

MARSH & MCLENNAN COMPANIES, INC.
Form 8-K
August 28, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported) August 24, 2007

Marsh & McLennan Companies, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware

1-5998
(Commission File Number)

36-2668272

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(State or Other Jurisdiction of
Incorporation)

(IRS Employer
Identification No.)

1166 Avenue of the Americas, New York, NY
(Address of Principal Executive Offices)

10036
(Zip Code)

Registrant's telephone number, including area code (212) 345-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On August 24, 2007, Marsh & McLennan Companies, Inc. (MMC) issued a press release announcing that it had entered into an agreement (the ASR Agreement) with a financial institution counterparty (Seller) to repurchase \$800 million worth of outstanding MMC common stock in an accelerated share repurchase transaction. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

MMC has paid Seller the full purchase price of \$800 million under the ASR Agreement, in exchange for which Seller has delivered to MMC 21,320,530 shares of MMC common stock. Pursuant to a contractually specified price cap provision, that is the minimum number of shares deliverable to MMC under the ASR Agreement. If the average price per share of MMC s common stock during an agreed calculation period is less than the specified cap price, Seller will be obligated to deliver additional shares to MMC based on a contractual formula (subject to adjustment under certain circumstances). MMC expects that Seller will deliver any required additional shares by the first quarter of 2008.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1 Press release issued by Marsh & McLennan Companies, Inc. on August 24, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARSH & McLENNAN COMPANIES, INC.

By: /s/ Luciana Fato

Name: Luciana Fato
Title: Deputy General Counsel-Corporate &

Corporate Secretary

Date: August 28, 2007

EXHIBIT INDEX

Exhibit No. Exhibit

99.1 Press release issued by Marsh & McLennan Companies, Inc. on August 24, 2007.