assumed were recognized at fair value on the date of the transaction. Any excess of the purchase price over the fair value of the assets acquired and liabilities assumed was recorded to goodwill. The Company has not presented proforma combined results because the impact on previously reported statements of operations would not have been material. Additionally, the near term impact to the Company's operations and cash flows is not material.

Gilliland Gold Young (GGY)

On March 1, 2016, subsidiaries of the Company acquired 100% of GGY, a leading provider of advanced actuarial software for the life insurance industry. The cash payment of \$83.4 million made at closing was funded with cash on hand. The acquisition of GGY will allow MA to provide an industry-leading enterprise risk offering for global life insurers and reinsurers.

The table below details the total consideration relating to the acquisition:

Cash paid at closing	\$ 83.4
Additional consideration to be paid to sellers in 2016 ⁽¹⁾	3.5
Total consideration	\$ 86.9

⁽¹⁾ Represents additional consideration due to the sellers for amounts withheld at closing pending the completion of certain administrative matters

Shown below is the purchase price allocation, which summarizes the fair value of the assets and liabilities assumed, at the date of acquisition:

Current assets	\$ 11.9
Property and equipment, net	2.1
Indemnification assets	1.5
Intangible assets:	
Trade name (19 year weighted average life)	\$ 3.7
Client relationships (21 year weighted average life)	13.8
Software (7 year weighted average life)	16.6
Total intangible assets (14 year weighted average life)	34.1
Goodwill	58.8
Liabilities	(21.5)
Net assets acquired	\$ 86.9

Current assets in the table above include acquired cash of \$7.5 million. Additionally, current assets include accounts receivable of \$2.9 million. Goodwill, which has been assigned to the MA segment, is not deductible for tax.

In connection with the acquisition, the Company assumed liabilities relating to UTPs and certain other tax exposures which are included in the liabilities assumed in the table above. The sellers have contractually indemnified the Company against any potential payments that may have to be made regarding these amounts. Accordingly, the Company carries an indemnification asset on its consolidated balance sheet at March 31, 2016.

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The Company incurred \$0.9 million of costs directly related to the GGY acquisition of which \$0.6 million was incurred in 2015 and \$0.3 million was incurred in the first quarter of 2016. These costs are recorded within selling, general and administrative expenses in the Company's consolidated statements of operations.

GGY is part of the ERS reporting unit for purposes of the Company's annual goodwill impairment assessment.

Table of Contents**NOTE 7. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES**

The Company is exposed to global market risks, including risks from changes in FX rates and changes in interest rates. Accordingly, the Company uses derivatives in certain instances to manage the aforementioned financial exposures that occur in the normal course of business. The Company does not hold or issue derivatives for speculative purposes.

Derivatives and non-derivative instruments designated as accounting hedges:***Interest Rate Swaps***

In the second quarter of 2014, the Company entered into interest rate swaps with a total notional amount of \$250 million to convert the fixed interest rate on the 2010 Senior Notes to a floating interest rate based on the 3-month LIBOR. In the third quarter of 2014, the Company entered into interest rate swaps with a total notional amount of \$250 million to convert the fixed interest rate on the remaining balance of the 2010 Senior Notes to a floating interest rate based on the 3-month LIBOR. The purpose of these hedges is to mitigate the risk associated with changes in the fair value of the 2010 Senior Notes, thus the Company has designated these swaps as fair value hedges. The fair value of the swaps is adjusted quarterly with a corresponding adjustment to the carrying value of the 2010 Senior Notes. The changes in the fair value of the hedges and the underlying hedged item generally offset and the net cash settlements on the swaps are recorded each period within interest income (expense), net, in the Company's consolidated statement of operations.

In the third quarter of 2014, the Company entered into interest rate swaps with a total notional amount of \$250 million to convert the fixed interest rate on a portion of the 2014 Senior Notes (5-year) to a floating interest rate based on the 3-month LIBOR. In the first quarter of 2015, the Company entered into interest rate swaps with a total notional amount of \$200 million to convert the fixed interest rate on the remaining balance of the 2014 Senior Notes (5-year) to a floating interest rate based on the 3-month LIBOR. The purpose of these hedges is to mitigate the risk associated with changes in the fair value of the 2014 Senior Notes (5-year), thus the Company has designated these swaps as fair value hedges. The fair value of the swaps is adjusted quarterly with a corresponding adjustment to the carrying value of the 2014 Senior Notes (5-year). The changes in the fair value of the hedges and the underlying hedged item generally offset and the net cash settlements on the swaps are recorded each period within interest income (expense), net, in the Company's consolidated statement of operations.

The following table summarizes the impact to the statement of operations of the Company's interest rate swaps designated as fair value hedges:

Derivatives designated as fair value accounting hedges	Location on Statement of Operations	Three Months Ended	
		March 31, 2016	2015
Interest rate swaps	Interest income (expense), net	\$ 3.0	\$ 3.5

Cross-currency swaps

In conjunction with the issuance of the 2015 Senior Notes, the Company entered into a cross-currency swap to exchange 100 million for U.S. dollars on the date of the settlement of the notes. The purpose of this cross-currency swap is to mitigate FX risk on the remaining principal balance on the 2015 Senior Notes that was not designated as a net investment hedge as more fully discussed below. Under the terms of the swap, the Company will pay the counterparty interest on the \$110.5 million received at 3.945% per annum and the counterparty will pay the Company interest on the 100 million paid at 1.75% per annum. These interest payments will be settled in March of each year, beginning in 2016, until either the maturity of the cross-currency swap in 2027 or upon early termination at the discretion of the Company. The principal payments on this cross currency swap will be settled in 2027, concurrent with the repayment of the 2015 Senior Notes at maturity or upon early termination at the discretion of the Company. In March 2016, the Company designated these cross-currency swaps as cash flow hedges. Accordingly, changes in fair value subsequent to the date the swaps were designated as cash flow hedges will initially be recognized in OCI. Gains and losses on the swaps initially recognized in OCI will be reclassified to the statement of operations in the period in which changes in the underlying hedged item affects net income. Ineffectiveness, if any, will be recognized in other non-operating (expense), income, net in the Company's consolidated statement of operations.

Table of Contents**Net investment hedges**

The Company enters into foreign currency forward contracts which are designated as net investment hedges and has designated 400 million of the 2015 Senior Notes as a net investment hedge. These hedges are intended to mitigate FX exposure related to non-U.S. dollar net investments in certain foreign subsidiaries against changes in foreign exchange rates. These net investment hedges are designated as accounting hedges under the applicable sections of Topic 815 of the ASC.

Hedge effectiveness is assessed based on the overall changes in the fair value of the hedge. For hedges that meet the effectiveness requirements, changes in the fair value are recorded in AOCI in the foreign currency translation account. Any change in the fair value of these hedges that is the result of ineffectiveness is recognized immediately in other non-operating (expense) income in the Company's consolidated statement of operations.

The following table summarizes the notional amounts of the Company's outstanding net investment hedges:

	March 31, 2016	December 31, 2015
Notional amount of net investment hedges:		
Long-term debt designated as net investment hedge	400.0	400.0
Contracts to sell GBP for euros	£ 21.5	£ 21.2
Contracts to sell Japanese yen for USD	¥ 19,400	¥ 19,400

The outstanding contracts to sell Japanese yen for USD expire in November 2016. The outstanding contracts to sell GBP for euros expire in June 2016. The hedge relating to the portion of the 2015 Senior Notes that was designated as a net investment hedge will end upon the repayment of the notes in 2027 unless terminated earlier at the discretion of the Company.

The following table provides information on the gains/(losses) on the Company's net investment and cash flow hedges

Derivatives and non-derivative instruments in Net Investment Hedging Relationships	Amount of Gain/(Loss) Recognized		Location of Gain/(Loss) Reclassified from AOCI into Income (Effective Portion)	Amount of Gain/(Loss)	
	in AOCI on Derivative			Reclassified from AOCI into	
	(Effective Portion), net of tax			Income (Effective Portion)	
	Three Months Ended March 31,			March 31,	
	2016	2015		2016	2015
FX forwards	\$ (4.6)	\$ 11.3	N/A	\$	\$
Long-term debt	(13.1)	7.6	N/A		
Total net investment hedges	\$ (17.7)	\$ 18.9	N/A	\$	\$
Derivatives in cash flow hedging relationships					
Cross currency swap	\$ 1.2	\$	Other non-operating income, net	\$ 1.4	\$
Total	\$ (16.5)	\$ 18.9	Total	\$ 1.4	\$

The cumulative amount of realized and unrecognized net investment hedge and cash flow hedge gains (losses) recorded in AOCI is as follows:

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	Gains (Losses), net of tax	
	March 31, 2016	December 31, 2015
<i>Net investment hedges</i>		
FX forwards	\$ 29.7	\$ 34.3
Long-term debt	(8.4)	4.7
Total gains (losses) on net investment hedges	\$ 21.3	\$ 39.0
<i>Cash flow hedges</i>		
Treasury rate lock	\$ (1.1)	\$ (1.1)
Cross currency swap	(0.2)	
Total losses on cash flow hedges	(1.3)	(1.1)
Total net gains in AOCI	\$ 20.0	\$ 37.9

Table of Contents**Derivatives not designated as accounting hedges:*****Foreign exchange forwards***

The Company also enters into foreign exchange forwards to mitigate the change in fair value on certain assets and liabilities denominated in currencies other than a subsidiary's functional currency. These forward contracts are not designated as accounting hedges under the applicable sections of Topic 815 of the ASC. Accordingly, changes in the fair value of these contracts are recognized immediately in other non-operating income, net in the Company's consolidated statements of operations along with the FX gain or loss recognized on the assets and liabilities denominated in a currency other than the subsidiary's functional currency. These contracts have expiration dates at various times through June 2016.

The following table summarizes the notional amounts of the Company's outstanding foreign exchange forwards:

	March 31, 2016	December 31, 2015
Notional amount of currency pair:		
Contracts to purchase USD with euros	\$ 0.5	\$
Contracts to sell USD for euros	\$ 71.2	\$ 70.1
Contracts to purchase euros with other foreign currencies	34.1	35.5
Contracts to sell euros for other foreign currencies		1.4
Contracts to sell euros for GBP	38.2	23.1

The following table summarizes the impact to the consolidated statements of operations relating to the net gain (loss) on the Company's derivatives which are not designated as hedging instruments:

Derivatives not designated as accounting hedges	Location on Statement of Operations	Three Months Ended	
		March 31, 2016	March 31, 2015
Foreign exchange forwards	Other non-operating income (expense), net	\$ 0.5	\$ (4.4)

The table below shows the classification between assets and liabilities on the Company's consolidated balance sheets for the fair value of the derivative instrument as well as the carrying value of its nonderivative debt instruments designated and qualifying as net investment hedges:

	Derivative and Non-derivative Instruments Balance Sheet Location	March 31,	December 31,
		2016	2015
Assets:			
<i>Derivatives not designated as accounting hedges:</i>			
FX forwards on certain assets and liabilities	Other current assets	\$ 1.8	\$ 0.1
<i>Derivatives designated as accounting hedges:</i>			
FX forwards on net investment in certain foreign subsidiaries	Other current assets	\$ 0.3	\$ 0.4
Interest rate swaps	Other assets	32.3	12.1
Total derivatives designated as accounting hedges		32.6	12.5
Total assets		\$ 34.4	\$ 12.6
Liabilities:			
<i>Derivatives designated as accounting hedges:</i>			
Cross-currency swap		\$ 0.4	\$

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	Other non-current liabilities		
FX forwards on net investment in certain foreign subsidiaries	Accounts payable and accrued liabilities	12.1	1.2
Interest rate swaps	Other non-current liabilities		0.3
Total derivatives designated as accounting hedges		\$ 12.5	\$ 1.5
<i>Non-derivative instrument designated as accounting hedge</i>			
Long-term debt designated as net investment hedge	Long-term debt	\$ 455.8	\$ 434.5
<i>Derivatives not designated as accounting hedges:</i>			
Cross-currency swap	Other non-current liabilities		9.0
FX forwards on certain assets and liabilities	Accounts payable and accrued liabilities	1.0	1.9
Total liabilities		\$ 469.3	\$ 446.9

Table of Contents**NOTE 8. GOODWILL AND OTHER ACQUIRED INTANGIBLE ASSETS**

The following table summarizes the activity in goodwill for the periods indicated:

	Three Months Ended March 31, 2016								
	MIS			MA			Consolidated		
	Gross goodwill	Accumulated impairment charge	Net goodwill	Gross goodwill	Accumulated impairment charge	Net goodwill	Gross goodwill	Accumulated impairment charge	Net goodwill
Balance at beginning of year	\$ 284.4	\$	\$ 284.4	\$ 704.1	\$ (12.2)	\$ 691.9	\$ 988.5	\$ (12.2)	\$ 976.3
Additions/adjustments				58.8		58.8	58.8		58.8
Foreign currency translation adjustments	0.1		0.1	15.7		15.7	15.8		15.8
Ending balance	\$ 284.5	\$	\$ 284.5	\$ 778.6	\$ (12.2)	\$ 766.4	\$ 1,063.1	\$ (12.2)	\$ 1,050.9

	Year ended December 31, 2015								
	MIS			MA			Consolidated		
	Gross goodwill	Accumulated impairment charge	Net goodwill	Gross goodwill	Accumulated impairment charge	Net goodwill	Gross goodwill	Accumulated impairment charge	Net goodwill
Balance at beginning of year	\$ 298.7	\$	\$ 298.7	\$ 734.6	\$ (12.2)	\$ 722.4	\$ 1,033.3	\$ (12.2)	\$ 1,021.1
Additions/adjustments	3.7		3.7	5.0		5.0	8.7		8.7
Foreign currency translation adjustments	(18.0)		(18.0)	(35.5)		(35.5)	(53.5)		(53.5)
Ending balance	\$ 284.4	\$	\$ 284.4	\$ 704.1	\$ (12.2)	\$ 691.9	\$ 988.5	\$ (12.2)	\$ 976.3

The 2016 additions/adjustments for the MA segment in the table above relate to the acquisition of GGY. The 2015 additions/adjustments for the MIS segment in the table above relate to the acquisition of Equilibrium. The 2015 additions/adjustments for the MA segment primarily reflect an adjustment to an indemnification asset recognized as part of the Copal acquisition, goodwill acquired from the acquisition of a business from BlackBox Logic and adjustments to deferred revenue balances and deferred tax assets recognized as part of the Lewtan acquisition.

The accumulated impairment charge in the table above reflects an impairment charge recognized in 2012 relating to the FSTC reporting unit within MA. This impairment charge reflected a contraction in spending for training and certification services for many individuals and global financial institutions in 2012 due to macroeconomic uncertainties at the time. The fair value of the FSTC reporting unit utilized in this impairment assessment was estimated using a discounted cash flow methodology and comparable public company and precedent transaction multiples.

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Acquired intangible assets and related amortization consisted of:

	March 31, 2016	December 31, 2015
Customer relationships	\$ 316.2	\$ 298.4
Accumulated amortization	(114.8)	(110.0)
Net customer relationships	201.4	188.4
Trade secrets	30.1	29.7
Accumulated amortization	(23.8)	(23.1)
Net trade secrets	6.3	6.6
Software	93.6	74.7
Accumulated amortization	(51.4)	(47.7)
Net software	42.2	27.0
Trade names	76.4	72.4
Accumulated amortization	(17.1)	(16.2)
Net trade names	59.3	56.2
Other	44.2	44.3
Accumulated amortization	(24.2)	(23.4)
Net other	20.0	20.9
Total acquired intangible assets, net	\$ 329.2	\$ 299.1

Other intangible assets primarily consist of databases, covenants not to compete, and acquired ratings methodologies and models.

Amortization expense relating to acquired intangible assets is as follows:

	Three Months Ended March 31,	
	2016	2015
Amortization expense	\$ 7.9	\$ 8.5

Estimated future amortization expense for acquired intangible assets subject to amortization is as follows:

Year Ending December 31,	
2016 (after March 31)	\$ 25.3
2017	32.3
2018	26.3

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2019	23.4
2020	22.3
Thereafter	199.6
Total estimated future amortization	\$ 329.2

Amortizable intangible assets are reviewed for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the estimated undiscounted future cash flows are lower than the carrying amount of the related asset, a loss is recognized for the difference between the carrying amount and the estimated fair value of the asset. There were no impairments to intangible assets during the three months ended March 31, 2016 and 2015.

Table of Contents**NOTE 9. FAIR VALUE**

The table below presents information about items that are carried at fair value at March 31, 2016 and December 31, 2015:

Description	Fair Value Measurement as of March 31, 2016		
	Balance	Level 1	Level 2
Assets:			
Derivatives ^(a)	\$ 34.4	\$	\$ 34.4
Money market mutual funds	228.6	228.6	
Fixed maturity and open ended mutual funds ^(b)	32.2	32.2	
Total	\$ 295.2	\$ 260.8	\$ 34.4
Liabilities:			
Derivatives ^(a)	\$ 13.5	\$	\$ 13.5
Total	\$ 13.5	\$	\$ 13.5
Description	Fair Value Measurement as of December 31, 2015		
	Balance	Level 1	Level 2
Assets:			
Derivatives ^(a)	\$ 12.6	\$	\$ 12.6
Money market mutual funds	188.3	188.3	
Fixed maturity and open ended mutual funds ^(b)	31.9	31.9	
Total	\$ 232.8	\$ 220.2	\$ 12.6
Liabilities:			
Derivatives ^(a)	\$ 12.4	\$	\$ 12.4
Total	\$ 12.4	\$	\$ 12.4

(a) Represents FX forwards, interest rate swaps and cross-currency swaps as more fully described in Note 7 to the financial statements.

(b) Consists of investments in fixed maturity mutual funds and open-ended mutual funds.

The following are descriptions of the methodologies utilized by the Company to estimate the fair value of its derivative contracts, fixed maturity plans, open ended mutual funds and money market mutual funds:

Derivatives:

In determining the fair value of the derivative contracts, the Company utilizes industry standard valuation models. Where applicable, these models project future cash flows and discount the future amounts to a present value using spot rates, forward points, currency volatilities, interest rates as well as the risk of non-performance of the Company and the counterparties with whom it has derivative contracts. The Company established strict counterparty credit guidelines and only enters into transactions with financial institutions that adhere to these guidelines. Accordingly, the risk of counterparty default is deemed to be minimal.

Fixed maturity and open ended mutual funds:

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The fixed maturity mutual funds and open ended mutual funds primarily represent exchange traded funds in India and are classified as securities available-for-sale. Accordingly, any unrealized gains and losses are recognized through OCI until the instruments mature or are sold.

Money market mutual funds:

The money market mutual funds represent publicly traded funds with a stable \$1 net asset value.

Table of Contents**NOTE 10. OTHER BALANCE SHEET AND STATEMENT OF OPERATIONS INFORMATION**

The following tables contain additional detail related to certain balance sheet captions:

	March 31, 2016	December 31, 2015
Other current assets:		
Prepaid taxes	\$ 74.1	\$ 83.3
Prepaid expenses	69.2	66.9
Other	23.2	29.4
Total other current assets	\$ 166.5	\$ 179.6

	March 31, 2016	December 31, 2015
Other assets:		
Investments in joint ventures	\$ 30.3	\$ 28.7
Deposits for real-estate leases	11.8	11.4
Indemnification assets related to acquisitions	20.7	19.2
Mutual funds and fixed deposits	55.1	55.0
Other	44.9	26.1
Total other assets	\$ 162.8	\$ 140.4

	March 31, 2016	December 31, 2015
Accounts payable and accrued liabilities:		
Salaries and benefits	\$ 91.0	\$ 83.0
Incentive compensation	35.3	137.2
Customer credits, advanced payments and advanced billings	26.9	24.6
Self-insurance reserves	18.8	19.7
Dividends	6.8	78.2
Professional service fees	59.3	54.5
Interest accrued on debt	18.2	59.4
Accounts payable	14.4	22.2
Income taxes	41.5	11.5
Pension and other retirement employee benefits	5.8	6.2
Other	73.5	70.1
Total accounts payable and accrued liabilities	\$ 391.5	\$ 566.6

	March 31, 2016	December 31, 2015
Other liabilities:		
Pension and other retirement employee benefits	\$ 270.0	\$ 261.7
Deferred rent-non-current portion	98.9	98.4
Interest accrued on UTPs	30.7	27.9

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Legacy and other tax matters	2.9	1.7
Other	19.8	27.5
Total other liabilities	\$ 422.3	\$ 417.2

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Changes in the Company's self-insurance reserves for claims insured by the Company's wholly-owned insurance subsidiary, which primarily relate to legal defense costs for claims from prior years, are as follows:

	Three Months Ended	Year Ended
	March 31, 2016	December 31, 2015
Balance January 1,	\$ 19.7	\$ 21.5
Accruals (reversals), net	0.4	22.2
Payments	(1.3)	(24.0)
Balance	\$ 18.8	\$ 19.7

Other Non-Operating (Expense) Income:

The following table summarizes the components of other non-operating (expense) income:

	Three Months Ended	
	March 31,	
	2016	2015
FX gain	\$ 4.0	\$
Joint venture income	1.9	1.9
Other	(0.3)	0.6
Total	\$ 5.6	\$ 2.5

NOTE 11. COMPREHENSIVE INCOME AND ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table provides details about the reclassifications out of AOCI:

	Three Months	Three Months	Affected line in the
	Ended March 31, 2016	Ended March 31, 2015	consolidated statement of
			operations
Gains (losses) on currency translation adjustments			
Liquidation of foreign subsidiary	\$	\$ 0.1	Other non-operating income, net
Total gains on currency translation adjustments		0.1	
Gains on cash flow hedges			
Cross-currency derivative contracts	2.2		Other non-operating income, net
Income tax effect of item above	(0.8)		Provision for income taxes
Total gains on cash flow hedges	1.4		
Pension and other retirement benefits			
	(1.6)	(2.3)	Operating expense

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Amortization of actuarial losses and prior service costs included in net income			
Amortization of actuarial losses and prior service costs included in net income	(1.0)	(1.5)	SG&A expense
Total before income taxes	(2.6)	(3.8)	
Income tax effect of item above	1.0	1.5	Provision for income taxes
Total pension and other retirement benefits	(1.6)	(2.3)	
Total losses included in Net Income attributable to reclassifications out of AOCI	\$ (0.2)	\$ (2.2)	

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The following table shows changes in AOCI by component (net of tax):

	Three Months Ended March 31, 2016				
	Gains/ (Losses) on Cash Flow Hedges	Pension and Other Retirement Benefits	Foreign Currency Translation Adjustments	Gains on Available for Sale Securities	Total
Balance December 31, 2015	\$ (1.1)	\$ (85.7)	\$ (256.0)	\$ 3.3	\$ (339.5)
Other comprehensive income before reclassifications	1.2		36.0	0.6	37.8
Amounts reclassified from AOCI	(1.4)	1.6			0.2
Other comprehensive income/(loss)	(0.2)	1.6	36.0	0.6	38.0
Balance March 31, 2016	\$ (1.3)	\$ (84.1)	\$ (220.0)	\$ 3.9	\$ (301.5)

	Three Months Ended March 31, 2015				
	Gains/ (Losses) on Cash Flow Hedges	Pension and Other Retirement Benefits	Foreign Currency Translation Adjustments	Gains on Available for Sale Securities	Total
Balance December 31, 2014	\$	\$ (105.4)	\$ (130.7)	\$ 0.9	\$ (235.2)
Other comprehensive income/(loss) before reclassifications			(90.5)	1.1	(89.4)
Amounts reclassified from AOCI		2.3	(0.1)		2.2
Other comprehensive income/(loss)		2.3	(90.6)	1.1	(87.2)
Balance March 31, 2015	\$	\$ (103.1)	\$ (221.3)	\$ 2.0	\$ (322.4)

NOTE 12. PENSION AND OTHER RETIREMENT BENEFITS

Moody's maintains funded and unfunded noncontributory Defined Benefit Pension Plans. The U.S. plans provide defined benefits using a cash balance formula based on years of service and career average salary for its employees or final average pay for selected executives. The Company also provides certain healthcare and life insurance benefits for retired U.S. employees. The retirement healthcare plans are contributory; the life insurance plans are noncontributory. Moody's funded and unfunded U.S. pension plans, the U.S. retirement healthcare plans and the U.S. retirement life insurance plans are collectively referred to herein as the Retirement Plans. The U.S. retirement healthcare plans and the U.S. retirement life insurance plans are collectively referred to herein as the Other Retirement Plans.

Effective January 1, 2008, the Company no longer offers DBPPs to U.S. employees hired or rehired on or after January 1, 2008. New U.S. employees will instead receive a retirement contribution of similar benefit value under the Company's Profit Participation Plan. Current participants of the Company's DBPPs continue to accrue benefits based on existing plan formulas.

The components of net periodic benefit expense related to the Retirement Plans are as follows:

Components of net periodic expense	Three Months Ended March 31,			
	Pension Plans		Other Retirement Plans	
	2016	2015	2016	2015

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Service cost	\$ 5.2	\$ 5.8	\$ 0.5	\$ 0.5
Interest cost	4.6	4.3	0.3	0.2
Expected return on plan assets	(4.3)	(3.6)		
Amortization of net actuarial loss from earlier periods	2.6	3.4		0.1
Amortization of net prior service costs from earlier periods		0.2		
Net periodic expense	\$ 8.1	\$ 10.1	\$ 0.8	\$ 0.8

The Company made payments of \$1.2 million related to its unfunded U.S. DBPPs and \$0.1 million to its U.S. other retirement plans during the three months ended March 31, 2016. The Company anticipates making payments of \$22 million related to its funded pension plan and making payments of \$3.2 million related to its unfunded U.S. DBPPs and \$0.9 million to its U.S. other retirement plans, respectively, during the remainder of 2016.

Table of Contents**NOTE 13. INDEBTEDNESS**

The following table summarizes total indebtedness:

	Principal Amount	Fair Value of Interest Rate Swap ⁽¹⁾	March 31, 2016		Carrying Value
			Unamortized (Discount) Premium	Unamortized Debt Issuance Costs ⁽²⁾	
Notes payable:					
6.06% Series 2007-1 Notes due 2017	\$ 300.0	\$	\$	\$ (0.1)	\$ 299.9
5.50% 2010 Senior Notes, due 2020	500.0	22.1	(1.6)	(1.9)	518.6
4.50% 2012 Senior Notes, due 2022	500.0		(2.7)	(2.4)	494.9
4.875% 2013 Senior Notes, due 2024	500.0		(2.2)	(3.0)	494.8
2.75% 2014 Senior Notes (5-Year), due 2019	450.0	10.2	(0.5)	(2.2)	457.5
5.25% 2014 Senior Notes (30-Year), due 2044	600.0		3.4	(6.1)	597.3
1.75% 2015 Senior Notes, due 2027	569.8			(4.2)	565.6
Total long-term debt	\$ 3,419.8	\$ 32.3	\$ (3.6)	\$ (19.9)	\$ 3,428.6

	Principal Amount	Fair Value of Interest Rate Swap ⁽¹⁾	December 31, 2015		Carrying Value
			Unamortized (Discount) Premium	Unamortized Debt Issuance Costs ⁽²⁾	
Notes payable:					
6.06% Series 2007-1 Notes due 2017	\$ 300.0	\$	\$	\$ (0.2)	\$ 299.8
5.50% 2010 Senior Notes, due 2020	500.0	9.4	(1.6)	(2.0)	505.8
4.50% 2012 Senior Notes, due 2022	500.0		(2.8)	(2.5)	494.7
4.875% 2013 Senior Notes, due 2024	500.0		(2.3)	(3.1)	494.6
2.75% 2014 Senior Notes (5-Year), due 2019	450.0	2.3	(0.5)	(2.4)	449.4
5.25% 2014 Senior Notes (30-Year), due 2044	600.0		3.4	(6.2)	597.2
1.75% 2015 Senior Notes, due 2027	543.1			(4.0)	539.1
Total long-term debt	\$ 3,393.1	\$ 11.7	\$ (3.8)	\$ (20.4)	\$ 3,380.6

(1) The Company has entered into interest rate swaps on the 2010 Senior Notes and the 2014 Senior Notes (5-Year) which are more fully discussed in Note 7 above.

(2) Pursuant to ASU No. 2015-03, unamortized debt issuance costs are presented as a reduction to the carrying value of the notes payable. See Note 1 for additional discussion.

At March 31, 2016, the Company was in compliance with all covenants contained within all of the debt agreements. The 2015 Facility, the 2015 Senior Notes, the 2014 Senior Notes (5-year), the 2014 Senior Notes (30-year), the Series 2007-1 Notes, the 2010 Senior Notes, the 2012 Senior Notes and the 2013 Senior Notes all contain cross default provisions. These provisions state that default under one of the aforementioned debt instruments could in turn permit lenders under other debt instruments to declare borrowings outstanding under those instruments to be immediately due and payable. As of March 31, 2016, there were no such cross defaults.

Table of Contents**Interest expense, net**

The following table summarizes the components of interest as presented in the consolidated statements of operations:

	Three Months Ended March 31,	
	2016	2015
Income	\$ 2.9	\$ 1.9
Expense on borrowings	(34.6)	(28.3)
UTPs and other tax related liabilities	(2.8)	(3.2)
Capitalized	0.4	0.3
Total	\$ (34.1)	\$ (29.3)

The following table shows the cash paid for interest:

	Three Months Ended March 31,	
	2016	2015
Interest paid	\$ 67.1	\$ 48.2

The fair value and carrying value of the Company's long-term debt as of March 31, 2016 and December 31, 2015 are as follows:

	March 31, 2016		December 31, 2015	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Series 2007-1 Notes	\$ 299.9	\$ 318.9	\$ 299.8	\$ 320.6
2010 Senior Notes	518.6	560.6	505.8	551.2
2012 Senior Notes	494.9	548.1	494.7	530.0
2013 Senior Notes	494.8	553.9	494.6	533.8
2014 Senior Notes (5-Year)	457.5	461.5	449.4	454.3
2014 Senior Notes (30-Year)	597.3	668.3	597.2	617.7
2015 Senior Notes	565.6	575.8	539.1	520.2
Total	\$ 3,428.6	\$ 3,687.1	\$ 3,380.6	\$ 3,527.8

The fair value of the Company's long-term debt is estimated based on quoted market prices for similar instruments. Accordingly, the inputs used to estimate the fair value of the Company's long-term debt are classified as Level 2 inputs within the fair value hierarchy.

NOTE 14. CONTINGENCIES

Moody's is involved in legal and tax proceedings, governmental investigations and inquiries, claims and litigation that are incidental to the Company's business, including claims based on ratings assigned by MIS. Moody's is also subject to ongoing tax audits in the normal course of business. Management periodically assesses the Company's liabilities and contingencies in connection with these matters based upon the latest information available. Moody's discloses material pending legal proceedings pursuant to SEC rules and other pending matters as it may determine to be appropriate.

Following the global credit crisis of 2008, MIS and other credit rating agencies have been the subject of intense scrutiny, increased regulation, ongoing inquiry and governmental investigations, and civil litigation. Legislative, regulatory and enforcement entities around the world are considering additional legislation, regulation and enforcement actions, including with respect to MIS's compliance with regulatory standards.

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Moody's periodically receives and is continuing to address subpoenas and inquiries from various governmental authorities, including the U.S. Department of Justice and states attorneys general, and is responding to such investigations and inquiries.

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In addition, the Company is facing litigation from market participants relating to the performance of MIS rated securities. Although Moody's in the normal course experiences such litigation, the volume and cost of defending such litigation has significantly increased following the events in the U.S. subprime residential mortgage sector and global credit markets more broadly over the last several years.

On August 25, 2008, Abu Dhabi Commercial Bank filed a purported class action in the United States District Court for the Southern District of New York asserting numerous common-law causes of action against two subsidiaries of the Company, another rating agency, and Morgan Stanley & Co. The action related to securities issued by a structured investment vehicle called Cheyne Finance (the Cheyne SIV) and sought, among other things, compensatory and punitive damages. The central allegation against the rating agency defendants was that the credit ratings assigned to the securities issued by the Cheyne SIV were false and misleading. In early proceedings, the court dismissed all claims against the rating agency defendants except those for fraud and aiding and abetting fraud. In June 2010, the court denied plaintiff's motion for class certification, and additional plaintiffs were subsequently added to the complaint. In January 2012, the rating agency defendants moved for summary judgment with respect to the fraud and aiding and abetting fraud claims. Also in January 2012, in light of new New York state case law, the court permitted the plaintiffs to file an amended complaint that reasserted previously dismissed claims against all defendants for breach of fiduciary duty, negligence, negligent misrepresentation, and related aiding and abetting claims. In May 2012, the court, ruling on the rating agency defendants' motion to dismiss, dismissed all of the reasserted claims except for the negligent misrepresentation claim, and on September 19, 2012, after further proceedings, the court also dismissed the negligent misrepresentation claim. On August 17, 2012, the court ruled on the rating agencies' motion for summary judgment on the plaintiffs' remaining claims for fraud and aiding and abetting fraud. The court dismissed, in whole or in part, the fraud claims of four plaintiffs as against Moody's but allowed the fraud claims to proceed with respect to certain claims of one of those plaintiffs and the claims of the remaining 11 plaintiffs. The court also dismissed all claims against Moody's for aiding and abetting fraud. Three of the plaintiffs whose claims were dismissed filed motions for reconsideration, and on November 7, 2012, the court granted two of these motions, reinstating the claims of two plaintiffs that were previously dismissed. On February 1, 2013, the court dismissed the claims of one additional plaintiff on jurisdictional grounds. Trial on the remaining fraud claims against the rating agencies, and on claims against Morgan Stanley for aiding and abetting fraud and for negligent misrepresentation, was scheduled for May 2013. On April 24, 2013, pursuant to confidential settlement agreements, the 14 plaintiffs with claims that had been ordered to trial stipulated to the voluntary dismissal, with prejudice, of these claims as against all defendants, and the court so ordered that stipulation on April 26, 2013. The settlement did not cover certain claims of two plaintiffs, Commonwealth of Pennsylvania Public School Employees' Retirement System (PSERS) and Commerzbank AG (Commerzbank), that were previously dismissed by the Court. On May 23, 2013, these two plaintiffs filed a Notice of Appeal to the Second Circuit, seeking reversal of the dismissal of their claims and also seeking reversal of the trial court's denial of class certification. According to pleadings filed by plaintiffs in earlier proceedings, PSERS and Commerzbank AG seek, respectively, \$5.75 million and \$69.6 million in compensatory damages in connection with the two claims at issue on the appeal. In October 2014, the Second Circuit affirmed the denial of class certification and the dismissal of PSERS' claim but reversed a ruling of the trial court that had excluded certain evidence relevant to Commerzbank's principal argument on appeal. The Second Circuit did not reverse the dismissal of Commerzbank's claim but instead certified a legal question concerning Commerzbank's argument to the New York Court of Appeals. The New York Court of Appeals subsequently agreed to hear the certified question, and on June 30, 2015, the Court of Appeals ruled in Moody's favor. The case was then returned to the Second Circuit for final disposition of the appeal. On February 23, 2016, the Second Circuit affirmed the dismissal of Commerzbank's claim.

On July 9, 2009, the California Public Employees' Retirement System (CalPERS) filed an action in the Superior Court of California in San Francisco (the Superior Court) asserting two common-law causes of action, negligent misrepresentation and negligent interference with prospective economic advantage. The complaint named as defendants the Company, MIS, The McGraw-Hill Companies, Fitch, Inc., and various subsidiaries of Fitch, Inc. The action related to the plaintiff's purchase of securities issued by three structured investment vehicles (SIVs) known as Cheyne Finance, Sigma Finance, and Stanfield Victoria Funding. The plaintiff's complaint sought unspecified compensatory damages arising from alleged losses in connection with investments that purportedly totaled approximately \$1.3 billion; in subsequent court filings, the plaintiff claimed to have suffered unrealized losses of approximately \$779 million. The central allegation against the defendants was that the credit ratings assigned to the securities issued by the SIVs were inaccurate and that the methodologies used by the rating agencies had no reasonable basis. In August 2009, the defendants removed the action to federal court, but the case was remanded to state court in November 2009 based on a finding that CalPERS is an arm of the State. In April 2010, in response to a motion by the defendants, the Superior Court dismissed the claim for negligent interference with prospective economic advantage but declined to dismiss the claim for negligent misrepresentation. On December 23, 2015, following the close of fact discovery, the Company and MIS filed a motion for summary judgment. On March 8, 2016, prior to argument or decision on the motion for summary judgment, the Company and CalPERS entered into an agreement to settle this matter, and the case was subsequently dismissed with prejudice. This resolution did not have a negative financial impact on the Company.

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For claims, litigation and proceedings and governmental investigations and inquiries not related to income taxes, where it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated, the Company records liabilities in the consolidated financial statements and periodically adjusts these as appropriate. When the reasonable estimate of the loss is within a range of amounts, the minimum amount of the range is accrued unless some higher amount within the range is a better estimate than another amount within the range. In other instances, because of uncertainties related to the probable outcome and/or the amount or range of loss, management does not record a liability but discloses the contingency if significant. As additional information becomes available, the Company adjusts its assessments and estimates of such matters accordingly. In view of the inherent difficulty of predicting the outcome of litigation, regulatory, governmental investigations and inquiries, enforcement and similar matters and contingencies, particularly where the claimants seek large or indeterminate damages or where the parties assert novel legal theories or the matters involve a large number of parties, the Company cannot predict what the eventual outcome of the pending matters will be or the timing of any resolution of such matters. The Company also cannot predict the impact (if any) that any such matters may have on how its business is conducted, on its competitive position or on its financial position, results of operations or cash flows. As the process to resolve any pending matters progresses, management will continue to review the latest information available and assess its ability to predict the outcome of such matters and the effects, if any, on its operations and financial condition. However, in light of the large or indeterminate damages sought in some of them, the absence of similar court rulings on the theories of law asserted and uncertainties regarding apportionment of any potential damages, an estimate of the range of possible losses cannot be made at this time.

NOTE 15 SEGMENT INFORMATION

The Company is organized into three operating segments: (i) MIS, (ii) MA and (iii) Copal Amba. The Copal Amba operating segment has been aggregated with the MA operating segment based on the fact that it has similar economic characteristics to MA. Accordingly, the Company reports in two reportable segments: MIS and MA.

The MIS segment consists of five LOBs. The CFG, SFG, FIG and PPIF LOBs generate revenue principally from fees for the assignment and ongoing monitoring of credit ratings on debt obligations and the entities that issue such obligations in markets worldwide. The MIS Other LOB primarily consists of the distribution of research and financial instruments pricing services in the Asia-Pacific region as well as ICRA non-ratings revenue.

The MA segment develops a wide range of products and services that support the risk management activities of institutional participants in global financial markets. The MA segment consists of three LOBs RD&A, ERS and PS.

Revenue for MIS and expenses for MA include an intersegment royalty charged to MA for the rights to use and distribute content, data and products developed by MIS. The royalty rate charged by MIS approximates the fair value of the aforementioned content, data and products and is generally based on comparable market transactions. Also, revenue for MA and expenses for MIS include an intersegment fee charged to MIS from MA for certain MA products and services utilized in MIS's ratings process. These fees charged by MA are generally equal to the costs incurred by MA to produce these products and services. Additionally, overhead costs and corporate expenses of the Company that exclusively benefit only one segment are fully charged to that segment. Overhead costs and corporate expenses of the Company that benefit both segments are allocated to each segment based on a revenue-split methodology. Accordingly, a reportable segment's share of these costs will increase as its proportion of revenue relative to Moody's total revenue increases. Overhead expenses include costs such as rent and occupancy, information technology and support staff such as finance, human resources and information technology. Eliminations in the table below represent intersegment revenue/expense. Moody's does not report the Company's assets by reportable segment, as this metric is not used by the chief operating decision maker to allocate resources to the segments. Consequently, it is not practical to show assets by reportable segment.

Table of Contents**Financial Information by Segment**

The table below shows revenue, Adjusted Operating Income and operating income by reportable segment. Adjusted Operating Income is a financial metric utilized by the Company's chief operating decision maker to assess the profitability of each reportable segment.

	Three Months Ended March 31,							
	2016				2015			
	MIS	MA	Eliminations	Consolidated	MIS	MA	Eliminations	Consolidated
Revenue	\$ 549.1	\$ 293.8	\$ (26.8)	\$ 816.1	\$ 624.6	\$ 266.6	\$ (25.6)	\$ 865.6
Operating, SG&A	278.6	230.3	(26.8)	482.1	281.3	210.0	(25.6)	465.7
Adjusted Operating Income	270.5	63.5		334.0	343.3	56.6		399.9
Less:								
Depreciation and amortization	17.5	12.4		29.9	16.0	12.6		28.6
Operating income	\$ 253.0	\$ 51.1	\$	\$ 304.1	\$ 327.3	\$ 44.0	\$	\$ 371.3

MIS and MA Revenue by Line of Business

The table below presents revenue by LOB within each reportable segment:

	Three Months Ended March 31,	
	2016	2015
MIS:		
Corporate finance (CFG)	\$ 240.3	\$ 298.7
Structured finance (SFG)	90.6	101.3
Financial institutions (FIG)	94.9	93.8
Public, project and infrastructure finance (PPIF)	91.5	100.7
Total ratings revenue	517.3	594.5
MIS Other	7.8	7.8
Total external revenue	525.1	602.3
Intersegment royalty	24.0	22.3
Total	549.1	624.6
MA:		
Research, data and analytics (RD&A)	164.9	149.6
Enterprise risk solutions (ERS)	89.5	77.1
Professional services (PS)	36.6	36.6
Total external revenue	291.0	263.3
Intersegment revenue	2.8	3.3
Total	293.8	266.6

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Eliminations	(26.8)	(25.6)
Total MCO	\$ 816.1	\$ 865.6

Consolidated Revenue Information by Geographic Area:

	Three Months Ended March 31,	
	2016	2015
Revenue		
United States	\$ 480.0	\$ 499.8
International:		
EMEA	210.2	227.6
Asia-Pacific	82.0	86.1
Americas	43.9	52.1
Total International	336.1	365.8
Total	\$ 816.1	\$ 865.6

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In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers. This ASU outlines a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. In August 2015, the FASB issued ASU No. 2015-14

Revenue from Contracts with Customers (Topic 606), Deferral of the Effective Date which defers the effective date of the ASU for annual and interim reporting periods beginning after December 15, 2017, with early adoption permitted up to the original effective date of December 15, 2016. In addition, in March and April 2016, the FASB issued additional updates clarifying the implementation guidance for the new revenue recognition standard.

The Company is currently evaluating its adoption options with regard to the aforementioned ASUs relating to revenue recognition and the impact that adoption of these updates will have on its consolidated financial statements. Currently, the Company believes this ASU will have an impact on: i) the capitalization of certain contract implementation costs for its ERS business which will be expensed as incurred under the new standard; ii) the accounting for certain software subscription revenue in MA whereby the license rights within the arrangement would be recognized at the inception of the contract based on estimated stand-alone selling price with the remainder recognized over the subscription period; iii) the accounting for certain ERS revenue arrangements where VSOE is not available should result in the acceleration of revenue recognition and iv) the accounting for contract acquisition costs which will be expensed as incurred under the new standard.

In January 2016, the FASB issued ASU No. 2016-01 Financial Instruments Recognition and Measurement of Financial Assets and Financial Liabilities (Subtopic 825-10). The amendments in this ASU update various aspects of recognition, measurement, presentation and disclosures relating to financial instruments. This ASU is effective for fiscal years beginning after December 15, 2017. The Company is currently evaluating the impact of this ASU on the Company's financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) requiring lessees to recognize a right-of-use asset and lease liability for all leases with terms of more than 12 months. Recognition, measurement and presentation of expenses and cash flows will depend on classification as either a finance or operating lease. This ASU is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. This standard must be adopted using a modified retrospective approach whereby leases will be presented in accordance with the new standard as of the earliest period presented. The Company is currently evaluating the impact of this ASU on the Company's financial statements.

In March 2016, the FASB issued ASU No. 2016-07, Investments Equity Method and Joint Ventures (Topic 323), Simplifying the Transition to the Equity Method of Accounting. This ASU amends the accounting for an investment not previously accounted for under the equity method that subsequently qualifies for the equity method of accounting. It requires a company to add the cost of the additional interest acquired to its current basis and the commencement of the equity method of accounting when the criteria are met. In addition, the unrealized gains or losses in accumulated other comprehensive related to an available for sale equity security should be recognized through earnings if the investment subsequently qualifies for the equity method of accounting. The amendments of this ASU are effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The adoption of this ASU will only impact the Company if an investment not previously accounted for under the equity method qualifies for accounting under the equity method.

In March 2016, the FASB issued ASU No. 2016-09, Improvements to Employee Share-Based Payment Accounting. This ASU changes various aspects related to the accounting for share-based payments including: i) accounting for Excess Tax Benefits and shortfalls; ii) the accounting for forfeitures; iii) restrictions on the value of shares retained by an entity to fund the employee's portion of payroll taxes; and iv) classification of Excess Tax Benefits in the statement of cash flows. This ASU is effective for fiscal years beginning after December 15, 2016 and early adoption is permitted if all amendments are adopted in the same period. The Company is evaluating the impact of this ASU on its financial statements but currently expects that the most significant effect of this ASU will be the impact on its reported Net Income and Diluted EPS as Excess Tax Benefits and shortfalls will be recorded to the provision for income taxes under this ASU as compared to a charge to capital surplus under current GAAP.

NOTE 17. SUBSEQUENT EVENT

On April 11, 2016, the Board approved the declaration of a quarterly dividend of \$0.37 per share of Moody's common stock, payable on June 10, 2016 to shareholders of record at the close of business on May 20, 2016.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion and analysis of financial condition and results of operations should be read in conjunction with the Moody's Corporation condensed consolidated financial statements and notes thereto included elsewhere in this quarterly report on Form 10-Q.

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains Forward-Looking Statements. See Forward-Looking Statements commencing on page 46 for a discussion of uncertainties, risks and other factors associated with these statements.

The Company

Moody's is a provider of (i) credit ratings, (ii) credit and economic related research, data and analytical tools, (iii) software solutions and related risk management services, (iv) quantitative credit risk measures, financial services training and certification services and (v) outsourced research and analytical services. Moody's has two reportable segments: MIS and MA.

MIS, the credit rating agency, publishes credit ratings on a wide range of debt obligations and the entities that issue such obligations in markets worldwide. Revenue is primarily derived from the originators and issuers of such transactions who use MIS ratings in the distribution of their debt issues to investors. Additionally, MIS earns revenue from certain non-ratings-related operations, which consist primarily of the distribution of research and fixed income pricing services in the Asia-Pacific region, and from ICRA non-ratings services. The revenue from these operations is included in the MIS Other LOB and is not material to the results of the MIS segment.

The MA segment develops a wide range of products and services that primarily support financial analysis and risk management activities of institutional participants in global financial markets. Within its RD&A business, MA distributes research and data developed by MIS as part of its ratings process, including in-depth research on major debt issuers, industry studies and commentary on topical credit-related events. The RD&A business also produces economic research as well as data and analytical tools such as quantitative credit risk scores. Within its ERS business, MA provides software solutions as well as related risk management services. The PS business provides outsourced research and analytical services and financial training and certification programs.

Critical Accounting Estimates

Moody's discussion and analysis of its financial condition and results of operations are based on the Company's consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires Moody's to make estimates and judgments that affect reported amounts of assets and liabilities and related disclosures of contingent assets and liabilities at the dates of the financial statements and revenue and expenses during the reporting periods. These estimates are based on historical experience and on other assumptions that are believed to be reasonable under the circumstances. On an ongoing basis, Moody's evaluates its estimates, including those related to revenue recognition, accounts receivable allowances, contingencies, restructuring, goodwill and acquired intangible assets, pension and other retirement benefits, stock-based compensation, and income taxes. Actual results may differ from these estimates under different assumptions or conditions. Item 7, MD&A, in the Company's annual report on Form 10-K for the year ended December 31, 2015, includes descriptions of some of the judgments that Moody's makes in applying its accounting estimates in these areas. Since the date of the annual report on Form 10-K, there have been no material changes to the Company's critical accounting estimates.

Reportable Segments

The Company is organized into two reportable segments at March 31, 2016: MIS and MA.

The MIS segment is comprised primarily of all of the Company's ratings operations. The MIS segment consists of five LOBs - CFG, SFG, FIG, PPIF and MIS Other. The ratings LOBs generate revenue principally from fees for the assignment and ongoing monitoring of credit ratings on debt obligations and the entities that issue such obligations in markets worldwide. The MIS Other LOB consists of certain non-ratings operations managed by MIS which consists of non-rating revenue from ICRA as well as certain research and fixed income pricing service operations in the Asia-Pacific region.

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The MA segment develops a wide range of products and services that support financial analysis and risk management activities of institutional participants in global financial markets. The MA segment consists of three lines of business – RD&A, ERS and PS.

The following is a discussion of the results of operations of the Company and its reportable segments. Total MIS revenue and total MA expenses include the intersegment royalty revenue for MIS and expense charged to MA for the rights to use and distribute content, data and products developed by MIS. The royalty rate charged by MIS approximates the fair value of the aforementioned content, data and products developed by MIS. Total MA revenue and total MIS expenses include intersegment fees charged to MIS from MA for the use of certain MA products and services in MIS's ratings process. These fees charged by MA are generally equal to the costs incurred by MA to provide these products and services. Overhead charges and corporate expenses that exclusively benefit one segment are fully charged to that segment. Additionally, overhead costs and corporate expenses of the Company that benefit both segments are generally allocated to each segment based on a revenue-split methodology. Overhead expenses include costs such as rent and occupancy, information technology and support staff such as finance, human resources and information technology.

RESULTS OF OPERATIONS

Three months ended March 31, 2016 compared with three months ended March 31, 2015

Executive Summary

Moody's revenue in the three months ended March 31, 2016 totaled \$816.1 million, a decrease of \$49.5 million, or 6%, compared to 2015 and reflected declines in MIS revenue partially offset by good growth in MA. Excluding the unfavorable impact of changes in FX translation rates, revenue decreased 4% from the prior year. The following discussion of MIS and MA revenue exclude intersegment revenue.

MIS revenue decreased 13% compared to the prior year reflecting lower revenue from rating high-yield and investment-grade corporate debt in the U.S. and EMEA primarily due to market volatility in the first quarter of 2016. Additionally, the decrease reflected lower securitization activity in the first quarter of 2016, most notably in the U.S. CMBS and CLO asset classes.

MA revenue was 11% higher than the prior year. Excluding the impact of unfavorable changes in FX translation rates, MA revenue grew 13% reflecting increases in ERS and RD&A across all regions. Revenue grew in all product areas of ERS, with particular strength in the Assets, Liability & Capital, Credit Assessment & Origination and Stress Testing products. The 2016 acquisition of GGY also contributed to the growth in ERS. In RD&A, revenue growth was primarily driven by credit research and licensing of ratings data as well as growth in SAV and ECCA.

Total operating expenses increased \$17.7 million, or 4% reflecting higher compensation costs associated with headcount growth (including costs from the acquisition of GGY) and annual compensation increases partially offset by lower incentive compensation costs;

Excluding the favorable impact relating to changes in FX translation rates, total expenses increased 6% compared to the prior year.

Operating income of \$304.1 million in the first quarter of 2016 was down \$67.2 million compared to 2015 and resulted in an operating margin of 37.3%, compared to 42.9% in the prior year. Adjusted Operating Income of \$334.0 million in the first quarter of 2016 decreased \$65.9 million compared to 2015, resulting in an Adjusted Operating Margin of 40.9% compared to 46.2% in the prior year.

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The ETR in the first quarter of 2016 was 60 BPS lower than the prior year primarily due to lower state income taxes.

The increase in non-operating expense, net, compared to the prior year is primarily due to interest on the 2015 Senior Notes issued in March 2015 as well as interest on the \$300 million of additional borrowings under the 2014 Senior Notes (30-Year) in November 2015. These increases in expense were partially offset by higher FX gains in 2016.

Diluted EPS of \$0.93 in the first quarter of 2016 decreased \$0.18 from 2015 reflecting a decrease in Net Income partially offset by a 4% reduction in diluted weighted average shares outstanding.

Table of Contents**Moody's Corporation**

	Three months ended March 31,		% Change
	2016	2015	Favorable (Unfavorable)
Revenue:			
United States	\$ 480.0	\$ 499.8	(4%)
International:			
EMEA	210.2	227.6	(8%)
Asia-Pacific	82.0	86.1	(5%)
Americas	43.9	52.1	(16%)
Total International	336.1	365.8	(8%)
Total	816.1	865.6	(6%)
Expenses:			
Operating	249.2	244.4	(2%)
SG&A	232.9	221.3	(5%)
Depreciation and amortization	29.9	28.6	(5%)
Total	512.0	494.3	(4%)
Operating income	\$ 304.1	\$ 371.3	(18%)
Adjusted Operating Income ⁽¹⁾	\$ 334.0	\$ 399.9	(16%)
Interest expense, net	\$ (34.1)	\$ (29.3)	(16%)
Other non-operating income, net	\$ 5.6	\$ 2.5	124%
Total non-operating expense, net	\$ (28.5)	\$ (26.8)	(6%)
Net income attributable to Moody's	\$ 184.4	\$ 230.1	(20%)
Diluted weighted average shares outstanding	197.9	206.5	4%
Diluted EPS attributable to Moody's common shareholders	\$ 0.93	\$ 1.11	(16%)
Operating margin	37.3%	42.9%	
Adjusted Operating Margin ⁽¹⁾	40.9%	46.2%	

⁽¹⁾ Adjusted Operating Income and Adjusted Operating Margin are non-GAAP financial measures. Refer to the section entitled "Non-GAAP Financial Measures" of this Management Discussion and Analysis for further information regarding these measures. The table below shows Moody's global staffing by geographic area:

	March 31		% Change
	2016	2015	
United States	3,441	3,202	7%
International	7,311	6,768	8%
Total	10,752	9,970	8%

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Global revenue of \$816.1 million in the first quarter of 2016 decreased \$49.5 million, or 6%, compared to 2015. Excluding the unfavorable impact of changes in FX translation rates, global revenue decreased 4% from the prior year and reflected lower MIS revenue partially offset by good growth in MA revenue.

The \$77.2 million decrease in MIS revenue reflects declines in high-yield and investment-grade corporate debt revenue across all regions reflecting market volatility in the first quarter of 2016. Additionally, the decrease reflected lower securitization activity in the first quarter of 2016, most notably in the U.S. CMBS and CLO asset classes. Unfavorable changes in FX translation rates had a \$7 million impact on revenue in the first quarter of 2016.

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The \$27.7 million growth in MA reflects increases in ERS and RD&A across all regions. Revenue grew in all product areas of ERS, with particular strength in the Assets, Liability & Capital, Credit Assessment & Origination and Stress Testing products. The 2016 acquisition of GGY also contributed to the growth in ERS. In RD&A, revenue growth was primarily driven by credit research and licensing of ratings data as well as growth in SAV and ECCA businesses. These results were partially offset by unfavorable changes in FX translation rates of approximately \$6 million. Excluding the impact of changes in FX rates, MA revenue increased 13% compared to 2015.

Transaction revenue accounted for 45% of global MCO revenue in the first quarter of 2016 compared to 51% in the prior year.

U.S. revenue of \$480.0 million in the first quarter of 2016 decreased \$19.8 million from the prior year, reflecting lower revenue across all MIS LOBs, partially offset by growth in RD&A and ERS revenue within MA.

Non-U.S. revenue of \$336.1 million decreased \$29.7 million compared to the first quarter of 2015 due to declines in MIS across all regions being partially offset by growth in MA across all regions.

Operating expenses were \$249.2 million in the first quarter of 2016, up 2% compared to 2015 and included an increase in compensation costs reflecting higher expenses resulting from the impact of annual compensation increases and increased headcount (including headcount from the acquisition of GGY). These increases were partially offset by lower incentive compensation costs reflecting lower projected achievement against full-year projected results compared to the prior year. The changes above include a favorable impact relating to changes in FX translation rates compared to the prior year.

SG&A expenses of \$232.9 million in the first quarter of 2016 increased 5% from the prior year period reflecting higher compensation and non-compensation expenses of approximately \$7 million and \$5 million, respectively. The growth in compensation costs was primarily due to higher expenses resulting from annual compensation increases, headcount growth in MIS and MA as well as in overhead support areas coupled with higher headcount from the GGY acquisition. These increases were partially offset by lower incentive compensation costs reflecting lower projected achievement against full-year projected results compared to the prior year. The increase in non-compensation expenses primarily reflects higher legal fees as well as higher rent and occupancy costs reflecting various real estate expansion projects. The increases above include a favorable impact relating to changes in FX translation rates compared to the prior year.

Operating income of \$304.1 million in the first quarter of 2016 was down \$67.2 million compared to 2015 and resulted in an operating margin of 37.3%, compared to 42.9% in the prior year. Adjusted Operating Income of \$334.0 million in the first quarter of 2016 decreased \$65.9 million compared to 2015, resulting in an Adjusted Operating Margin of 40.9% compared to 46.2% in the prior year period.

Interest expense, net in the first quarter of 2016 was (\$34.1) million, a \$4.8 million increase in expense compared to 2015. The increase reflects interest on the 2015 Senior Notes which were issued in March 2015 as well as interest on the \$300 million of additional borrowings under the 2014 Senior Notes (30-Year) in November 2015.

Other non-operating income, net was \$5.6 million in the first quarter of 2016, a \$3.1 million increase in income compared to 2015. This increase reflected approximately \$4 million in higher FX gains compared to the prior year primarily due to the strengthening of the euro to both the British pound and the U.S. dollar over the previous three months.

The Company's ETR was 32.3% in the first quarter of 2016, compared with 32.9% in 2015 with the decrease primarily due to lower state income tax.

Net Income in the first quarter of 2016 was \$184.4 million, or \$0.93 per diluted share. This is a decrease of \$45.7 million, or \$0.18 per diluted share, compared to 2015. The decrease in diluted EPS reflects lower Net Income partially offset by a 4% reduction in diluted weighted average shares outstanding. This reduction in diluted weighted average shares outstanding reflects share repurchases under the Company's Board authorized share repurchase program partially offset by shares issued under the employee stock-based compensation programs.

Table of Contents**Segment Results****Moody's Investors Service**

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

	Three months ended March 31,		% Change
	2016	2015	Favorable (Unfavorable)
Revenue:			
Corporate finance (CFG)	\$ 240.3	\$ 298.7	(20%)
Structured finance (SFG)	90.6	101.3	(11%)
Financial institutions (FIG)	94.9	93.8	1%
Public, project and infrastructure finance (PPIF)	91.5	100.7	(9%)
Total ratings revenue	517.3	594.5	(13%)
MIS Other	7.8	7.8	
Total external revenue	525.1	602.3	(13%)
Intersegment royalty	24.0	22.3	8%
Total	549.1	624.6	(12%)
Expenses:			
Operating and SG&A (external)	275.8	278.0	1%
Operating and SG&A (intersegment)	2.8	3.3	15%
Adjusted Operating Income	270.5	343.3	(21%)
Depreciation and amortization	17.5	16.0	(9%)
Operating income	\$ 253.0	\$ 327.3	(23%)
Adjusted Operating Margin	49.3%	55.0%	
Operating margin	46.1%	52.4%	

The following is a discussion of external MIS revenue and operating expenses:

Global MIS revenue of \$525.1 million in the first quarter of 2016 was down 13% compared to 2015 reflecting lower rated issuance volumes for high-yield corporate debt across all regions as well as declines in CMBS and CLO activity in the U.S. Also, there were declines in rated issuance volumes for investment-grade corporate debt across all non-U.S. regions reflecting market volatility in the first quarter of 2016. Transaction revenue for MIS was 56% of total revenue in the first quarter of 2016 compared to 63% in the first quarter of 2015.

In the U.S., revenue was \$336.0 million in the first quarter of 2016, a decrease of \$35.5 million compared to 2015 and reflected lower rated issuance volumes for high-yield corporate debt due to credit spread and market volatility in the first quarter of 2016. Additionally, there were declines in securitization activity in the CMBS and CLO asset classes within SFG reflecting market volatility as well as uncertainty relating to the implementation of regulatory requirements. Partially offsetting these decreases were higher monitoring fee revenue reflecting a larger number of outstanding rated instruments as well as higher insurance-related issuance volumes due to M&A activity in the sector.

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Non-U.S. revenue was \$189.1 million in the first quarter of 2016, a decrease of \$41.7 million compared to 2015. The decrease reflects lower rated issuance volumes for high-yield and investment-grade corporate debt across all regions reflecting market volatility in the first quarter of 2016 resulting from global economic growth concerns and weak commodity prices. Partially offsetting these declines was higher monitoring fee revenue reflecting a larger number of outstanding rated instruments.

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Global CFG revenue of \$240.3 million in the first quarter of 2016 was down 20% compared to 2015. The decline reflects lower rated issuance volumes for speculative-grade corporate debt across all regions as credit spreads were volatile for high-yield instruments reflecting overall market volatility in the first quarter of 2016. Also, there were lower rated issuance volumes for investment-grade corporate debt across all non-U.S. regions reflecting the aforementioned market volatility in the first quarter of 2016. Partially offsetting these decreases were the benefits from changes in the mix of fee type, new fee initiatives and pricing increases. Transaction revenue represented 63% and 72% of total CFG revenue in the first quarter of 2016 and 2015, respectively. In the U.S., revenue was \$172.4 million, or \$19.7 million lower than the prior year. Internationally, revenue of \$67.9 million decreased \$38.7 million compared to the prior year.

Global SFG revenue of \$90.6 million in the first quarter of 2016 decreased \$10.7 million, or 11%, compared to 2015. In the U.S., revenue of \$60.0 million decreased \$10.7 million compared to the first quarter of 2015. This decrease reflected lower securitization activity in the CMBS asset class due to higher credit spreads resulting from overall market volatility in the first quarter of 2016 as well as uncertainties relating to the implementation of regulatory requirements. Additionally, the decline in the U.S. reflects lower CLO formation also due to wider credit spreads resulting from market volatility as well as declining availability of collateral for these instruments. Non-U.S. revenue in the first quarter of 2016 of \$30.6 million was flat compared to the prior year as modest growth in EMEA was offset by declines in other regions. Transaction revenue was 55% of total SFG revenue in the first quarter of 2016 compared to 61% in the prior year.

Global FIG revenue of \$94.9 million in the first quarter of 2016 increased \$1.1 million, or 1%, compared to 2015. Excluding the unfavorable impact of changes in FX translation rates, FIG revenue grew 4% compared to the prior year. In the U.S., revenue was \$40.2 million, or 3% lower than the prior year, primarily reflecting reduced banking-related issuance volumes due to market volatility in the first quarter of 2016. This decrease was partially offset by higher M&A rated issuance volumes in the insurance sector as well as benefits from changes in the mix of fee type, new fee initiatives and pricing increases. Internationally, revenue was \$54.7 million in the first quarter of 2016, or \$2.3 million higher compared to 2015. This increase primarily reflects higher banking revenue in EMEA and insurance revenue in Asia-Pacific as well as benefits from changes in the mix of fee type, new fee initiatives and pricing increases. Partially offsetting the increase in non-U.S. revenue was an approximate \$2 million unfavorable impact from changes in FX rates. Transaction revenue was 39% of total FIG revenue in the first quarter of 2016 compared to 40% in the same period in 2015.

Global PPIF revenue was \$91.5 million in the first quarter of 2016 and decreased \$9.2 million, or 9%, compared to 2015. In the U.S., revenue in the first quarter of 2016 was \$61.1 million, a decrease of \$4.2 million compared to 2015 due to lower public and project finance revenue reflecting market volatility in the first quarter of 2016 compared to robust issuance in the prior year. Outside the U.S., PPIF revenue decreased \$5.0 million compared to 2015, primarily due to lower rated issuance volumes in infrastructure finance in EMEA reflecting market volatility coupled with lower project finance revenue in Asia-Pacific. These decreases were partially offset by benefits from changes in the mix of fee type, new fee initiatives and pricing increases. Transaction revenue was 59% and 64% of total PPIF revenue in first quarter of 2016 and 2015, respectively.

Operating and SG&A expenses in the first quarter of 2016 decreased \$2.2 million compared to 2015 primarily reflecting lower non-compensation expense of approximately \$3 million primarily due to overall cost control initiatives. Partially offsetting this decrease was higher compensation expense of approximately \$1 million primarily reflecting annual salary increases, headcount growth in the ratings LOBs as well as in the support areas such as IT, finance and human resources for which the costs are allocated to each segment based on a revenue-split methodology. This increase in salary expense was partially offset by reduced incentive compensation costs reflecting lower projected achievement against full-year targeted results compared to the prior year.

Adjusted Operating Income and operating income in the first quarter of 2016, which includes intersegment royalty revenue and intersegment expenses, was \$270.5 million and \$253.0 million, respectively, and were down 21% and 23%, respectively, compared to 2015. Adjusted Operating Margin and operating margin were 49.3% and 46.1%, respectively, or 570 BPS and 630 BPS lower compared to the first quarter of 2015.

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The table below provides a summary of revenue and operating results, followed by further insight and commentary:

	Three months ended March 31,		% Change
	2016	2015	Favorable (Unfavorable)
Revenue:			
Research, data and analytics (RD&A)	\$ 164.9	\$ 149.6	10%
Enterprise risk solutions (ERS)	89.5	77.1	16%
Professional services (PS)	36.6	36.6	
Total external revenue	291.0	263.3	11%
Intersegment revenue	2.8	3.3	(15%)
Total MA Revenue	293.8	266.6	10%
Expenses:			
Operating and SG&A (external)	206.3	187.7	(10%)
Operating and SG&A (intersegment)	24.0	22.3	(8%)
Adjusted Operating Income	63.5	56.6	12%
Depreciation and amortization	12.4	12.6	2%
Operating income	\$ 51.1	\$ 44.0	16%
Adjusted Operating Margin	21.6%	21.2%	
Operating margin	17.4%	16.5%	

The following is a discussion of external MA revenue and operating expenses:

Global MA revenue increased \$27.7 million, or 11%, compared to the first quarter of 2015 reflecting growth in RD&A as well as ERS, which included revenue from the acquisition of GGY. Excluding unfavorable changes in FX translation rates, MA revenue grew 13% compared to the prior year. Recurring revenue comprised 76% and 77% of total MA revenue in the first quarter of 2016 and 2015, respectively.

In the U.S., revenue of \$144.0 million in the first quarter of 2016 increased \$15.7 million, and reflected growth in ERS and RD&A.

Non-U.S. revenue of \$147.0 million in the first quarter of 2016 was \$12.0 million higher than in 2015 reflecting growth in RD&A and ERS, partially offset by an approximate \$6 million unfavorable impact due to changes in FX rates.

Global RD&A revenue of \$164.9 million, which comprised 57% of total external MA revenue in both the first quarter of 2016 and 2015, increased \$15.3 million, or 10%, over the prior year period. Excluding an approximate \$4 million unfavorable impact due to changes in FX translation rates, RD&A revenue grew 13% compared to the prior year reflecting increases across all regions. The growth reflected strong sales of credit research and licensing of ratings data, record customer retention and higher revenue within SAV and ECCA. In the U.S., revenue of \$96.2 million increased 14% over the prior year. Non-U.S. revenue of \$68.7 million increased 5% and included the unfavorable impact from changes in FX translation rates.

Global ERS revenue in the first quarter of 2016 of \$89.5 million increased \$12.4 million, or 16%, over 2015. Excluding unfavorable changes in FX translation rates, ERS revenue grew 18%. Revenue growth was primarily due to increases across all product offerings with particular strength in the Assets, Liabilities & Capital, Credit Assessment and Origination and Stress Testing products as well as revenue from the acquisition of GGY in March of 2016. Revenue in ERS is subject to quarterly volatility resulting from the variable nature of project timing and the concentration of software implementation and license revenue in a relatively small number of engagements. In the U.S., revenue of \$35.2

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million increased 14% compared to the prior year. Non-U.S. revenue of \$54.3 million increased 17% and included the aforementioned unfavorable impact from changes in FX translation rates.

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Global PS revenue of \$36.6 million in the first quarter of 2016 was flat compared to 2015. Excluding unfavorable changes in FX translation rates, revenue was 2% higher than the prior year reflecting good growth in the outsourced research and analytical services business. In the U.S., revenue of \$12.6 million decreased 6%. Non-U.S. revenue of \$24.0 million decreased 3% compared to the prior year and included an approximate \$1 million unfavorable impact due to changes in FX translation rates.

Operating and SG&A expenses in the first quarter of 2016 increased \$18.6 million compared to 2015. The expense growth reflects an approximate \$16 million increase in compensation costs primarily due to higher headcount to support business growth as well as higher headcount in support areas, for which the costs are allocated based on the Company's revenue-split methodology. Also contributing to the increase in compensation costs was headcount from the acquisition of GGY, annual merit increases and higher incentive compensation reflecting greater achievement against full-year targeted results compared to the prior year. Additionally, there was an approximate \$3 million increase in non-compensation expenses primarily due to higher rent and occupancy and variable costs correlated with business growth.

Adjusted Operating Income was \$63.5 million in the first quarter of 2016 and increased \$6.9 million compared to 2015. Operating income of \$51.1 million in the first quarter of 2016 increased \$7.1 million compared to 2015. Adjusted Operating Margin for the first quarter of 2016 was 21.6% compared to 21.2% in 2015. Operating margin was 17.4% in the first quarter of 2016 compared to 16.5% in the prior year. Adjusted operating income and operating income both include intersegment revenue and expense.

Liquidity and Capital Resources***Cash Flow***

The Company is currently financing its operations, capital expenditures and share repurchases from cash flow from operating and financing activities. The following is a summary of the changes in the Company's cash flows followed by a brief discussion of these changes:

	Three Months Ended		\$ Change
	March 31,		
	2016	2015	
Net cash provided by operating activities	\$ 237.3	\$ 261.8	\$ (24.5)
Net cash used in investing activities	\$ (108.4)	\$ (49.3)	\$ (59.1)
Net cash (used in) provided by financing activities	\$ (339.2)	\$ 123.9	\$ (463.1)
Free Cash Flow*	\$ 211.0	\$ 242.8	\$ (31.8)

* Free Cash Flow is a non-GAAP financial measure. Refer to the section "Non-GAAP Financial Measures" of this MD&A for further information on this financial measure.

Net cash provided by operating activities

Net cash flows from operating activities decreased \$24.5 million compared to the prior year. The decrease was primarily due to lower net income of \$44.7 million. This was partially offset by an approximate \$29 million increase primarily relating to higher incentive compensation payouts in 2015 compared to 2016 which reflected lower achievement against full-year targeted results in 2015 compared to achievement in 2014. The remaining decrease in cash flow from operations is due to various other changes in working capital.

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Net cash used in investing activities

The \$59.1 million increase in cash used in investing activities is primarily due to:

cash paid, net of cash acquired, of \$75.9 million to acquire GGY;

\$18.5 million less cash received upon maturity of FX forward contracts designated as net investment hedges;

Partially offset by:

lower net purchases of investments of \$42.6 million.

Net cash used in financing activities

The \$463.1 million increase in cash used in financing activities was attributed to:

net proceeds of \$552.8 million in 2015 reflecting the issuance of the 2015 Senior Notes;

Partially offset by:

treasury shares repurchased of \$262.1 million in the first three months of 2016 compared to \$365.8 million in the first three months of 2015;

Cash and short-term investments held in non-U.S. jurisdictions

The Company's aggregate cash and cash equivalents and short-term investments of \$2.1 billion at March 31, 2016 consisted of approximately \$1.5 billion located outside of the U.S. Approximately 32% of the Company's aggregate cash and cash equivalents and short-term investments is denominated in euros and British pounds. Approximately 95% of the cash and cash equivalents and short-term investments in the Company's non-U.S. operations are held by entities whose undistributed earnings are indefinitely reinvested in the Company's foreign operations. Accordingly, the Company has not provided deferred income taxes on these indefinitely reinvested earnings. A future distribution or change in assertion regarding reinvestment by the foreign subsidiaries relating to these earnings could result in additional tax liability to the Company. It is not practicable to determine the amount of the potential additional tax liability due to complexities in the tax laws and in the hypothetical calculations that would have to be made. The Company manages both its U.S. and international cash flow to maintain sufficient liquidity in all regions to effectively meet its operating needs.

Indebtedness

At March 31, 2016, Moody's had \$3.4 billion of outstanding debt and \$1.0 billion of additional capacity available under the 2015 Facility. At March 31, 2016, the Company was in compliance with all covenants contained within all of the debt agreements. The 2015 Facility, the 2007 Agreement, the 2010 Indenture, the 2012 Indenture, the 2013 Indenture, the 2014 Indenture and the 2015 Indenture contain cross default provisions. These provisions state that default under one of the aforementioned debt instruments could in turn permit lenders under other debt instruments to declare borrowings outstanding under those instruments to be immediately due and payable. As of March 31, 2016, there were no such cross defaults.

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The repayment schedule for the Company's borrowings is as follows:

Year Ended December 31,	Series 2007-1 Notes	2010 Senior Notes	2012 Senior Notes	2013 Senior Notes	2014 Senior Notes (5-Year)	2014 Senior Notes (30-Year)	2015 Senior Notes ⁽¹⁾	Total
2016 (after March 31,)	\$	\$	\$	\$	\$	\$	\$	\$
2017	300.0							300.0
2018								
2019					450.0			450.0
2020		500.0						500.0
Thereafter			500.0	500.0		600.0	569.8	2,169.8
Total	\$ 300.0	\$ 500.0	\$ 500.0	\$ 500.0	\$ 450.0	\$ 600.0	\$ 569.8	\$ 3,419.8

⁽¹⁾ Based on end of quarter FX rates

Management may consider pursuing additional long-term financing when it is appropriate in light of cash requirements for operations, share repurchases and other strategic opportunities, which would result in higher financing costs.

Other Material Future Cash Requirements

The Company believes that it has the financial resources needed to meet its cash requirements and expects to have positive operating cash flow for the next twelve months. Cash requirements for periods beyond the next twelve months will depend, among other things, on the Company's profitability and its ability to manage working capital requirements. The Company may also borrow from various sources.

The Company remains committed to using its strong cash flow to create value for shareholders by investing in growing areas of the business, reinvesting in ratings quality initiatives, making selective acquisitions, repurchasing stock and paying a dividend, all in a manner consistent with maintaining sufficient liquidity after giving effect to any additional indebtedness that may be incurred. In April 2016, the Board of Directors of the Company declared a quarterly dividend of \$0.37 per share of Moody's common stock, payable on June 10, 2016 to shareholders of record at the close of business on May 20, 2016. The continued payment of dividends at this rate, or at all, is subject to the discretion of the Board. In December 2014, the Board authorized \$1.0 billion of share repurchase authority that has a remaining repurchase authority of approximately \$204 million at March 31, 2016. In December 2015, the Board authorized an additional \$1.0 billion of share repurchase authority which will be utilized following the completion of the program authorized in December 2014. Full-year 2016 total share repurchases are expected to be approximately \$1 billion, subject to available cash, market conditions and other ongoing capital allocation decisions.

On February 6, 2008, the Company entered into an operating lease agreement to occupy six floors of an office tower located in the Canary Wharf district of London, England. The Canary Wharf Lease has an initial term of 17.5-years with a total of 15 years of renewal options. The total base rent of the Canary Wharf Lease over its initial 17.5-year term is approximately £134 million, and the Company began making base rent payments in 2011. In addition to the base rent payments, the Company will be obligated to pay certain customary amounts for its share of operating expenses and tax obligations. The total remaining lease payments as of March 31, 2016 are approximately £92 million, of which approximately £9 million will be paid in the next twelve months. Payments under this lease agreement are included in the contractual obligations table below.

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On October 20, 2006, the Company entered into an operating lease agreement with 7 World Trade Center, LLC for 589,945 square-feet of an office building located at 7WTC at 250 Greenwich Street, New York, New York, which is serving as Moody's headquarters. The 7WTC Lease has an initial term of 21 years with a total of 20 years of renewal options. The total base rent of 7WTC Lease over its initial 21-year term is approximately \$536 million including rent credits from the World Trade Center Rent Reduction Program promulgated by the Empire State Development Corporation. On March 28, 2007, the 7WTC lease agreement was amended for the Company to lease an additional 78,568 square-feet at 7WTC. The additional base rent is approximately \$106 million over a 20-year term. The total remaining lease payments as of March 31, 2016, including the aforementioned rent credits, are approximately \$411 million, of which approximately \$33 million will be paid during the next twelve months. Payments under this lease agreement are included in the contractual obligations table below.

The Company anticipates making an approximate \$22 million contribution to its U.S. defined benefit funded pension plan during the remainder of 2016.

Off-Balance Sheet Arrangements

At March 31, 2016, Moody's did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as special purpose or variable interest entities where Moody's is the primary beneficiary, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, Moody's is not exposed to any financing, liquidity market or credit risk that could arise if it had engaged in such relationships.

Contractual Obligations

The following table presents payments due under the Company's contractual obligations as of March 31, 2016:

(in millions)	Total	Payments Due by Period			
		Less Than 1 Year	1 -3 Years	3 - 5 Years	Over 5 Years
Indebtedness ⁽¹⁾	\$ 4,943.2	\$ 137.2	\$ 547.0	\$ 1,163.0	\$ 3,096.0
Operating lease obligations	811.5	95.8	173.1	141.5	401.1
Capital lease obligations	1.2	0.6	0.6		
Purchase obligations	167.6	69.1	64.0	34.5	
Pension obligations ⁽²⁾	161.7	28.9	44.5	17.3	71.0
Total ⁽³⁾	\$ 6,085.2	\$ 331.6	\$ 829.2	\$ 1,356.3	\$ 3,568.1

(1) Reflects principal payments, related interest and applicable fees due on the Series 2007-1 Notes, the 2010 Senior Notes, the 2012 Senior Notes, the 2013 Senior Notes, the 2014 Senior Notes (5-year), the 2014 Senior Notes (30-year), the 2015 Senior Notes and the 2015 Facility as described in Note 13 to the condensed consolidated financial statements.

(2) Reflects projected benefit contributions to the Company's funded U.S. DBPP and payments relating to the Company's U.S. unfunded DBPPs and Retirement and Other Plans described in Note 12 to the condensed consolidated financial statements.

(3) The table above does not include the Company's net long-term tax liabilities of \$211.6 million relating to UTP and Legacy Tax Matters, since the expected cash outflow of such amounts by period cannot be reasonably estimated.

Dividends

On April 11, 2016, the Board approved the declaration of a quarterly dividend of \$0.37 per share of Moody's common stock, payable on June 10, 2016 to shareholders of record at the close of business on May 20, 2016.

Non-GAAP Financial Measures:

In addition to its reported results, Moody's has included in this MD&A certain adjusted results that the SEC defines as non-GAAP financial measures. Management believes that such non-GAAP financial measures, when read in conjunction with the Company's reported results, can provide useful supplemental information for investors analyzing period to period comparisons of the Company's

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performance, facilitate comparisons to competitors' operating results and can provide greater transparency to investors of supplemental information used by management in its financial and operational decision-making. These non-GAAP measures, as defined by the Company, are not necessarily comparable to similarly defined measures of other companies. Furthermore, these non-GAAP measures should not be viewed in isolation or used as a substitute for other GAAP measures in assessing the operating performance or cash flows of the Company. Below are brief descriptions of the Company's non-GAAP financial measures accompanied by a reconciliation of the non-GAAP measure to its most directly comparable GAAP measure:

Constant Currency Measures:

The Company presents revenue and operating income growth on a constant currency basis because management deems this metric to be a useful measure of assessing the operations of the Company in times of foreign exchange rate volatility. Constant currency measures exclude the impact of changes in foreign exchange rates on operating results. The Company calculates the dollar impact of foreign exchange as the difference between the translation of its current period non-USD functional currency results using prior comparative period weighted average foreign exchange translation rates and current year as reported results. Growth rates on a constant currency basis are determined based on the difference between current period revenue and operating income translated using prior period comparative weighted average exchange rates and prior period as reported results divided by prior as reported results. Below is a reconciliation of the Company's as reported revenue and operating income changes to the changes on a constant currency basis:

	Three Months Ended March 31, 2016							
	RD&A Revenue		ERS Revenue		PS Revenue		Total MA Revenue	
	\$	%	\$	%	\$	%	\$	%
Reported change	\$ 15.3	10%	\$ 12.4	16%	\$		\$ 27.7	11%
FX impact	3.7	3%	1.4	2%	0.9	2%	6.0	2%
Constant currency change	\$ 19.0	13%	\$ 13.8	18%	\$ 0.9	2%	\$ 33.7	13%

	FIG Revenue	
	\$	%
Reported change	\$ 1.1	1%
FX impact	2.3	3%
Constant currency change	\$ 3.4	4%

	MCO Revenue		MCO Expense	
	\$	%	\$	%
Reported change	\$ (49.5)	(6%)	\$ 17.7	4%
FX impact	12.6	2%	11.5	2%
Constant currency change	\$ (36.9)	(4%)	\$ 29.2	6%

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The Company presents adjusted operating income because management deems this metric to be a useful measure of assessing the operating performance of Moody's, measuring the Company's ability to service debt, fund capital expenditures, and expand its business. Adjusted operating income excludes depreciation and amortization because companies utilize productive assets of different ages and use different methods of both acquiring and depreciating productive assets. Management believes that the exclusion of this item, detailed in the reconciliation below, allows for a more meaningful comparison of the Company's results from period to period and across companies. The Company defines adjusted operating margin as adjusted operating income divided by revenue:

	Three Months Ended March 31,	
	2016	2015
Operating income	\$ 304.1	\$ 371.3
Adjustments:		
Depreciation and amortization	29.9	28.6
Adjusted Operating Income	\$ 334.0	\$ 399.9
Operating Margin	37.3%	42.9%
Adjusted Operating Margin	40.9%	46.2%

Free Cash Flow:

The Company defines free cash flow as net cash provided by operating activities minus payments for capital additions. Management believes that free cash flow is a useful metric in assessing the Company's cash flows to service debt, pay dividends and to fund acquisitions and share repurchases. Management deems capital expenditures essential to the Company's product and service innovations and maintenance of Moody's operational capabilities. Accordingly, capital expenditures are deemed to be a recurring use of Moody's cash flow. Below is a reconciliation of the Company's net cash flows from operating activities to free cash flow:

	Three Months Ended March 31,	
	2016	2015
Net cash flows provided by operating activities	\$ 237.3	\$ 261.8
Capital additions	(26.3)	(19.0)
Free cash flow	\$ 211.0	\$ 242.8
Net cash used in investing activities	\$ (108.4)	\$ (49.3)
Net cash (used in) provided by financing activities	\$ (339.2)	\$ 123.9

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Recently Issued Accounting Standards

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers. This ASU outlines a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. In August 2015, the FASB issued ASU No. 2015-14

Revenue from Contracts with Customers (Topic 606), Deferral of the Effective Date which defers the effective date of the ASU for annual and interim reporting periods beginning after December 15, 2017, with early adoption permitted up to the original effective date of December 15, 2016. In addition, in March and April 2016, the FASB issued additional updates clarifying the implementation guidance for the new revenue recognition standard.

The Company is currently evaluating its adoption options with regard to the aforementioned ASUs relating to revenue recognition and the impact that adoption of these updates will have on its consolidated financial statements. Currently, the Company believes this ASU will have an impact on: i) the capitalization of certain contract implementation costs for its ERS business which will be expensed as incurred under the new standard; ii) the accounting for certain software subscription revenue in MA whereby the license rights within the arrangement would be recognized at the inception of the contract based on estimated stand-alone selling price with the remainder recognized over the subscription period; iii) the accounting for certain ERS revenue arrangements where VSOE is not available should result in the acceleration of revenue recognition and iv) the accounting for contract acquisition costs which will be expensed as incurred under the new standard.

In January 2016, the FASB issued ASU No. 2016-01 Financial Instruments Recognition and Measurement of Financial Assets and Financial Liabilities (Subtopic 825-10). The amendments in this ASU update various aspects of recognition, measurement, presentation and disclosures relating to financial instruments. This ASU is effective for fiscal years beginning after December 15, 2017. The Company is currently evaluating the impact of this ASU on the Company's financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) requiring lessees to recognize a right-of-use asset and lease liability for all leases with terms of more than 12 months. Recognition, measurement and presentation of expenses and cash flows will depend on classification as either a finance or operating lease. This ASU is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. This standard must be adopted using a modified retrospective approach whereby leases will be presented in accordance with the new standard as of the earliest period presented. The Company is currently evaluating the impact of this ASU on the Company's financial statements.

In March 2016, the FASB issued ASU No. 2016-07, Investments Equity Method and Joint Ventures (Topic 323), Simplifying the Transition to the Equity Method of Accounting. This ASU amends the accounting for an investment not previously accounted for under the equity method that subsequently qualifies for the equity method of accounting. It requires a company to add the cost of the additional interest acquired to its current basis and the commencement of the equity method of accounting when the criteria are met. In addition, the unrealized gains or losses in accumulated other comprehensive related to an available for sale equity security should be recognized through earnings if the investment subsequently qualifies for the equity method of accounting. The amendments of this ASU are effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The adoption of this ASU will only impact the Company if an investment not previously accounted for under the equity method qualifies for accounting under the equity method.

In March 2016, the FASB issued ASU No. 2016-09, Improvements to Employee Share-Based Payment Accounting. This ASU changes various aspects related to the accounting for share-based payments including: i) accounting for Excess Tax Benefits and shortfalls; ii) the accounting for forfeitures; iii) restrictions on the value of shares retained by an entity to fund the employee's portion of payroll taxes; and iv) classification of Excess Tax Benefits in the statement of cash flows. This ASU is effective for fiscal years beginning after December 15, 2016 and early adoption is permitted if all amendments are adopted in the same period. The Company is evaluating the impact of this ASU on its financial statements but currently expects that the most significant effect of this ASU will be the impact on its reported Net Income and Diluted EPS as Excess Tax Benefits and shortfalls will be recorded to the provision for income taxes under this ASU as compared to a charge to capital surplus under current GAAP.

Contingencies

Legal proceedings in which the company is involved also may impact Moody's liquidity or operating results. No assurance can be provided as to the outcome of such proceedings. In addition, litigation inherently involves significant costs. For information regarding legal proceedings, see Item 1 Financial Statements, Note 14 Contingencies.

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Regulation

MIS and many of the securities that it rates are subject to extensive regulation in both the U.S. and in other countries (including by state and local authorities). Thus, existing and proposed laws and regulations can impact the Company's operations and the markets for securities that it rates. Additional laws and regulations have been adopted but not yet implemented or have been proposed or are being considered. Each of the existing, adopted, proposed and potential laws and regulations can increase the costs and legal risk associated with the issuance of credit ratings and may negatively impact Moody's operations or profitability, the Company's ability to compete, or result in changes in the demand for credit ratings, in the manner in which ratings are utilized and in the manner in which Moody's operates.

The regulatory landscape has changed rapidly in recent years, and continues to evolve. In the EU, the CRA industry is registered and supervised through a pan-European regulatory framework. The European Securities and Markets Authority has direct supervisory responsibility for the registered CRA industry throughout the EU. MIS is a registered entity and is therefore subject to formal regulation and periodic inspection. Applicable rules include procedural requirements with respect to ratings of sovereign issuers, liability for intentional or grossly negligent failure to abide by applicable regulations, mandatory rotation requirements of CRAs hired by issuers of securities for ratings of resecuritizations, restrictions on CRAs or their shareholders if certain ownership thresholds are crossed, reporting requirements to ESMA regarding fees, and additional procedural and substantive requirements on the pricing of services.

Separately, CRA3 also requires that ESMA and / or the European Commission produce several reports on the industry's structure and the use of ratings. In October 2015, ESMA published its reports, wherein it acknowledged the impact of regulation on the industry, and stated that it will continue to monitor the industry structure over the next three to five years. The European Commission is expected to publish its reports during the first half of 2016.

In the U.S., CRAs are subject to extensive regulation primarily pursuant to the Reform Act and the Financial Reform Act. The SEC is required by these legislative acts to publish two annual reports to Congress on NRSROs. The Financial Reform Act requires the SEC to examine each NRSRO once a year and issue an annual report summarizing the examination findings, among other requirements. The annual report required by the Reform Act details the SEC's views on the state of competition, transparency and conflicts of interests among NRSROs, among other requirements. The SEC voted in August 2014 to adopt its final rules for NRSROs as required by the Financial Reform Act. The Company has made and continues to make substantial IT and other investments, and has implemented the relevant compliance obligations.

In light of the regulations that have gone into effect in both the EU and the U.S. (as well as many other countries), from time to time and as a matter of course pursuant to their enabling legislation these regulatory authorities have and will continue to publish reports that describe their oversight activities over the industry. In addition, other legislation and/or interpretation of existing regulation relating to credit rating and research services is being considered by local, national and multinational bodies and this type of activity is likely to continue in the future. Finally, in certain countries, governments may provide financial or other support to locally-based rating agencies. For example, governments may from time to time establish official rating agencies or credit ratings criteria or procedures for evaluating local issuers. If enacted, any such legislation and regulation could change the competitive landscape in which MIS operates. The legal status of rating agencies has been addressed by courts in various decisions and is likely to be considered and addressed in legal proceedings from time to time in the future. Management of the Company cannot predict whether these or any other proposals will be enacted, the outcome of any pending or possible future legal proceedings, or regulatory or legislative actions, or the ultimate impact of any such matters on the competitive position, financial position or results of operations of Moody's.

Forward-Looking Statements

Certain statements contained in this quarterly report on Form 10-Q are forward-looking statements and are based on future expectations, plans and prospects for the Company's business and operations that involve a number of risks and uncertainties. Such statements involve estimates, projections, goals, forecasts, assumptions and uncertainties that could cause actual results or outcomes to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements. Those statements appear at various places throughout this quarterly report on Form 10-Q, including in the section entitled "Contingencies" under Item 2. MD&A, commencing on page 32 of this quarterly report on Form 10-Q, under "Legal Proceedings" in Part II, Item 1, of this Form 10-Q, and elsewhere in the context of statements containing the words "believe", "expect",

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anticipate, intend, plan, will, predict, potential, continue, strategy, aspire, target, forecast, project, estimate, should expressions or words and variations thereof relating to the Company's views on future events, trends and contingencies. Stockholders and investors are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements and other information are made as of the date of this quarterly report on Form 10-Q, and the Company undertakes no obligation (nor does it intend) to publicly supplement, update or revise such statements on a going-forward basis, whether as a result of subsequent developments, changed expectations or otherwise. In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, the Company is identifying examples of factors, risks and uncertainties that could cause actual results to differ, perhaps materially, from those indicated by these forward-looking statements.

Those factors, risks and uncertainties include, but are not limited to, the current world-wide credit market disruptions and economic slowdown, which is affecting and could continue to affect the volume of debt and other securities issued in domestic and/or global capital markets; other matters that could affect the volume of debt and other securities issued in domestic and/or global capital markets, including credit quality concerns, changes in interest rates and other volatility in the financial markets; the level of merger and acquisition activity in the U.S. and abroad; the uncertain effectiveness and possible collateral consequences of U.S. and foreign government initiatives to respond to the current world-wide credit market disruptions and economic slowdown; concerns in the marketplace affecting our credibility or otherwise affecting market perceptions of the integrity or utility of independent credit agency ratings; the introduction of competing products or technologies by other companies; pricing pressure from competitors and/or customers; the level of success of new product development and global expansion; the impact of regulation as an NRSRO, the potential for new U.S., state and local legislation and regulations, including provisions in the Financial Reform Act and regulations resulting from that Act; the potential for increased competition and regulation in the EU and other foreign jurisdictions; exposure to litigation related to our rating opinions, as well as any other litigation, government and regulatory proceedings, investigations and inquiries to which the Company may be subject from time to time; provisions in the Financial Reform Act legislation modifying the pleading standards, and EU regulations modifying the liability standards, applicable to credit rating agencies in a manner adverse to credit rating agencies; provisions of EU regulations imposing additional procedural and substantive requirements on the pricing of services; the possible loss of key employees; failures or malfunctions of our operations and infrastructure; any vulnerabilities to cyber threats or other cybersecurity concerns; the outcome of any review by controlling tax authorities of the Company's global tax planning initiatives; the outcome of those Legacy Tax Matters and legal contingencies that relate to the Company, its predecessors and their affiliated companies for which Moody's has assumed portions of the financial responsibility; exposure to potential criminal sanctions or civil remedies if the Company fails to comply with foreign and U.S. laws and regulations that are applicable in the jurisdictions in which the Company operates, including sanctions laws, anti-corruption laws, and local laws prohibiting corrupt payments to government officials; the impact of mergers, acquisitions or other business combinations and the ability of the Company to successfully integrate acquired businesses; currency and foreign exchange volatility; the level of future cash flows; the levels of capital investments; and a decline in the demand for credit risk management tools by financial institutions. These factors, risks and uncertainties as well as other risks and uncertainties that could cause Moody's actual results to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements are described in greater detail under **Risk Factors** in Part I, Item 1A of the Company's annual report on Form 10-K for the year ended December 31, 2015, and in other filings made by the Company from time to time with the SEC or in materials incorporated herein or therein. Stockholders and investors are cautioned that the occurrence of any of these factors, risks and uncertainties may cause the Company's actual results to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements, which could have a material and adverse effect on the Company's business, results of operations and financial condition. New factors may emerge from time to time, and it is not possible for the Company to predict new factors, nor can the Company assess the potential effect of any new factors on it.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures: The Company carried out an evaluation, as required by Rule 13a-15(b) under the Exchange Act, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) of the Exchange Act, as of the end of the period covered by this report (the **Evaluation Date**). Based on such evaluation, such officers have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the communication to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

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In addition, the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, has determined that there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, these internal controls over financial reporting during the period covered by the report.

Table of Contents**PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

For information regarding legal proceedings, see Item 1 Financial Statements Notes to Condensed Consolidated Financial Statements (Unaudited), Note 14 Contingencies in this Form 10-Q.

Item 1A. Risk Factors

There have been no material changes since December 31, 2015 to the significant risk factors and uncertainties known to the Company that, if they were to occur, could materially adversely affect the Company's business, financial condition, operating results and/or cash flow. For a discussion of the Company's risk factors, refer to Item 1A. Risk Factors, contained in the Company's annual report on Form 10-K for the year ended December 31, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**MOODY'S PURCHASES OF EQUITY SECURITIES**

For the Three Months Ended March 31, 2016

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares That May Yet be Purchased Under the Program (2)
January 1 - 31	1,276,678	\$ 90.50	1,276,375	\$ 1,350.1 million
February 1 - 29	767,617	\$ 85.06	765,585	\$ 1,285.0 million
March 1 - 31	1,340,181	\$ 93.02	875,499	\$ 1,203.5 million
Total	3,384,476	\$ 89.83	2,917,459	

(1) Includes surrender to the Company of 303, 2,032 and 464,682 shares of common stock in January, February and March, respectively, to satisfy tax withholding obligations in connection with the vesting of restricted stock issued to employees

(2) As of the last day of each of the months. In December 2015, the Board authorized a \$1 billion share repurchase program which will commence following the completion of the existing program. There is no established expiration date for the remaining authorization. During the first quarter of 2016, Moody's issued 1.6 million shares under employee stock-based compensation plans.

Item 5. Other Information

Not applicable

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Item 6. Exhibits

Exhibit	
No.	Description
3	ARTICLES OF INCORPORATION AND BY-LAWS
.1	Amended and Restated By-laws of Moody's Corporation, effective April 17, 2013 (incorporated by reference to Exhibit 3.2 to the Report on Form 8-K of the Registrant, file number 1-14037, filed April 22, 2013).
.2	Restated Certificate of Incorporation of Moody's Corporation, dated April 17, 2013 (incorporated by reference to Exhibit 3.4 to the Report on Form 8-K of the Registrant, file number 1-14037, filed April 22, 2013).
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.1*	Second Amendment to the Profit Participation Plan of Moody's Corporation.
31	CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
.1*	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
.2*	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	CERTIFICATIONS PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
.1*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. The Company has furnished this certification and does not intend for it to be considered filed under the Securities Exchange Act of 1934 or incorporated by reference into future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934.
.2*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. The Company has furnished this certification and does not intend for it to be considered filed under the Securities Exchange Act of 1934 or incorporated by reference into future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934.
101.DEF*	XBRL Definitions Linkbase Document
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith

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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, thereunto duly authorized.

MOODY S CORPORATION

By: */s/ LINDA S. HUBER*
Linda S. Huber
Executive Vice President and Chief Financial Officer
(principal financial officer)

Date: May 3, 2016

By: */s/ JOSEPH McCABE*
Joseph McCabe
Senior Vice President and Corporate Controller
(principal accounting officer)