UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(MARK ONE)

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
FOR THE TRANSITION PERIOD FROM TO .

COMMISSION FILE NUMBER 1-14037

MOODY’S CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OF INCORPORATION)	**13-3998945** (I.R.S. EMPLOYER IDENTIFICATION NO.)

7 World Trade Center at 250 Greenwich Street, NEW YORK, NEW YORK 10007
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)
(ZIP CODE)

REGISTRANT’S TELEPHONE NUMBER, INCLUDING AREA CODE: (212) 553-0300.

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
COMMON STOCK, PAR VALUE $.01 PER SHARE	NEW YORK STOCK EXCHANGE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

Indicate by check mark whether the Registrant: (1) has filed all reports required by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer (see definition of “accelerated filer and large accelerated filer” in Exchange Act Rule 12b-2).

Large Accelerated Filer ☑ Accelerated Filer ☐ Non-accelerated Filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

The aggregate market value of Moody’s Corporation Common Stock held by nonaffiliates* on June 30, 2015 (based upon its closing transaction price on the Composite Tape on such date) was approximately $21.3 billion.

As of January 31, 2016, 194.9 million shares of Common Stock of Moody’s Corporation were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant’s definitive proxy statement for use in connection with its annual meeting of stockholders scheduled to be held on April 12, 2016, are incorporated by reference into Part III of this Form 10-K.

The Index to Exhibits is included as Part IV, Item 15(3) of this Form 10-K.

* Calculated by excluding all shares held by executive officers and directors of the Registrant without conceding that all such persons are “affiliates” of the Registrant for purposes of federal securities laws.

MOODY'S CORPORATION

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10.3	The Moody's Corporation Nonfunded Deferred Compensation Plan for Non-Employee Directors (as amended and restated December 16, 2008 and October 20, 2015)
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32.1	Chief Executive Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Chief Financial Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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

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The following terms, abbreviations and acronyms are used to identify frequently used terms in this report:

TERM	DEFINITION
Adjusted Operating Income	Operating income excluding restructuring, depreciation and amortization and a goodwill impairment charge
Adjusted Operating Margin	Adjusted Operating Income divided by revenue
Amba	Amba Investment Services; a provider of investment research and quantitative analytics for global financial institutions; a subsidiary of the Company acquired 100% of Amba in December 2013.
Americas	Represents countries within North and South America, excluding the U.S.
AOCI	Accumulated other comprehensive income (loss); a separate component of shareholders' equity (deficit); includes accumulated gains & losses on cash flow and net investment hedges, certain gains and losses relating to pension and other retirement benefits obligations and foreign currency translation adjustments.
ASC	The FASB Accounting Standards Codification; the sole source of authoritative GAAP as of July 1, 2009 except for rules and interpretive releases of the SEC, which are also sources of authoritative GAAP for SEC registrants
Asia-Pacific	Represents countries in Asia also including but not limited to: Australia and its proximate islands, China, India, Indonesia, Japan, Korea, Malaysia, Taiwan, Philippines, Singapore and Thailand
ASU	The FASB Accounting Standards Updates to the ASC. It also provides background information for accounting guidance and the bases for conclusions on the changes in the ASC. ASUs are not considered authoritative until codified into the ASC
Basel II	Capital adequacy framework published in June 2004 by the Basel Committee on Banking Supervision
Basel III	A global regulatory standard on bank capital adequacy and liquidity agreed by the members of the Basel Committee on Banking Supervision. Basel III was developed in a response to the deficiencies in financial regulation revealed by the global financial crisis. Basel III strengthens bank capital requirements and introduces new regulatory requirements on bank liquidity and bank leverage.
BlackBox	BlackBox Logic; a leading provider of Residential Mortgage-Backed Securities loan level data. The Company acquired the customer base and products of BlackBox in December 2015.
Board	The board of directors of the Company
BPS	Basis points
Canary Wharf Lease	Operating lease agreement entered into on February 6, 2008 for office space in London, England, occupied by the Company in the second half of 2009
CFG	Corporate finance group; an LOB of MIS
CLO	Collateralized loan obligation
CMBS	Commercial mortgage-backed securities; part of CREF
Commission	European Commission
Common Stock	The Company's common stock
Company	Moody's Corporation and its subsidiaries; MCO; Moody's
Copal	Copal Partners; an acquisition completed in November 2011; part of the MA segment; leading provider of outsourced research and analytical services to institutional investors
Copal Amba	Operating segment and reporting unit created in January 2014 that consists of all operations from Copal as well as the operations of Amba. The Copal Amba operating segment provides outsourced research and analytical services to the global financial and corporate sectors and is part of MA's PS LOB.
Council	Council of the European Union
COSO	Committee of Sponsoring Organizations of the Treadway Commission
CP	Commercial paper

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TERM	DEFINITION
CRAs	Credit rating agencies
CRA3	Regulation (EC) No 462/2013 of the European Parliament and of the Council, which updated the regulatory regimes imposing additional procedural requirements on CRAs
CREF	Commercial real estate finance which includes REITs, commercial real estate collateralized debt obligations and CMBS; part of SFG
CSI	CSI Global Education, Inc.; an acquisition completed in November 2010; part of the MA segment and the PS LOB; a provider of financial learning, credentials, and certification in Canada
D&A	Depreciation & amortization
D&B Business	Old D&B's Dun & Bradstreet operating company
DBPPs	Defined benefit pension plans
DBRS	Dominion Bond Rating Service
DCF	Discounted cash flow; a fair value calculation methodology whereby future projected cash flows are discounted back to their present value
Debt/EBITDA	Ratio of Total Debt to EBITDA
Directors' Plan	The 1998 Moody's Corporation Non-Employee Directors' Stock Incentive Plan
Distribution Date	September 30, 2000; the date which Old D&B separated into two publicly traded companies – Moody's Corporation and New D&B
EBITDA	Earnings before interest, taxes, depreciation and amortization
EMEA	Represents countries within Europe, the Middle East and Africa
EPS	Earnings per share
ERS	The enterprise risk solutions LOB within MA; offers risk management software products as well as software implementation services and related risk management advisory engagements
ESMA	European Securities and Market Authority
ESP	Estimated Selling Price; estimate of selling price, as defined in the ASC, at which the vendor would transact if the deliverable were sold by the vendor regularly on a stand-alone basis
ESPP	The 1999 Moody's Corporation Employee Stock Purchase Plan
ETR	Effective tax rate
Equilibrium	A leading provider of credit rating and research services in Peru and Panama; acquired by Moody's in May 2015
EU	European Union
EUR	Euros
European Ratings Platform	Central credit ratings website administered by ESMA
Excess Tax Benefit	The difference between the tax benefit realized at exercise of an option or delivery of a restricted share and the tax benefit recorded at the time that the option or restricted share is expensed under GAAP
Exchange Act	The Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board

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TERM	DEFINITION
FIG	Financial institutions group; an LOB of MIS
Fitch	Fitch Ratings, a part of the Fitch Group
Financial Reform Act	Dodd-Frank Wall Street Reform and Consumer Protection Act
Free Cash Flow	Net cash provided by operating activities less cash paid for capital additions
FSTC	Financial Services Training and Certifications; a reporting unit within the MA segment that includes on-line and classroom-based training services and CSI
FX	Foreign exchange
GAAP	U.S. Generally Accepted Accounting Principles
GBP	British pounds
GDP	Gross domestic product
ICRA	ICRA Limited; a leading provider of credit ratings and research in India. The Company previously held 28.5% equity ownership and in June 2014, increased that ownership stake to just over 50% through the acquisition of additional shares
ICRA Acquisition	The June 2014 purchase of an additional interest in ICRA resulting in a majority ownership of ICRA; ICRAs results are consolidated into Moody's financial statements on a three-month lag and accordingly the Company began including the results of operations for ICRA in its consolidated financial statements beginning in the fourth quarter of 2014
ICRA Gain	Gain relating to the ICRA Acquisition; U.S. GAAP requires the remeasurement to fair value of the previously held non-controlling shares upon obtaining a controlling interest in a step-acquisition. This remeasurement of the Company's equity investment in ICRA to fair value resulted in a pre-tax gain of $102.8 million ($78.5 million after tax) in the second quarter of 2014
Intellectual Property	The Company's intellectual property, including but not limited to proprietary information, trademarks, research, software tools and applications, models and methodologies, databases, domain names, and other proprietary materials
IRS	Internal Revenue Service
IT	Information technology
KIS	Korea Investors Service, Inc.; a leading provider of credit ratings and research services in Korea; a majority owned consolidated subsidiary of the Company
KIS Pricing	Korea Investors Service Pricing, Inc.; a Korean provider of financial instruments pricing and consolidated subsidiary of the Company
KIS Research	Korea Investors Service Research; part of KIS and a provider of financial research
Korea	Republic of South Korea
Legacy Tax Matter(s)	Exposures to certain potential tax liabilities assumed in connection with the 2000 Distribution
Lewtan	Lewtan Technologies; a leading provider of analytical tools and data for the global structured finance market; part of the RD&A LOB within MA; an acquisition completed in October 2014
LIBOR	London Interbank Offered Rate
LOB	Line of Business

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TERM	DEFINITION
MA	Moody's Analytics – a reportable segment of MCO formed in January 2008 which provides a wide range of products and services that support financial analysis and risk management activities of institutional participants in global financial markets.
M&A	Mergers and acquisitions
Make Whole Amount	The prepayment penalty relating to the Series 2007-1 Notes, 2010 Senior Notes, 2012 Senior Notes, 2013 Senior Notes, 2014 Senior Notes (5-year), 2014 Senior Notes (30-year) and the 2015 Senior Notes; a premium based on the excess, if any, of the discounted value of the remaining scheduled payments over the prepaid principal
MCO	Moody's Corporation and its subsidiaries; the Company; Moody's
MD&A	Management's Discussion and Analysis of Financial Condition and Results of Operations
MIS	Moody's Investors Service – a reportable segment of MCO; consists of five LOBs – SFG, CFG, FIG, PPIF and MIS Other
MIS Other	Consists of non-ratings revenue from ICRA, KIS Pricing and KIS Research; an LOB of MIS
Moody's	Moody's Corporation and its subsidiaries; MCO; the Company
Net Income	Net income attributable to Moody's Corporation, which excludes net income from consolidated entities belonging to the minority interest holder
New D&B	The New D&B Corporation – which comprises the D&B business after September 30, 2000
Non-GAAP	A financial measure not in accordance with GAAP; these 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 performance, facilitate comparisons to competitors' operating results and to provide greater transparency to investors of supplemental information used by management in its financial and operational decision making.
NM	Percentage change not meaningful
NRSRO	Nationally Recognized Statistical Rating Organization
OCI	Other comprehensive income (loss); includes gains and losses on cash flow and net investment hedges, certain gains and losses relating to pension and other retirement benefit obligations and foreign currency translation adjustments
Old D&B	The former Dun and Bradstreet Company which distributed New D&B shares on September 30, 2000, and was renamed Moody's Corporation
Other Retirement Plans	The U.S. retirement healthcare and U.S. retirement life insurance plans
PPIF	Public, project and infrastructure finance; an LOB of MIS
Profit Participation Plan	Defined contribution profit participation plan that covers substantially all U.S. employees of the Company
PPP	Profit Participation Plan
PS	Professional Services; an LOB within MA that provides outsourced research and analytical services as well as financial training and certification programs
RD&A	Research, Data and Analytics; an LOB within MA that produces, sells and distributes research, data and related content. Includes products generated by MIS, such as analyses on major debt issuers, industry studies, and commentary on topical credit events, as well as economic research, data, quantitative risk scores, and other analytical tools that are produced within MA. Also includes MA's Structured Analytics and Valuation Solutions business.
Redeemable Noncontrolling Interest	Represents minority shareholders' interest in entities which are controlled but not wholly-owned by Moody's and for which Moody's obligation to redeem the minority shareholders' interest is represented by a put/call relationship

TERM	DEFINITION
Reform Act	Credit Rating Agency Reform Act of 2006
REITs	Real estate investment trusts
Relationship Revenue	Represents MIS recurring monitoring of a rated debt obligation and/or entities that issue such obligations, as well as revenue from programs such as commercial paper, medium-term notes and shelf registrations. For MIS Other represents subscription-based revenue. For MA, represents subscription-based revenue and software maintenance revenue.
Retirement Plans	Moody’s funded and unfunded pension plans, the healthcare plans and life insurance plans
RMBS	Residential mortgage-backed securities; part of SFG
S&P	Standard & Poor’s, a division of McGraw-Hill Financial, Inc.
SEC	Securities and Exchange Commission
Securities Act	Securities Act of 1933
Series 2005-1 Notes	Principal amount of $300 million, 4.98% senior unsecured notes; were repaid in 2014 in advance of their contractual maturity date
Series 2007-1 Notes	Principal amount of $300 million, 6.06% senior unsecured notes due in September 2017 pursuant to the 2007 Agreement
SFG	Structured finance group; an LOB of MIS
SG&A	Selling, general and administrative expenses
SIV	Structured Investment Vehicle
Solvency II	EU directive 2009/138/EC that codifies the amount of capital that EU insurance companies must hold to reduce insolvency
Stock Plans	The Old D&B’s 1998 Key Employees’ Stock Incentive Plan and the Restated 2001 Moody’s Corporation Key Employees’ Stock Incentive Plan
Total Debt	All indebtedness of the Company as reflected on the consolidated balance sheets
TPE	Third party evidence, as defined in the ASC, used to determine selling price based on a vendor’s or any competitor’s largely interchangeable products or services in standalone sales transactions to similarly situated customers
Transaction Revenue	For MIS, represents the initial rating of a new debt issuance as well as other one-time fees. For MIS Other, represents revenue from professional services and outsourcing engagements. For MA, represents software license fees and revenue from risk management advisory projects, training and certification services, and outsourced research and analytical engagements
U.K.	United Kingdom
U.S.	United States
U.S. Shared National Credit Program	Interagency program designed to evaluate large and complex syndicated credits. The program is administered by the three federal banking regulatory agencies which include the Federal Reserve System, Office of the Comptroller of the Currency and the Federal Deposit Insurance Corporation (FDIC).
USD	U.S. dollar
UTBs	Unrecognized tax benefits
UTPs	Uncertain tax positions
VSOE	Vendor specific objective evidence; evidence, as defined in the ASC, of selling price limited to either of the following: the price charged for a deliverable when it is sold separately, or for a deliverable not yet being sold separately, the price established by management having the relevant authority

TERM	DEFINITION
WACC	Weighted average cost of capital
WebEquity	WebEquity Solutions LLC; a leading provider of cloud-based loan origination solutions for financial institutions; part of the ERS LOB within MA; an acquisition completed in July 2014
1998 Plan	Old D&B's 1998 Key Employees' Stock Incentive Plan
2000 Distribution	The distribution by Old D&B to its shareholders of all of the outstanding shares of New D&B common stock on September 30, 2000
2000 Distribution Agreement	Agreement governing certain ongoing relationships between the Company and New D&B after the 2000 Distribution including the sharing of any liabilities for the payment of taxes, penalties and interest resulting from unfavorable IRS determinations on certain tax matters and certain other potential tax liabilities
2001 Plan	The Amended and Restated 2001 Moody's Corporation Key Employees' Stock Incentive Plan
2005 Agreement	Note purchase agreement dated September 30, 2005 relating to the Series 2005-1 Notes
2007 Agreement	Note purchase agreement dated September 7, 2007 relating to the Series 2007-1 Notes
2010 Indenture	Supplemental indenture and related agreements dated August 19, 2010, relating to the 2010 Senior Notes
2010 Senior Notes	Principal amount of $500.0 million, 5.50% senior unsecured notes due in September 2020 pursuant to the 2010 Indenture
2012 Facility	Revolving credit facility of $1 billion entered into on April 18, 2012, was replaced with the 2015 Facility
2012 Indenture	Supplemental indenture and related agreements dated August 18, 2012, relating to the 2012 Senior Notes
2012 Senior Notes	Principal amount of $500 million, 4.50% senior unsecured notes due in September 2022 pursuant to the 2012 Indenture
2013 Indenture	Supplemental indenture and related agreements dated August 12, 2013, relating to the 2013 Senior Notes
2013 Senior Notes	Principal amount of $500 million, 4.875% senior unsecured notes due in February 2024 pursuant to the 2013 Indenture
2014 Indenture	Supplemental indenture and related agreements dated July 16, 2014, relating to the 2014 Senior Notes
2014 Senior Notes (5-Year)	Principal amount of $450 million, 2.75% senior unsecured notes due in July 2019
2014 Senior Notes (30-Year)	Principal amount of $600 million, 5.25% senior unsecured notes due in July 2044
2015 Facility	Five-year unsecured revolving credit facility, with capacity to borrow up to $1 billion; replaces the 2012 Facility
2015 Indenture	Supplemental indenture and related agreements dated March 9, 2015, relating to the 2015 Senior Notes
2015 Senior Notes	Principal amount € 500 million, 1.75% senior unsecured notes issued March 9, 2015 and due in March 2027
7WTC	The Company's corporate headquarters located at 7 World Trade Center
7WTC Lease	Operating lease agreement entered into on October 20, 2006

PART I

ITEM 1. BUSINESS

BACKGROUND

As used in this report, except where the context indicates otherwise, the terms “Moody’s” or the “Company” refer to Moody’s Corporation, a Delaware corporation, and its subsidiaries. The Company’s executive offices are located at 7 World Trade Center at 250 Greenwich Street, New York, NY 10007 and its telephone number is (212) 553-0300.

THE COMPANY

Moody’s is a provider of (i) credit ratings, (ii) credit, capital markets 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 to financial institution customers. Moody’s reports in two reportable segments: MIS and MA. Financial information and operating results of these segments, including revenue, expenses and operating income, are included in Part II, Item 8. Financial Statements of this annual report, and are herein incorporated by reference.

MIS publishes credit ratings on a wide range of debt obligations and the entities that issue such obligations in markets worldwide, including various corporate and governmental obligations, structured finance securities and commercial paper programs. Ratings revenue is derived from the originators and issuers of such transactions who use MIS ratings to support the distribution of their debt issues to investors. MIS provides ratings in more than 120 countries. Ratings are disseminated via press releases to the public through a variety of print and electronic media, including the Internet and real-time information systems widely used by securities traders and investors. As of December 31, 2015, MIS had ratings relationships with approximately 11,000 corporate issuers and approximately 20,000 public finance issuers. Additionally, the Company has rated and currently monitors ratings on approximately 68,000 structured finance obligations (representing approximately 12,000 transactions). The aforementioned amounts relating to the number of issuers and transactions represent issuers or transactions that had an active rating at any point during the year ended December 31, 2015. Additionally, MIS earns revenue from certain non-ratings-related operations which consist primarily of the distribution of research and financial instruments pricing services in the Asia-Pacific region as well as revenue from ICRA’s non-ratings operations. 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 support financial analysis and risk management activities of institutional participants in global financial markets. Within its Research, Data and Analytics 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, commentary on topical credit related events and also provides economic research and credit data and analytical tools such as quantitative credit risk scores. Within its Enterprise Risk Solutions business, MA provides software solutions as well as related risk management services. Within its Professional Services business it provides outsourced research and analytical services along with financial training and certification programs. MA customers represent more than 4,700 institutions worldwide operating in approximately 140 countries. During 2015 Moody’s research website was accessed by over 259,000 individuals including 34,000 client users.

PROSPECTS FOR GROWTH

Over recent decades, global fixed-income markets have grown significantly both in terms of the amount and the types of securities or other obligations outstanding. Beginning in mid-2007, there was a severe market disruption and associated financial crisis both in the developed and emerging markets resulting in a global decline in issuance activity for some significant asset classes and weak economic performance in advanced economies. Since this financial crisis, many markets and economies have recovered and Moody’s believes that the overall long-term outlook remains favorable for continued growth of the global fixed-income market and related financial information market, which includes information such as credit opinions, research, data, analytics, risk management tools and related services.

Moody's growth is influenced by a number of trends that impact financial information markets including:

» Health of the world's major economies;

» Debt capital markets activity;

» Disintermediation of credit markets;

» Fiscal and monetary policy of governments;

» Changing regulatory requirements; and

» Business investment spending, including acquisitions.

Moody's is well positioned to benefit from a continued growth in global fixed-income market activity and a more informed use of credit ratings as well as research and related analytical products in an environment with heightened attention to credit risk analysis and management. Moody's expects that these developments will support continued long-term demand for high-quality, independent credit opinions, research, data, analytics, risk management tools and related services.

Strong secular trends should continue to provide long-term growth opportunities. Moody's key growth drivers include debt market issuance driven by global GDP growth, continued disintermediation of fixed-income markets in both developed and emerging economies that drives issuance and demand for new products and services, growth in MA driven by further penetration into MA's client base and expansion of bank and insurance risk regulatory requirements, pricing opportunities aligned with value and advances in information technology.

Growth in global fixed income markets in a given year is dependent on many macroeconomic and capital market factors including interest rates, business investment spending, corporate refinancing needs, merger and acquisition activity, issuer profits, consumer borrowing levels and securitization activity. Rating fees paid by debt issuers account for most of the revenue of MIS. Therefore, a substantial portion of MIS's revenue is dependent upon the dollar-equivalent volume and number of ratable debt securities issued in the global capital markets. MIS's results can be affected by factors such as the performance and prospects for growth of the major world economies, the fiscal and monetary policies pursued by their governments and the decisions of issuers to request MIS ratings to aid investors in their investment decisions. However, annual fee arrangements with frequent debt issuers, annual debt monitoring fees and annual fees from commercial paper and medium-term note programs, bank deposit ratings, insurance company financial strength ratings, mutual fund ratings, and other areas partially mitigate MIS's dependence on the volume or number of new debt securities issued in the global fixed-income markets. Furthermore, the strong growth seen in the issuance of structured finance securities from the mid-1990's reversed dramatically in 2008 due to market turmoil, with continued declines seen in 2009 and 2010, before stabilizing in 2011 with Moody's experiencing revenue growth in this market beginning in 2012. Despite significant declines from peak market issuance levels, Moody's believes that structured finance securities will continue to play a role in global fixed-income markets and provide opportunities for longer term revenue growth.

The pace of change in technology and communication over the past two decades makes information about investment alternatives widely available throughout the world and facilitates issuers' ability to place securities outside their national markets and investors' capacity to obtain information about securities issued outside their national markets. Technology also allows issuers and investors the ability to more readily obtain information about new financing techniques and new types of securities that they may wish to purchase or sell, which in the absence of the appropriate technology may not be readily or easily obtainable. This availability of information promotes the ongoing integration and expansion of financial markets worldwide giving issuers and investors access to a wider range of established and newer capital markets. As technology provides broader access to worldwide markets, it also results in a greater need for credible, globally comparable opinions about credit risk, data, analytics and related services. Additionally, information technology also provides opportunities to further build a global platform to support Moody's continued expansion in developing markets.

An ongoing trend in the world's capital markets is the disintermediation of financial systems. Issuers increasingly raise capital in the global public capital markets, in addition to, or in substitution for, traditional financial intermediaries. Moreover, financial intermediaries have sold assets in the global public capital markets, in addition to, or instead of, retaining those assets. Moody's believes that debt capital markets offer advantages in capacity and efficiency compared to the traditional banking systems and that the trend of increased disintermediation will continue. Further, disintermediation has continued because of the ongoing low interest rate environment and bank deleveraging, which has encouraged a number of corporations and other entities to seek alternative funding in the bond markets.

Moody's also observes disintermediation in key emerging markets where economic growth may outpace internal banking system capacity. Thus, disintermediation is expected to continue over the longer-term, with Moody's targeting investment and resources to those markets where disintermediation and bond issuance is expected to remain robust.

In response to the credit market disruptions beginning in mid-2007, ongoing volatility in the global capital markets and new regulatory requirements, financial institutions are investing in people, processes and systems to enhance risk management and compliance functions. Regulations such as the Financial Reform Act, Basel II, Basel III, Solvency II and others may stimulate demand for MA products. Financial institutions are also investing in advanced qualitative and quantitative tools and services to support their management of complex balance sheets and diverse portfolios as well as operating costs. MA offers a suite of risk management products and services to address these needs, including but not limited to risk management software, economic analysis, training and professional services.

Legislative bodies and regulators in the U.S., Europe and other jurisdictions continue to conduct regulatory reviews of CRAs, which may result in, for example, an increased number of competitors, changes to the business model or restrictions on certain business activities of MIS, removal of references to ratings in certain regulations, or increased costs of doing business for MIS. Therefore, in order to broaden the potential for expansion of non-ratings services, Moody's reorganized in January 2008 into two distinct businesses: MIS, consisting primarily of the ratings business, and MA, which conducts activities including the sale of credit research produced by MIS and the production and sale of other economic and credit-related products and services. The reorganization broadens the opportunities for expansion by MA into activities that may have otherwise been restricted for MIS, due to the potential for conflicts of interest with the ratings business. At present, Moody's is unable to assess the nature and effect that any regulatory changes may have on future growth opportunities.

Moody's operations are subject to various risks, as more fully described in Part I, Item 1A "Risk Factors," inherent in conducting business on a global basis. Such risks include currency fluctuations and possible nationalization, expropriation, exchange and price controls, changes in the availability of data from public sector sources, limits on providing information across borders and other restrictive governmental actions.

COMPETITION

MIS competes with other CRAs and with investment banks and brokerage firms that offer credit opinions and research. Many users of MIS's ratings also have in-house credit research capabilities. MIS's largest competitor in the global credit rating business is Standard & Poor's Ratings Services (S&P), a division of McGraw Hill Financial. There are some rating markets, based on industry, geography and/or instrument type, in which Moody's has made investments and obtained market positions superior to S&P, while in other markets, the reverse is true.

In addition to S&P, MIS's competitors include Fitch Ratings, Dominion Bond Rating Service, A.M. Best Company, Japan Credit Rating Agency Ltd., Kroll Bond Rating Agency Inc., Morningstar Inc. and Egan-Jones Ratings Company. In Europe, there are approximately 30 companies currently registered with ESMA, which include both purely domestic European CRAs and International CRAs such as S&P, Fitch and DBRS. There are additional competitors in other regions and countries, for example, in China, where Moody's participates through a joint venture. These competitors include China Lianhe Credit Rating Co Ltd., Shanghai Brilliance Credit Rating & Investors Service Co Ltd., Dagong Global Credit Rating Co Ltd. and Pengyuan Credit Rating Co Ltd.

MA competes broadly in the financial information industry against diversified competitors such as Thomson Reuters, Bloomberg, S&P Capital IQ, Fitch Solutions, Dun & Bradstreet, IBM, Wolters Kluwer, Sungard, SAS, Fiserv, MSCI and Markit Group among others. MA's main competitors within RD&A include S&P Capital IQ, CreditSights, Thomson Reuters, Intex, IHS Global Insight, BlackRock Solutions, FactSet and other providers of fixed income analytics, valuations, economic data and research. In ERS, MA faces competition from both large software providers such as IBM Algorithmics, SunGard, SAS, Oracle, Misys, Oliver Wyman, Verisk and various other vendors and in-house solutions. Within Professional Services, MA competes with Omega Performance, DC Gardner, and a host of financial training and education firms, and with Evalueserve, CRISIL Global Research & Analytics, and other providers of outsourced research and professional services, respectively.

MOODY'S STRATEGY

Moody's corporate strategy is to be the world's most respected authority serving financial risk-sensitive markets. The key aspects to implement this strategy are to:

» Defend and enhance the core ratings and research business of MIS;

» Build MA's position as a leading provider of risk management solutions to financial institutions; and

» Invest in strategic growth opportunities.

Moody's will make investments to defend and enhance its core businesses in an attempt to position the Company to fully capture market opportunities resulting from global debt capital market expansion and increased business investment spending. Moody's will also make strategic investments to achieve scale in attractive financial information markets, move into attractive product and service adjacencies where the Company can leverage its brand, extend its thought leadership and expand its geographic presence in high growth emerging markets.

To broaden the Company's potential, MA provides a wide range of products and services to enable financial institutions to better manage risk. As such, MA adds to the Company's value proposition in three ways. First, MA's subscription businesses provide a significant base of recurring revenue to offset cyclicality in ratings issuance volumes that may result in volatility to MIS's revenues. Second, MA products and services, such as financial training and professional services on research and risk management best practices, provide opportunities for entry into emerging markets before debt capital markets fully develop and thus present long-term growth opportunities for the ratings business. Finally, MA's integrated risk management software platform embeds Moody's solutions deep into the technology infrastructure of banks and insurance companies worldwide.

Moody's invests in initiatives to implement the Company's strategy, including internally-led organic development and targeted acquisitions. Example initiatives include:

» Enhancements to ratings quality and product extensions;

» Investments that extend ownership and participation in joint ventures and strategic alliances;

» Headcount growth to meet customer demand for new products and services;

» Selective, bolt-on acquisitions that accelerate the ability to scale and grow Moody's businesses; and

» Expansion in emerging markets.

During 2015, Moody's continued to acquire complementary businesses in MIS and MA. In May 2015, Moody's acquired Equilibrium, a leading provider of credit rating and research services in Peru and other countries in Latin America. In December 2015, Moody's acquired the residential mortgage backed securities (RMBS) data and analytics assets of BlackBox Logic. Moody's will integrate BlackBox Logic's loan-level RMBS data and technologies into products of its Structured Analytics and Valuations unit within the RD&A LOB in MA.

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.

INTELLECTUAL PROPERTY

Moody's and its affiliates own and control a variety of intellectual property, including but not limited to proprietary information, trademarks, research, software tools and applications, models and methodologies, databases, domain names, and other proprietary materials that, in the aggregate, are of material importance to Moody's business. Management of Moody's believes that each of the trademarks and related corporate names, marks and logos containing the term "Moody's" are of material importance to the Company.

The Company, primarily through MA, licenses certain of its databases, software applications, credit risk models, training courses in credit risk and capital markets, research and other publications and services that contain Intellectual Property to its customers. These licenses are provided pursuant to standard fee-bearing agreements containing customary restrictions and intellectual property protections.

In addition, Moody's licenses certain technology and other intellectual property rights owned and controlled by others. Specifically, Moody's licenses financial information (such as market and index data, financial statement data, third party research, default data, and security identifiers) as well as software development tools and libraries. The Company obtains such technology and intellectual property rights from generally available commercial sources. Most of such technology and intellectual property is available from a variety of sources. Although certain financial information (particularly security identifiers and certain pricing or index data) is available only from a limited number of sources, Moody's does not believe it is dependent on any one data source for a material aspect of its business.

The Company considers its Intellectual Property to be proprietary, and Moody's relies on a combination of copyright, trademark, trade secret, patent, non-disclosure and other contractual safeguards for protection. Moody's also pursues instances of third-party infringement of its Intellectual Property in order to protect the Company's rights. The Company owns two patents. None of the Intellectual Property is subject to a specific expiration date, except to the extent that the patents and the copyright in items that the Company authors (such as credit reports, research, software, and other written opinions) expire pursuant to relevant law.

The names of Moody's products and services referred to herein are trademarks, service marks or registered trademarks or service marks owned by or licensed to Moody's or one or more of its subsidiaries.

EMPLOYEES

As of December 31, 2015 the number of full-time equivalent employees of Moody's was approximately 10,400.

AVAILABLE INFORMATION

Moody's investor relations Internet website is http://ir.moodys.com/. Under the "SEC Filings" tab at this website, the Company makes available free of charge its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports as soon as reasonably practicable after they are filed with, or furnished to, the SEC.

The SEC maintains an internet site that contains annual, quarterly and current reports, proxy and other information statements that the Company files electronically with the SEC. The SEC's internet site is http://www.sec.gov/.

Executive Officers of the Registrant

Name, Age and Position	Biographical Data
Mark E. Almeida, 56 *President, Moody's Analytics*	Mr. Almeida has served as President of Moody's Analytics since January 2008. Prior to this position, Mr. Almeida was Senior Vice President of Moody's Corporation from August 2007 to January 2008, Senior Managing Director of the Investor Services Group (ISG) at Moody's Investors Service, Inc. from December 2004 to January 2008 and was Group Managing Director of ISG from June 2000 to December 2004. Mr. Almeida joined Moody's Investors Service, Inc. in April 1988 and has held a variety of positions with the company in both the U.S. and overseas.
Richard Cantor, 58 *Chief Risk Officer*	Mr. Cantor has served as Chief Risk Officer of Moody's Corporation since December 2008 and as Chief Credit Officer of Moody's Investors Service, Inc. since November 2008. From July 2008 to November 2008, Mr. Cantor served as Acting Chief Credit Officer. Prior thereto, Mr. Cantor was Managing Director of Moody's Credit Policy Research Group from June 2001 to July 2008, after serving as Senior Vice President in the Financial Guarantors Rating Group. Mr. Cantor joined Moody's in 1997 from the Federal Reserve Bank of New York, where he served as Assistant Vice President in the Research Group and was Staff Director at the Discount Window. Prior to the Federal Reserve, Mr. Cantor taught Economics at UCLA and Ohio State and has taught on an adjunct basis at the business schools of Columbia University and New York University.
Robert Fauber, 45 *Senior Vice President,* *Corporate and Commercial Development*	Mr. Fauber has served as Senior Vice President—Corporate & Commercial Development since April 2014 and has been Head of the MIS Commercial Group since January 2013. From April 2009 through April 2014 he served as Senior Vice President—Corporate Development of Moody's Corporation. Mr. Fauber served as Vice President-Corporate Development from September 2005 to April 2009. Prior to joining Moody's, Mr. Fauber served in several roles at Citigroup from 1999 to 2005, including most recently, Director of Planning and Business Development for Citigroup's Alternative Investments division. Prior to that, Mr. Fauber worked as a Director in Corporate Strategy & Business Development for Citigroup and a Vice President and Associate in the Financial Sponsor and Telecom investment banking groups at the firm's Salomon Smith Barney subsidiary. From 1992-1996, Mr. Fauber worked at NationsBank (now Bank of America), working in the middle market commercial banking group and also ran the firm's Global Finance college recruiting program in 1997.
John J. Goggins, 55 *Executive Vice President* *and General Counsel*	Mr. Goggins has served as the Company's Executive Vice President and General Counsel since April 2011 and the Company's Senior Vice President and General Counsel from October 2000 until April 2011. Mr. Goggins joined Moody's Investors Service, Inc. in February 1999 as Vice President and Associate General Counsel. Prior thereto, he served as counsel at Dow Jones & Company from 1995 to 1999, where he was responsible for securities, acquisitions and general corporate matters. Prior to Dow Jones, he was an associate at Cadwalader, Wickersham & Taft from 1985 to 1995, where he specialized in mergers and acquisitions.
Linda S. Huber, 57 *Executive Vice President* *and Chief Financial Officer*	Ms. Huber has served as the Company's Executive Vice President and Chief Financial Officer since May 2005. Prior thereto, she served as Executive Vice President and Chief Financial Officer at U.S. Trust Company, a subsidiary of Charles Schwab & Company, Inc., from 2003 to 2005. Prior to U.S. Trust, she was Managing Director at Freeman & Co. from 1998 through 2002. She served PepsiCo as Vice President of Corporate Strategy and Development from 1997 until 1998 and as Vice President and Assistant Treasurer from 1994 until 1997. She served as Vice President in the Energy Investment Banking Group at Bankers Trust Company from 1991 until 1994 and as an Associate in the Energy Group at First Boston Corporation from 1986 through 1990. She also held the rank of Captain in the U.S. Army where she served from 1980 to 1984.

Name, Age and Position	Biographical Data
Michel Madelain, 60 *President and* *Chief Operating Officer,* *Moody's Investors Service*	Mr. Madelain has served as President of Moody's Investors Service Inc. since November 2010 and as Chief Operating Officer since May 2008. Prior to this, Mr. Madelain served as Executive Vice President, Fundamental Ratings from September 2007 to May 2008, with responsibility for all Global Fundamental Ratings, including Corporate Finance, Financial Institutions, Public Finance and Infrastructure Finance. He managed the Financial Institutions group from March 2007 until September 2007. Mr. Madelain served as Group Managing Director, EMEA Corporate Ratings from November 2000 to March 2007 and prior thereto held several Managing Director positions in the U.S. and U.K. Fundamental Rating Groups. Prior to joining Moody's in 1994, Mr. Madelain served as a Partner of Ernst & Young, Auditing Practice. Mr. Madelain is qualified as a Chartered Accountant in France.
Joseph (Jay) McCabe, 65 *Senior Vice President,* *Corporate Controller*	Mr. McCabe has served as the Company's Senior Vice President—Corporate Controller since December 2005. Mr. McCabe joined Moody's in July 2004 as Vice President and Corporate Controller. Before joining the Company, he served as Vice President—Corporate Controller at PPL Corporation, an energy and utility holding company, from 1994 to 2003. Prior to PPL Corporation, he served Deloitte & Touche as Partner from 1984 to 1993 and as a member of the firm's audit practice from 1973 to 1984.
Raymond W. McDaniel, Jr., 58 *President and* *Chief Executive Officer*	Mr. McDaniel has served as the President and Chief Executive Officer of the Company since April 2012, and served as the Chairman and Chief Executive Officer from April 2005 until April 2012. He currently serves on the Executive Committee of the Board of Directors. Mr. McDaniel served as the Company's President from October 2004 until April 2005 and the Company's Chief Operating Officer from January 2004 until April 2005. He has served as Chief Executive Officer of Moody's Investors Service, Inc., a subsidiary of the Company, since October 2007. He held the additional titles of President from November 2001 to August 2007 and December 2008 to November 2010 and Chairman from October 2007 until June 2015. Mr. McDaniel served as the Company's Executive Vice President from April 2003 to January 2004, and as Senior Vice President, Global Ratings and Research from November 2000 until April 2003. He served as Senior Managing Director, Global Ratings and Research of Moody's Investors Service from November 2000 until November 2001 and as Managing Director, International from 1996 to November 2000. Mr. McDaniel currently is a Director of John Wiley & Sons, Inc. and is a member of the Board of Trustees of Muhlenberg College.
Lisa S. Westlake, 54 *Senior Vice President and* *Chief Human Resource Officer*	Ms. Westlake has served as the Company's Senior Vice President and Chief Human Resources Officer since November 2008. Prior to this position, Ms. Westlake served as Vice President—Investor Relations from December 2006 to November 2008 and Managing Director—Finance from September 2004 to December 2006. Prior to joining the Company, Ms. Westlake was a senior consultant with the Schiff Consulting Group from 2003 to 2004. From 1996 to 2003 Ms. Westlake worked at American Express Company where she held several different positions such as Vice President and Chief Financial Officer for the OPEN Small Business Network, Vice President and Chief Financial Officer for Establishment Services and Vice President and Chief Financial Officer for Relationship Services. From 1989 to 1995 Ms. Westlake held a range of financial management positions at Dun & Bradstreet Corporation and its subsidiary at the time, IMS International. From 1984 to 1987 Ms. Westlake served at Lehman Brothers in both the investment banking and municipal trading areas.
Blair L. Worrall, 59 *Senior Vice President,* *Ratings Delivery and Data*	Mr. Worrall has served as Senior Vice President—Ratings Delivery and Data since February 2013 and Head of MIS Operations, Data & Controls since February 2016. He served as Head of MIS Ratings Transaction Services from January 2014 to February 2016. Mr. Worrall served as Senior Vice President—Internal Audit from April 2011 to February 2013 and as Vice President—Internal Audit from September 2007 to April 2011. He served as the Controller for MIS from November 2004 until September 2007. Prior to joining the Company, Mr. Worrall was Vice President, Accounting for RCN Corporation from 2002 to 2004 and held various finance positions at Dow Jones & Company, Inc. from 1979 to 2001.

ITEM 1A. RISK FACTORS

The following risk factors and other information included in this annual report on Form 10-K should be carefully considered. The risks and uncertainties described below are not the only ones the Company faces. Additional risks and uncertainties not presently known to the Company or that the Company's management currently deems minor or insignificant also may impair its business operations. If any of the following risks occur, Moody's business, financial condition, operating results and cash flows could be materially and adversely affected. These risk factors should be read in conjunction with the other information in this annual report on Form 10-K.

U.S. Laws and Regulations Affecting the Credit Rating Industry are Rapidly Evolving and May Negatively Impact the Nature and Economics of the Company's Business
Moody's operates in a highly regulated industry and is subject to extensive regulation by federal, state and local authorities in the U.S., including the Reform Act and the Financial Reform Act. These regulations are complex, continually evolving and have tended to become more stringent over time. See "Regulation" in Part 1, Item 1 of this annual report on Form 10-K for more information. These laws and regulations:

» seek to encourage, and may result in, increased competition among rating agencies and in the credit rating business;

» may result in alternatives to credit ratings or changes in the pricing of credit ratings;

» restrict the use of information in the development or maintenance of credit ratings;

» increase regulatory oversight of the credit markets and CRA operations;

» provide for direct jurisdiction of the SEC over CRAs that seek NRSRO status, and grant authority to the SEC to inspect the operations of CRAs; and

» authorize the adoption of enhanced oversight standards and new pleading standards, which may result in increases in the number of legal proceedings claiming liability for losses suffered by investors on rated securities and aggregate legal defense costs.

These laws and regulations, and any future rulemaking or court rulings, could result in reduced demand for credit ratings and increased costs, which Moody's may be unable to pass through to customers. In addition, there may be uncertainty over the scope, interpretation and administration of such laws and regulations. The Company may be required to incur significant expenses in order to ensure compliance and mitigate the risk of fines, penalties or other sanctions. Legal proceedings could become increasingly lengthy and there may be uncertainty over and exposure to liability. It is difficult to accurately assess the future impact of legislative and regulatory requirements on Moody's business and its customers' businesses. For example, new laws and regulations may affect MIS's communications with issuers as part of the rating assignment process, alter the manner in which MIS's ratings are developed, assigned and communicated, affect the manner in which MIS or its customers or users of credit ratings operate, impact the demand for MIS's ratings and alter the economics of the credit ratings business, including by restricting or mandating business models for rating agencies. Further, speculation concerning the impact of legislative and regulatory initiatives and the increased uncertainty over potential liability and adverse legal or judicial determinations may negatively affect Moody's stock price. Although these recent and pending legislative and regulatory initiatives apply to rating agencies and credit markets generally, they may affect Moody's in a disproportionate manner. Each of these developments increase the costs and legal risk associated with the issuance of credit ratings and may have a material adverse effect on Moody's operations, profitability and competitiveness, the demand for credit ratings and the manner in which such ratings are utilized.

Financial Reforms Outside the U.S. Affecting the Credit Rating Industry May Negatively Impact the Nature and Economics of the Company's Business
In addition to the extensive and evolving U.S. laws and regulations governing the industry, foreign jurisdictions have taken measures to increase regulation of rating agencies and the markets for ratings. In particular, the EU has adopted a new regulatory framework for rating agencies operating in the EU, and introduced a common EU regulatory approach to oversight of CRAs. The EU has established conditions for the issuance of credit ratings, rules on the organization and conduct of CRAs—including restrictions on certain activities deemed to create a conflict of interest—and special requirements for the rating of structured finance instruments. ESMA has direct supervisory authority for CRAs in 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, and additional procedural and substantive requirements on the pricing of services.

EU financial reforms could have a significant negative effect on Moody's operations, profitability or ability to compete, or the markets for its products and services, including in ways that Moody's presently is unable to predict. In particular, exposure to increased liability under the EU regulations may further increase costs and legal risks associated with the issuance of credit ratings and materially and adversely impact Moody's results of operations. In addition, compliance with the amended EU regulations may increase costs of operations.

The EU and other jurisdictions are engaged in ongoing rulemaking that could significantly impact operations or the markets for Moody's products and services, including regulations affecting the need for debt securities to be rated, establishing criteria for credit ratings or limiting the entities authorized to provide credit ratings. In January 2015, two additional rules (generally referred to as "Regulatory Technical Standards" or "RTSs") of direct relevance to the CRA industry were published in the Official Journal of the European Union: (i) CRAs' reporting requirements to ESMA on their fees; and (ii) the types of information that CRAs are to provide about certain ratings (those that were paid for by issuers) for publication on a central website administered by ESMA (the European Ratings Platform). Separately, CRA3 also requires that ESMA and / or the European Commission produce several reports, which have not yet been completed, on the industry's structure and the use of ratings. Moody's cannot predict the extent of such future laws and regulations, and the effect that they will have on Moody's business or the potential for increased exposure to liability could be significant. Financial reforms in the EU and other foreign jurisdictions may have a material adverse effect on Moody's business, operating results and financial condition.

The Company Faces Exposure to Litigation and Government Regulatory Proceedings, Investigations and Inquiries Related to Rating Opinions and Other Business Practices
Moody's faces exposure to litigation related to MIS's ratings actions, as well as other business practices and products. If the market value of credit-dependent instruments declines or defaults, whether as a result of difficult economic times, turbulent markets or otherwise, the number of investigations and legal proceedings that Moody's faces could increase significantly. Parties who invest in securities rated by MIS may pursue claims against MIS or Moody's for losses they face in their portfolios. We have faced numerous class action lawsuits and other litigation, government investigations and inquiries concerning events linked to the U.S. subprime residential mortgage sector and broader deterioration in the credit markets during the recent financial crisis. Legal proceedings impose additional expenses on the Company and require the attention of senior management to an extent that may significantly reduce their ability to devote time addressing other business issues, and any of these proceedings, investigations or inquiries could ultimately result in adverse judgments, damages, fines, penalties or activity restrictions. Risks relating to legal proceedings may be heightened in foreign jurisdictions that lack the legal protections or liability standards comparable to those that exist in the U.S. In addition, new laws and regulations have been and may continue to be enacted that establish lower liability standards, shift the burden of proof or relax pleading requirements, thereby increasing the risk of successful litigations in the U.S. and in foreign jurisdictions. These litigation risks are often difficult to assess or quantify. Moody's may not have adequate insurance or reserves to cover these risks, and the existence and magnitude of these risks often remains unknown for substantial periods of time. Furthermore, to the extent that Moody's is unable to achieve dismissals at an early stage and litigation matters proceed to trial, the aggregate legal defense costs incurred by Moody's increase substantially, as does the risk of an adverse outcome. See Note 18 to the consolidated financial statements for more information regarding ongoing investigations and civil litigation that the Company currently faces. Due to the number of these proceedings and the significant amount of damages sought, there is a risk that Moody's will be subject to judgments, settlements, fines, penalties or other adverse results that could have a material adverse effect on its business, operating results and financial condition.

The Company is Exposed to Legal, Economic and Regulatory Risks of Operating in Multiple Jurisdictions
Moody's conducts operations in various countries outside the U.S. and derives a significant portion of its revenue from foreign sources. Changes in the economic condition of the various foreign economies in which the Company operates may have an impact on the Company's business. For example, economic uncertainty in the Eurozone or elsewhere could affect the number of securities offerings undertaken within those particular areas. In addition, operations abroad expose Moody's to a number of legal, economic and regulatory risks such as:

» exposure to exchange rate movements between foreign currencies and USD;

» restrictions on the ability to convert local currency into USD and the costs, including the tax impact, of repatriating cash held by entities outside the U.S.;

» U.S. laws affecting overseas operations including domestic and foreign export and import restrictions, tariffs and other trade barriers;

» differing legal or civil liability, compliance and regulatory standards;

» current and future regulations relating to the imposition of mandatory rotation requirements on CRAs hired by issuers of securities;

» uncertain and evolving laws and regulations applicable to the financial services industries;

» economic, political and geopolitical market conditions;

» the possibility of nationalization, expropriation, price controls and other restrictive governmental actions;

- competition with local rating agencies that have greater familiarity, longer operating histories and/or support from local governments or other institutions;
- reduced protection for intellectual property rights;
- longer payment cycles and possible problems in collecting receivables;
- differing accounting principles and standards;
- difficulties and delays in translating documentation into foreign languages; and
- potentially adverse tax consequences.

Additionally, Moody's is subject to complex U.S. and foreign laws and regulations, such as the Foreign Corrupt Practices Act of 1977, the U.K. Bribery Act 2010 and other anti-bribery and anti-corruption laws. Although the Company has implemented internal controls, policies and procedures and employee training and compliance programs to deter prohibited practices, such measures may not be effective in preventing employees, contractors or agents from violating or circumventing such internal policies and violating applicable laws and regulations. Any determination that the Company has violated anti-bribery or anti-corruption laws could have a material adverse effect on Moody's business, operating results and financial condition. Compliance with international and U.S. laws and regulations that apply to the Company's international operations increases the cost of doing business in foreign jurisdictions. Violations of such laws and regulations may result in severe fines and penalties, criminal sanctions, administrative remedies, restrictions on business conduct and could have a material adverse effect on Moody's reputation, its ability to attract and retain employees, its business, operating results and financial condition.

Moody's Operations and Infrastructure May Malfunction or Fail

Moody's ability to conduct business may be materially and adversely impacted by a disruption in the infrastructure that supports its businesses and the communities in which Moody's is located, including New York City, the location of Moody's headquarters, major cities worldwide in which Moody's has offices, and locations in China used for data and development work. This may include a disruption involving physical or technological infrastructure, including the Company's electronic delivery systems, data center facilities and the Internet, used by the Company or third parties with or through whom Moody's conducts business, whether due to human error, hardware failure, natural disasters, power loss, telecommunication failures, break-ins, sabotage, intentional acts of vandalism, acts of terrorism, political unrest, war or otherwise. Moody's efforts to secure and plan for potential disruptions of its major operating systems may not be successful. The Company relies on third-party providers to provide certain essential services. While the Company believes that such providers are reliable, the Company has limited control over the performance of such providers. To the extent any of the Company's third-party providers ceases to provide these services in an efficient, cost-effective manner or fail to adequately expand its services to meet the Company's needs and the needs of the Company's customers, the Company could experience lower revenues and higher costs. The Company also does not have fully redundant systems for most of its smaller office locations and low-risk systems, and its disaster recovery plan does not include restoration of non-essential services. If a disruption occurs in one of Moody's locations or systems and its personnel in those locations or those who rely on such systems are unable to utilize other systems or communicate with or travel to other locations, such persons' ability to service and interact with Moody's clients and customers may suffer. The Company cannot predict with certainty all of the adverse effects that could result from the Company's failure, or the failure of a third party, to efficiently address and resolve these delays and interruptions. A disruption to Moody's operations or infrastructure may have a material adverse effect on its reputation, business, operating results and financial condition.

The Company is Exposed to Risks Related to Cybersecurity and Protection of Confidential Information

The Company's operations rely on the secure processing, storage and transmission of confidential, sensitive, proprietary and other types of information relating to its business operations and confidential and sensitive information about its clients in the Company's computer systems and networks and those of its third party vendors. The cyber risks the Company faces range from cyber-attacks common to most industries, to more advanced threats that target the Company because of its prominence in the global marketplace, or due to its ratings of sovereign debt. Breaches of Moody's or Moody's vendors' technology and systems, whether from circumvention of security systems, denial-of-service attacks or other cyber-attacks, hacking, computer viruses or malware, employee error, malfeasance, social engineering, physical breaches or other actions, may result in manipulation or corruption of sensitive data, material interruptions or malfunctions in the Company's or such vendors' web sites, applications, data processing, or disruption of other business operations, or may compromise the confidentiality and integrity of material information held by the Company (including information about Moody's business or customers), as well as sensitive personally identifiable information ("PII"), the disclosure of which could lead to identity theft. Measures that Moody's takes to avoid or mitigate material incidents can be expensive, and may be insufficient, circumvented, or may become ineffective. Any material breaches of cybersecurity could cause the Company to experience reputational harm, loss of customers, regulatory actions, sanctions or other statutory penalties, litigation, liability for failure to safeguard the Company's clients' information or financial losses that are either not insured against or not fully covered through any insurance maintained by the Company. Any of the foregoing may have a material adverse effect on Moody's business, operating results or financial condition.

Changes in the Volume of Debt Securities Issued in Domestic and/or Global Capital Markets and Changes in Interest Rates and Other Volatility in the Financial Markets May Negatively Impact the Nature and Economics of the Company's Business

Moody's business is impacted by general economic conditions and volatility in the U.S. and world financial markets. Furthermore, issuers of debt securities may elect to issue securities without ratings or securities which are rated or evaluated by non-traditional parties such as financial advisors, rather than traditional CRAs, such as MIS. A majority of Moody's credit-rating-based revenue is transaction-based, and therefore it is especially dependent on the number and dollar volume of debt securities issued in the capital markets. Market disruptions and economic slowdown and uncertainty have in the past negatively impacted the volume of debt securities issued in global capital markets and the demand for credit ratings. Conditions that reduce issuers' ability or willingness to issue debt securities, such as market volatility, declining growth, currency devaluations or other adverse economic trends, reduce the number and dollar-equivalent volume of debt issuances for which Moody's provides ratings services and thereby adversely affect the fees we earn in our ratings business.

Economic and government factors such as a long-term continuation of difficult economic conditions and a worsening of the sovereign debt crisis in Europe may have an adverse impact on the Company's business. Future debt issuances also could be negatively affected by increases in interest rates, widening credit spreads, regulatory and political developments, growth in the use of alternative sources of credit, and defaults by significant issuers. Declines or other changes in the markets for debt securities may materially and adversely affect the Company's business, operating results and financial condition.

Moody's initiatives to reduce costs to counteract a decline in its business may not be sufficient and cost reductions may be difficult or impossible to obtain in the short term, due in part to rent, technology, compliance and other fixed costs associated with some of the Company's operations as well as the need to monitor outstanding ratings. Further, cost-reduction initiatives, including those undertaken to date, could make it difficult for the Company to rapidly expand operations in order to accommodate any unexpected increase in the demand for ratings. Volatility in the financial markets, including changes in the volumes of debt securities and changes in interest rates, may have a material adverse effect on the business, operating results and financial condition, which the Company may not be able to successfully offset with cost reductions.

The Company Faces Increased Pricing Pressure from Competitors and/or Customers

There is price competition in the credit rating, research, credit risk management markets, outsourced research and analytical services and financial training and certification services. Moody's faces competition from other CRAs and from investment banks and brokerage firms that offer credit opinions in research, as well as from in-house research operations. Competition for customers and market share has spurred more aggressive tactics by some competitors in areas such as pricing and services, as well as increased competition from non-NRSROs that evaluate debt risk for issuers or investors. At the same time, a challenging business environment and consolidation among customers, particularly those involved in structured finance products, and other factors affecting demand may enhance the market power of competitors and reduce the Company's customer base. Weak economic growth is also intensifying competitive pricing pressures and can result in customers' use of free or lower-cost information that is available from alternative sources. While Moody's seeks to compete primarily on the basis of the quality of its products and services, it may lose market share if its pricing is not sufficiently competitive. In addition, the Reform Act was designed to encourage competition among rating agencies. The formation of additional NRSROs may increase pricing and competitive pressures. Furthermore, in some of the countries in which Moody's operates, governments may provide financial or other support to local rating agencies. Any inability of Moody's to compete successfully with respect to the pricing of its products and services could have a material adverse impact on its business, operating results and financial condition.

The Company is Exposed to Reputation and Credibility Concerns

Moody's reputation and the strength of its brand are key competitive strengths. To the extent that the rating agency business as a whole or Moody's, relative to its competitors, suffers a loss in credibility, Moody's business could be significantly impacted. Factors that may have already affected credibility and could potentially continue to have an impact in this regard include the appearance of a conflict of interest, the performance of securities relative to the rating assigned to such securities, the timing and nature of changes in ratings, a major compliance failure, negative perceptions or publicity and increased criticism by users of ratings, regulators and legislative bodies, including as to the ratings process and its implementation with respect to one or more securities. Operational errors, whether by Moody's or a Moody's competitor, could also harm the reputation of the Company or the credit rating industry. Damage to reputation and credibility could have a material adverse impact on Moody's business, operating results and financial condition.

The Introduction of Competing Products or Technologies by Other Companies May Negatively Impact the Nature and Economics of the Company's Business

The markets for credit ratings, research, credit risk management services, outsourced research and analytical services and financial training and certification services are highly competitive and characterized by rapid technological change, changes in client demands and evolving industry standards. The ability to develop and successfully launch and maintain innovative products and technologies that anticipate customers' changing requirements and utilize emerging technological trends is a key factor in maintaining market share.

Moody's competitors include both established companies with significant financial resources, brand recognition, market experience and technological expertise, and smaller companies which may be better poised to quickly adopt new or emerging technologies or respond to customer requirements. Competitors may develop quantitative methodologies or related services for assessing credit risk that customers and market participants may deem preferable, more cost-effective or more valuable than the credit risk assessment methods currently employed by Moody's, or may position, price or market their products in manners that differ from those utilized by Moody's. Moody's also competes indirectly against consulting firms and other information providers; these indirect competitors could choose to compete directly with us in the future. In addition, customers or others may develop alternative, proprietary systems for assessing credit risk. Such developments could affect demand for Moody's products and services and its growth prospects. Further, the increased availability in recent years of free or relatively inexpensive Internet information may reduce the demand for Moody's products and services. Moody's growth prospects also could be adversely affected by Moody's failure to make necessary or optimal capital infrastructure expenditures and improvements and the inability of its information technologies to provide adequate capacity and capabilities to meet increased demands of producing quality ratings and research products at levels achieved by competitors. Any inability of Moody to compete successfully may have a material adverse effect on its business, operating results and financial condition.

The Company Has a Significant Amount of Intangible Assets

At December 31, 2015, Moody's had $976.3 million of goodwill and $299.1 million of intangible assets on its balance sheet. Approximately 70% of these intangibles reside in the MA business and are allocated to the four reporting units within MA: RD&A; ERS; Financial Services Training and Certifications; and Copal Amba. The remaining 30% of these intangibles reside in MIS and primarily relate to ICRA. Failure to achieve business objectives and financial projections in any of these reporting units could result in an asset impairment charge, which would result in a non-cash charge to operating expenses. Goodwill and intangible assets with indefinite lives are tested for impairment on an annual basis and also when events or changes in circumstances indicate that impairment may have occurred. Determining whether an impairment of goodwill exists can be especially difficult in periods of market or economic uncertainty and turmoil, and requires significant management estimates and judgment. In addition, the potential for goodwill impairment is increased during periods of economic uncertainty. An asset impairment charge could have a material adverse effect on Moody's business, operating results and financial condition.

Possible Loss of Key Employees and Related Compensation Cost Pressures May Negatively Impact the Company

Moody's success depends upon its ability to recruit, retain and motivate highly skilled, experienced financial analysts and other professionals. Competition for skilled individuals in the financial services industry is intense, and Moody's ability to attract high quality employees could be impaired if it is unable to offer competitive compensation and other incentives or if the regulatory environment mandates restrictions on or disclosures about individual employees that would not be necessary in competing industries. As greater focus has been placed on executive compensation at public companies, in the future, Moody's may be required to alter its compensation practices in ways that could adversely affect its ability to attract and retain talented employees. Investment banks, investors and competitors may seek to attract analyst talent by providing more favorable working conditions or offering significantly more attractive compensation packages than Moody's. Moody's also may not be able to identify and hire the appropriate qualified employees in some markets outside the U.S. with the required experience or skills to perform sophisticated credit analysis. There is a risk that even if the Company invests significant resources in attempting to attract, train and retain qualified personnel, it will not succeed in its efforts, and its business could be harmed.

Moody's is highly dependent on the continued services of Raymond W. McDaniel, Jr., the President and Chief Executive Officer, and other senior officers and key employees. The loss of the services of skilled personnel for any reason and Moody's inability to replace them with suitable candidates quickly or at all, as well as any negative market perception resulting from such loss, could have a material adverse effect on Moody's business, operating results and financial condition.

Moody's Acquisitions and Other Strategic Transactions May Not Produce Anticipated Results

Moody's has made and expects to continue to make acquisitions or enter into other strategic transactions to strengthen its business and grow the Company. Such transactions present significant challenges and risks. The market for acquisition targets and other strategic transactions is highly competitive, especially in light of industry consolidation, which may affect Moody's ability to complete such transactions. If Moody's is unsuccessful in completing such transactions or if such opportunities for expansion do not arise, its business, operating results and financial condition could be materially adversely affected.

If such transactions are completed, the anticipated growth, synergies and other strategic objectives of such transactions may not be fully realized, and a variety of factors may adversely affect any anticipated benefits from such transactions. Any strategic transaction can involve a number of risks, including unanticipated challenges regarding integration of operations, technologies and new employees; the existence of liabilities or contingencies not disclosed to or otherwise known by the Company prior to closing a transaction; unexpected regulatory and operating difficulties and expenditures; failure to retain key personnel of the acquired business; diverting management's focus from other business operations; and failing to implement or remediate controls, procedures and policies appropriate for a larger public company at acquired companies that prior to the acquisition lacked such controls, procedures and policies. The anticipated benefits from an acquisition or other strategic transaction may not be realized fully, or may take longer to realize than expected. As a result, the failure of acquisitions and other strategic transactions to perform as expected may have a material adverse effect on Moody's business, operating results and financial condition.

The Company's Compliance and Risk Management Programs Might Not be Effective and May Result in Outcomes That Could Adversely Affect the Company's Reputation, Financial Condition and Operating Results.

Moody's operates in a number of countries, and as a result the Company is required to comply with numerous international and U.S. federal, state and local laws and regulations. The Company's ability to comply with applicable laws and regulations, including anti-corruption laws, is largely dependent on its establishment and maintenance of compliance, review and reporting systems, as well as its ability to attract and retain qualified compliance and risk management personnel. Moody's policies and procedures to identify, evaluate and manage the Company's risks may not be fully effective, and Moody's employees or agents may engage in misconduct, fraud or other errors. It is not always possible to deter such errors, and the precautions the Company takes to prevent and detect this activity may not be effective in all cases. If Moody's employees violate its policies or if the Company's risk management methods are not effective, the Company could be subject to regulatory sanctions and suffer harm to the Company's reputation, financial condition and operating results.

Legal Protections for the Company's Intellectual Property Rights may not be Sufficient or Available to Protect the Company's Competitive Advantages.

Moody's considers many aspects of its products and services to be proprietary. Failure to protect the Company's intellectual property adequately could harm its reputation and affect the Company's ability to compete effectively. In addition, the Company's operating results may be adversely affected by inadequate or changing legal and technological protections for intellectual property and proprietary rights in some jurisdictions and markets. On January 6, 2015, a rule with direct relevance to the CRA industry was published in the Official Journal of the European Union regarding the types of information that CRAs are to provide about certain ratings (those that were paid for by issuers) for publication on a central website administered by ESMA (the European Ratings Platform). This rule directly relates to the Company's intellectual property as it would require that the Company provide proprietary information at no cost that the Company currently sells, which could result in lost revenue.

Additionally, despite the Company's efforts to protect its intellectual property rights, unauthorized third parties may try to obtain and use technology or other information that the Company regards as proprietary. It is also possible that Moody's competitors or other entities could obtain patents related to the types of products and services that Moody's offers, and attempt to require Moody's to stop developing or marketing the products or services, to modify or redesign the products or services to avoid infringing, or to obtain licenses from the holders of the patents in order to continue developing and marketing the products and services. Even if Moody's attempts to assert or protect its intellectual property rights through litigation, it may require considerable cost, time and resources to do so, and there is no guarantee that the Company will be successful.

The Company is Dependent on the Use of Third-Party Software, Data, Hosted Solutions, Data Centers, and Network Infrastructure (Together, "Third Party Technology") , and Any Reduction in Third-Party Product Quality or Service Offerings, Could Have a Material Adverse Effect on the Company's Business, Financial Condition or Results of Operations.

Moody's relies on Third Party Technology in connection with its product development and offerings. The Company depends on the ability of Third Party Technology providers to deliver and support reliable products, enhance their current products, develop new products on a timely and cost-effective basis, and respond to emerging industry standards and other technological changes. The Third Party Technology Moody's uses may become obsolete, incompatible with future versions of the Company's products, unavailable or fail to operate effectively, and Moody's business could be adversely affected if the Company is unable to timely or effectively replace such Third Party Technology. The Company also monitors its use of Third Party Technology to comply with applicable license and other contractual requirements. Despite the Company's efforts, the Company cannot assure that such third parties will permit Moody's use in the future, resulting in increased Third Party Technology acquisition costs and loss of rights. In addition, the Company's operating costs could increase if license or other usage fees for Third Party Technology increase or the efforts to incorporate enhancements to Third Party Technology are substantial. Some of these third-party suppliers are also Moody's competitors, increasing the risks noted above. If any of these risks materialize, they could have a material adverse effect on the Company's business, financial condition or results of operations.

Changes in tax rates or tax rules could affect future results.

As a global company, Moody's is subject to taxation in the United States and various other countries and jurisdictions. Significant judgment is required to determine worldwide tax liabilities. Moody's future tax rates could be affected by changes in the composition of earnings in countries or states with differing tax rates or other factors, including by increased earnings in jurisdictions where we face higher tax rates, losses incurred in jurisdictions for which we are not able to realize the related tax benefit, or changes in foreign currency exchange rates. Changes in the tax, accounting and other laws, treaties, regulations, policies and administrative practices, or changes to their interpretation or enforcement, including changes applicable to multinational corporations such as the Base Erosion Profit Shifting project being conducted by the Organization for Economic Co-operation and Development and the European Union's state aid rulings, could have a material adverse effect on our effective tax rate, results of operations and financial condition. In addition, Moody's is subject to regular examination of our income tax returns by the Internal Revenue Service and other tax authorities, and we have experienced increased scrutiny as business has grown. Moody's regularly assesses the likelihood of favorable or unfavorable outcomes resulting from these examinations to determine the adequacy of our provision for income taxes, however, developments in an audit or litigation could materially and adversely affect us. Although we believe our tax estimates and accruals are reasonable, there can be no assurance that any final determination will not be materially different than the treatment reflected in our historical income tax provisions and accruals, which could materially and adversely affect our operating results and financial condition.

The Company's aggregate cash and cash equivalents and short-term investments of $2.2 billion at December 31, 2015 consisted of approximately $1.5 billion located outside of the U.S. Except as required under U.S. tax laws, Moody's does not provide for U.S. taxes on undistributed earnings of foreign subsidiaries that have not been previously taxed since we intend to invest such undistributed earnings indefinitely in our foreign operations. If our intent changes or if these funds are needed for our U.S. operations, we would be required to accrue or pay U.S. taxes on some or all of these undistributed earnings and our effective tax rate could be adversely affected.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Moody's corporate headquarters is located at 7 World Trade Center at 250 Greenwich Street, New York, New York 10007, with approximately 797,537 square feet of leased space. As of December 31, 2015, Moody's operations were conducted from 19 U.S. offices and 78 non-U.S. office locations, all of which are leased. These properties are geographically distributed to meet operating and sales requirements worldwide. These properties are generally considered to be both suitable and adequate to meet current operating requirements.

ITEM 3. LEGAL PROCEEDINGS

For information regarding legal proceedings, see Part II, Item 8 – "Financial Statements", Note 18 "Contingencies" in this Form 10-K.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Information in response to this Item is set forth under the captions below.

MOODY'S PURCHASES OF EQUITY SECURITIES

For the three months ended December 31, 2015

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)
October 1 – 31	471,133	$ 98.23	470,608	$ 611.9 million
November 1 – 30	553,928	$ 101.05	553,928	$ 555.9 million
December 1 – 31	900,823	$ 100.48	899,042	$ 1,465.6 million
Total	1,925,884	$ 100.09	1,923,578	

(1) Includes the surrender to the Company of 525 shares and 1,781 shares of common stock in October and December, 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. On December 15, 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 fourth quarter of 2015, Moody's issued 0.3 million shares under employee stock-based compensation plans.

COMMON STOCK INFORMATION AND DIVIDENDS

The Company's common stock trades on the New York Stock Exchange under the symbol "MCO". The table below indicates the high and low sales price of the Company's common stock and the dividends declared and paid for the periods shown. The number of registered shareholders of record at January 31, 2016 was 2,268. A substantially greater number of the Company's common stock is held by beneficial holders whose shares are held of record by banks, brokers and other financial institutions.

	Price Per Share		Dividends Per Share	
	High	Low	Declared	Paid
2015:				
First quarter	**$ 104.58**	**$ 85.50**	**$ —**	**$ 0.34**
Second quarter	**$ 111.06**	**$ 102.44**	**0.34**	**0.34**
Third quarter	**$ 113.87**	**$ 96.00**	**0.34**	**0.34**
Fourth quarter	**$ 104.83**	**$ 94.20**	**0.71**	**0.34**
Year ended December 31, 2015			**$ 1.39**	**$ 1.36**
2014:				
First quarter	$ 85.70	$ 72.57	$ —	$ 0.28
Second quarter	$ 89.08	$ 74.36	0.28	0.28
Third quarter	$ 96.14	$ 86.50	0.28	0.28
Fourth quarter	$ 102.24	$ 88.25	0.62	0.28
Year Ended December 31, 2014			$ 1.18	$ 1.12

On December 15, 2015, the Board of the Company approved the declaration of a quarterly dividend of $0.37 per share of Moody's common stock, payable on March 10, 2016 to shareholders of record at the close of business on February 19, 2016. The continued payment of dividends at the rate noted above, or at all, is subject to the discretion of the Board.

EQUITY COMPENSATION PLAN INFORMATION

The table below sets forth, as of December 31, 2015, certain information regarding the Company's equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (2) (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding Securities Reflected in Column (a) (c)
Equity compensation plans approved by security holders	8,436,459(1)	$ 46.45	23,201,268(3)
Equity compensation plans not approved by security holders	—	$ —	—
Total	8,436,459	$ 46.45	23,201,268

(1) Includes 6,814,501 options and unvested restricted shares outstanding under the Company's 2001 Key Employees' Stock Incentive Plan, 218,870 options outstanding under the Company's 1998 Key Employees' Stock Incentive Plan, and 13,159 unvested restricted shares outstanding under the 1998 Non-Employee Directors' Stock Incentive Plan. This number also includes a maximum of 1,389,929 performance shares outstanding under the Company's 2001 Key Employees' Stock Incentive Plan, which is the maximum number of shares issuable pursuant to performance share awards assuming the maximum payout at 225% of the target award for performance shares granted in 2013, 2014 and 2015. Assuming payout at target, the number of shares to be issued upon the vesting of outstanding performance share awards is 617,746.

(2) Does not reflect unvested restricted shares or performance share awards included in column (a) because these awards have no exercise price.

(3) Includes 19,344,612 shares available for issuance as under the 2001 Stock Incentive Plan, of which all may be issued as options and 12,147,658 may be issued as restricted stock, performance shares or other stock-based awards under the 2001 Stock Incentive Plan and 945,014 shares available for issuance as options, shares of restricted stock or performance shares under the 1998 Directors Plan, and 2,911,642 shares available for issuance under the Company's Employee Stock Purchase Plan. No new grants may be made under the 1998 Stock Incentive Plan, which expired by its terms in June 2008.

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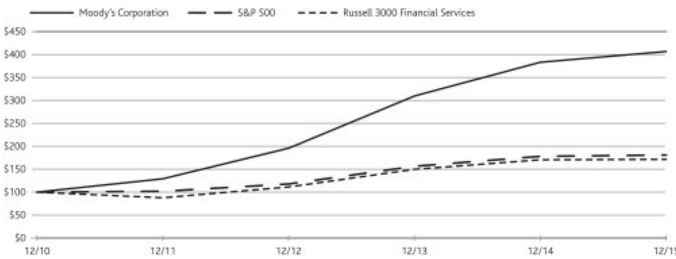
PERFORMANCE GRAPH

The following graph compares the total cumulative shareholder return of the Company to the performance of Standard & Poor's Stock 500 Composite Index and the Russell 3000 Financial Services Index. Both of the aforementioned indexes are easily accessible to the Company's shareholders in newspapers, the internet and other readily available sources for purposes of the following graph.

The comparison assumes that $100.00 was invested in the Company's common stock and in each of the foregoing indices on December 31, 2010. The comparison also assumes the reinvestment of dividends, if any. The total return for the common stock was 306% during the performance period as compared with a total return during the same period of 72% for the Russell 3000 Financial Services Index and 81% for the S&P 500 Composite Index.

Comparison of Cumulative Total Return
Moody's Corporation, Russell 3000 Financial Services Index and S&P 500 Composite Index

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN
Among Moody's Corporation, the S&P 500 Index,
and the Russell 3000 Financial Services Index



	Year Ended December 31,					
	2010	2011	2012	2013	2014	2015
Moody's Corporation	$ 100.00	$ 128.96	$ 195.83	$ 309.83	$ 383.15	$ 406.48
S&P 500 Composite Index	$ 100.00	$ 102.11	$ 118.45	$ 156.82	$ 178.29	$ 180.75
Russell 3000—Financial Services Index	$ 100.00	$ 88.09	$ 111.50	$ 149.92	$ 170.99	$ 171.85

The comparisons in the graph above are provided in response to disclosure requirements of the SEC and are not intended to forecast or be indicative of future performance of the Company's common stock.

ITEM 6. SELECTED FINANCIAL DATA

The Company's selected consolidated financial data should be read in conjunction with Item 7. "MD&A" and the Moody's Corporation consolidated financial statements and notes thereto.

	Year Ended December 31,				
amounts in millions, except per share data	2015	2014	2013	2012	2011
Results of operations					
Revenue	**$3,484.5**	$3,334.3	$2,972.5	$2,730.3	$2,280.7
Operating and SG&A expenses	**1,897.6**	1,799.6	1,644.5	1,547.2	1,313.1
Depreciation and amortization	**113.5**	95.6	93.4	93.5	79.2
Goodwill impairment	**—**	—	—	12.2	—
Operating income	**1,473.4**	1,439.1	1,234.6	1,077.4	888.4
Non-operating income (expense), net (1)	**(93.8)**	21.9	(65.3)	(53.4)	(48.6)
Income before provision for income taxes	**1,379.6**	1,461.0	1,169.3	1,024.0	839.8
Provision for income taxes	**430.0**	455.0	353.4	324.3	261.8
Net income (2)	**949.6**	1,006.0	815.9	699.7	578.0
Less: Net income attributable to noncontrolling interests	**8.3**	17.3	11.4	9.7	6.6
Net income attributable to Moody's (2)	**$ 941.3**	$ 988.7	$ 804.5	$ 690.0	$ 571.4
Earnings per share					
Basic	**$ 4.70**	$ 4.69	$ 3.67	$ 3.09	$ 2.52
Diluted	**$ 4.63**	$ 4.61	$ 3.60	$ 3.05	$ 2.49
Weighted average shares outstanding					
Basic	**200.1**	210.7	219.4	223.2	226.3
Diluted	**203.4**	214.7	223.5	226.6	229.4
Dividends declared per share	**$ 1.39**	$ 1.18	$ 0.98	$ 0.68	$ 0.58
Operating margin	**42.3%**	43.2%	41.5%	39.5%	39.0%

	December 31,				
	2015	2014	2013	2012	2011
Balance sheet data					
Total assets	**$5,123.4**	$4,669.0	$4,395.1	$3,960.9	$2,876.1
Long-term debt	**$3,401.0**	$2,547.3	$2,101.8	$1,607.4	$1,172.5
Total shareholders' (deficit) equity	**$ (333.0)**	$ 42.9	$ 347.9	$ 396.6	$ (158.4)

	NON-GAAP FINANCIAL MEASURES (3) Year Ended December 31,				
	2015	2014	2013	2012	2011
Adjusted Operating Income	**$1,586.9**	$1,534.7	$1,328.0	$1,183.1	$ 967.6
Adjusted Operating Margin	**45.5%**	46.0%	44.7%	43.3%	42.4%
Non-GAAP diluted EPS attributable to Moody's common shareholders	**$ 4.60**	$ 4.21	$ 3.65	$ 2.99	$ 2.46
Free cash flow	**$1,064.6**	$ 944.0	$ 884.5	$ 778.1	$ 735.6

(1) The 2015, 2014, 2013, 2012 and 2011 amounts include benefits of $7.1 million, $7.1 million, $22.8 million, $17.2 million, and $10.1 million, respectively, related to the favorable resolution of certain Legacy Tax Matters. The 2014 amount also includes the ICRA Gain of $102.8 million.

(2) The 2015, 2014, 2013, 2012 and 2011 amounts include benefits of $6.4 million, $6.4 million, $21.3 million, $12.8 million and $7.0 million, respectively, related to the resolution of certain Legacy Tax Matters. Also, the 2014 amount includes the ICRA Gain of $78.5 million and the 2013 amount includes a litigation settlement charge of $0.14.

(3) Refer to "Non-GAAP measures" in Item 7 of this Form 10K for a discussion of the Company's non-GAAP financial measures

ITEM 7. 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 consolidated financial statements and notes thereto included elsewhere in this annual report on Form 10-K.

This MD&A contains Forward-Looking Statements. See "Forward-Looking Statements" commencing on page 56 and Item 1A. "Risk Factors" commencing on page 17 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, capital markets 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 financial instruments pricing services in the Asia-Pacific region as well as revenue from ICRA's non-ratings operations. 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 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, goodwill and intangible assets, pension and other retirement benefits, UTPs and stock-based compensation. Actual results may differ from these estimates under different assumptions or conditions. The following accounting estimates are considered critical because they are particularly dependent on management's judgment about matters that are uncertain at the time the accounting estimates are made and changes to those estimates could have a material impact on the Company's consolidated results of operations or financial condition.

Revenue Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or the services have been provided and accepted by the customer when applicable, fees are determinable and the collection of resulting receivables is considered probable.

Pursuant to the guidance of ASC Topic 605, when a sales arrangement contains multiple deliverables, the Company allocates revenue to each deliverable based on its relative selling price which is determined based on its vendor specific objective evidence if available, third party evidence if VSOE is not available, or estimated selling price if neither VSOE nor TPE is available.

The Company's products and services will generally qualify as separate units of accounting under ASC Topic 605. The Company evaluates each deliverable in an arrangement to determine whether it represents a separate unit of accounting. A deliverable constitutes a separate unit of accounting when it has stand-alone value to the customers and if the arrangement includes a customer refund or return right relative to the delivered item, the delivery and performance of the undelivered item is considered probable and substantially in the Company's control. In instances where the aforementioned criteria are not met, the delivered item is combined with the undelivered items and revenue recognition is determined as one single unit.

The Company determines whether its selling price in a multi-element transaction meets the VSOE criteria by using the price charged for a deliverable when sold separately or, if the deliverable is not yet being sold separately, the price established by management having the relevant authority to establish such a price. In instances where the Company is not able to establish VSOE for all deliverables in a multiple element arrangement, which may be due to the Company infrequently selling each element separately, not selling products within a reasonably narrow price range, or only having a limited sales history, the Company attempts to establish TPE for deliverables. The Company determines whether TPE exists by evaluating largely similar and interchangeable competitor products or services in standalone sales to similarly situated customers. However, due to the difficulty in obtaining third party pricing, possible differences in the Company's market strategy from that of its peers and the potential that products and services offered by the Company may contain a significant level of differentiation and/or customization such that the comparable pricing of products with similar functionality cannot be obtained, the Company generally is unable to reliably determine TPE. Based on the selling price hierarchy established by ASU 2009-13, when the Company is unable to establish selling price using VSOE or TPE, the Company will establish an ESP. ESP is the price at which the Company would transact a sale if the product or service were sold on a stand-alone basis. The Company establishes its best estimate of ESP considering internal factors relevant to its pricing practices such as costs and margin objectives, standalone sales prices of similar products, percentage of the fee charged for a primary product or service relative to a related product or service, and customer segment and geography. Additional consideration is also given to market conditions such as competitor pricing strategies and market trend. The Company reviews its determination of VSOE, TPE and ESP on an annual basis or more frequently as needed.

In the MIS segment, revenue attributed to initial ratings of issued securities is recognized when the rating is issued. Revenue attributed to monitoring of issuers or issued securities is recognized ratably over the period in which the monitoring is performed, generally one year. In the case of commercial mortgage-backed securities, structured credit, international residential mortgage-backed and asset-backed securities, issuers can elect to pay all future monitoring fees upfront. These fees are deferred and recognized over the future monitoring periods based on the expected lives of the rated securities, which was approximately 27 years on a weighted average basis at December 31, 2015. At December 31, 2015, 2014 and 2013, deferred revenue related to these securities was approximately $121 million, $107 million and $97 million, respectively.

Multiple element revenue arrangements in the MIS segment are generally comprised of an initial rating and the related monitoring service. In instances where monitoring fees are not charged for the first year monitoring effort, fees are allocated to the initial rating and monitoring services based on the relative selling price of each service to the total arrangement fees. The Company generally uses ESP in determining the selling price for its initial ratings as the Company rarely sells initial ratings separately without providing related monitoring services and thus is unable to establish VSOE or TPE for initial ratings.

MIS estimates revenue for ratings of commercial paper for which, in addition to a fixed annual monitoring fee, issuers are billed quarterly based on amounts outstanding. Revenue is accrued each quarter based on estimated amounts outstanding and is billed when actual data is available. The estimate is determined based on the issuers' most recent reported quarterly data. At December 31, 2015, 2014 and 2013, accounts receivable included approximately $24 million, $22 million and $21 million, respectively, related to accrued commercial paper revenue. Historically, MIS has not had material differences between the estimated revenue and the actual billings. Furthermore, for certain annual monitoring services, fees are not invoiced until the end of the monitoring period, however, revenue is recognized ratably over the monitoring period. At December 31, 2015, 2014 and 2013, accounts receivable included approximately $146.4 million, $127.8 million and $96.7 million, respectively, relating to accrued monitoring service revenue.

In the MA segment, products and services offered by the Company include software licenses and related maintenance, subscriptions, and professional services. Revenue from subscription based products, such as research and data subscriptions and certain software-based credit risk management subscription products, is recognized ratably over the related subscription period, which is principally one year. Revenue from sale of perpetual licenses of credit processing software is generally recognized at the time the product master or first copy is delivered or transferred to and accepted by the customer. Software maintenance revenue is recognized ratably over the annual maintenance period. Revenue from professional services rendered is generally recognized as the services are performed. If uncertainty exists regarding customer acceptance of the product or service, revenue is not recognized until acceptance occurs. A large portion of annual research and data subscriptions as well as annual software maintenance is invoiced in November, December and January of each year.

Products and services offered within the MA segment are sold either stand-alone or together in various combinations. In instances where a multiple element arrangement includes software and non-software deliverables, revenue is allocated to the non-software deliverables and to the software deliverables, as a group, using the relative selling prices of each of the deliverables in the arrangement based on the aforementioned selling price hierarchy. Revenue is recognized for each element based upon the conditions for revenue recognition previously described.

If the arrangement contains more than one software deliverable, the arrangement consideration allocated to the software deliverables as a group is allocated to each software deliverable using VSOE. In the instances where the Company is not able to determine VSOE for all of the deliverables of an arrangement, the Company allocates the revenue to the undelivered elements equal to its VSOE and the residual revenue to the delivered elements. If the Company is unable to determine VSOE for an undelivered element, the Company defers all revenue allocated to the software deliverables until the Company has delivered all of the elements or when VSOE has been determined for the undelivered elements. In cases where software implementation services are considered essential and VSOE of fair value exists for post-contract customer support ("PCS"), once the delivery criteria have been met on the standard software, license and service revenue is recognized on a percentage-of-completion basis as implementation services are performed, while PCS is recognized over the coverage period. If VSOE of fair value does not exist for PCS, once the delivery criteria have been met on the standard software, service revenue is recognized on a zero profit margin basis until essential services are complete, at which point total remaining arrangement revenue is then spread ratably over the remaining PCS coverage period. If VSOE does not exist for PCS at the beginning of an arrangement but is established during implementation, revenue not recognized due to the absence of VSOE will be recognized on a cumulative basis.

Accounts Receivable Allowance

Moody's records an allowance for estimated future adjustments to customer billings as a reduction of revenue, based on historical experience and current conditions. Such amounts are reflected as additions to the accounts receivable allowance. Additionally, estimates of uncollectible accounts are recorded as bad debt expense and are reflected as additions to the accounts receivable allowance. Actual billing adjustments and uncollectible account write-offs are charged against the allowance. Moody's evaluates its accounts receivable allowance by reviewing and assessing historical collection and adjustment experience and the current aging status of customer accounts. Moody's also considers the economic environment of the customers, both from an industry and geographic perspective, in evaluating the need for allowances. Based on its analysis, Moody's adjusts its allowance as considered appropriate in the circumstances. This process involves a high degree of judgment and estimation and could involve significant dollar amounts. Accordingly, Moody's results of operations can be affected by adjustments to the allowance. Management believes that the allowance for uncollectible accounts receivable is adequate to cover anticipated adjustments and write-offs under current conditions. However, significant changes in any of the above factors, or actual write-offs or adjustments that differ from the estimated amounts could impact the Company's consolidated results of operations.

Contingencies

Accounting for contingencies, including those matters described in Note 18 to the consolidated financial statements, is highly subjective and requires the use of judgments and estimates in assessing their magnitude and likely outcome. In many cases, the outcomes of such matters will be determined by third parties, including governmental or judicial bodies. The provisions made in the consolidated financial statements, as well as the related disclosures, represent management's best estimates of the then current status of such matters and their potential outcome based on a review of the facts and in consultation with outside legal counsel where deemed appropriate. The Company regularly reviews contingencies and as new information becomes available may, in the future, adjust its associated liabilities.

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.

The Company's wholly-owned insurance subsidiary insures the Company against certain risks including but not limited to deductibles for worker's compensation, employment practices litigation, employee medical claims and terrorism, for which the claims are not material to the Company. In addition, for claim years 2008 and 2009, the insurance subsidiary insured the Company for defense costs related to professional liability claims. For matters insured by the Company's insurance subsidiary, Moody's records liabilities based on the estimated total claims expected to be paid and total projected costs to defend a claim through its anticipated conclusion. The Company determines liabilities based on an assessment of management's best estimate of claims to be paid and legal defense costs as well as actuarially determined estimates. Defense costs for matters not self-insured by the Company's wholly-owned insurance subsidiary are expensed as services are provided.

For income tax matters, the Company employs the prescribed methodology of Topic 740 of the ASC which requires a company to first determine whether it is more-likely-than-not (defined as a likelihood of more than fifty percent) that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more-likely-than-not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority.

Goodwill and Other Acquired Intangible Assets
On July 31 of each year, Moody's evaluates its goodwill for impairment at the reporting unit level, defined as an operating segment or one level below an operating segment.

The Company has six primary reporting units: two within the Company's ratings business (one for the ICRA business and one that encompasses all of Moody's other ratings operations) and four reporting units within MA: RD&A, ERS, FSTC and Copal Amba. The RD&A reporting unit encompasses the distribution of investor-oriented research and data developed by MIS as part of its ratings process, in-depth research on major debt issuers, industry studies, economic research and commentary on topical events and credit analytic tools. The ERS reporting unit provides products and services that support the credit risk management and regulatory compliance activities of financial institutions, primarily delivered via software that is licensed or sold on a subscription basis. The FSTC reporting unit consists of the portion of the MA business that offers both credit training as well as other professional development training and implementation services. The Copal Amba reporting unit provides outsourced research and analytical services.

The Company evaluates the recoverability of goodwill using a three-step impairment test approach at the reporting unit level. In the first step, the Company assesses various qualitative factors to determine whether the fair value of a reporting unit may be less than its carrying amount. If a determination is made based on the qualitative factors that an impairment does not exist, the Company is not required to perform further testing. If the aforementioned qualitative assessment results in the Company concluding that it is more likely than not that the fair value of a reporting unit may be less than its carrying amount, the fair value of the reporting unit will be determined and compared to its carrying value including goodwill. If the fair value of the reporting unit exceeds the carrying value of the net assets assigned to that unit, goodwill is not impaired and the Company is not required to perform further testing. If the fair value of the reporting unit is less than the carrying value, the Company must perform a third step of the impairment test to determine the implied fair value of the reporting unit's goodwill. The implied fair value of the goodwill is determined based on the difference between the fair value of the reporting unit and the net fair value of the identifiable assets and liabilities of the reporting unit. If the implied fair value of the goodwill is less than its carrying value, the difference is recognized as an impairment charge. For the reporting units where the Company is consistently able to conclude that no impairment exists using only a qualitative approach, the Company's accounting policy is to perform the second step of the aforementioned goodwill impairment assessment at least once every three years. At July 31, 2013, the Company performed the second step of the goodwill impairment test on all reporting units, which resulted in no impairment of goodwill.

At July 31, 2015 the Company performed quantitative assessments of the RD&A, ERS, FSTC, Copal Amba and ICRA reporting units and a qualitative assessment for the remaining reporting unit. The quantitative assessments did not result in the carrying value of the reporting unit exceeding its fair value. The qualitative analysis resulted in the Company determining that it was not more likely than not that the fair value of this reporting unit was less than its carrying amount. The most significant factors in the qualitative assessment were an assessment of actual to projected results and a comparison of projected results in the prior quantitative analysis compared to the reporting unit's current year projection. Additionally, the weighted average cost of capital (WACC) is assessed as well as the impact of various macroeconomic conditions and other factors that could impact future cash flows.

The Company quantitatively tested the RD&A, ERS, FSTC, Copal Amba and ICRA reporting units as of July 31, 2015 due to the factors outlined below:

RD&A – this reporting unit was quantitatively tested to set a new baseline valuation that includes the results of Lewtan, which was acquired in the fourth quarter of 2014.

ERS – this reporting unit was quantitatively tested to set a new baseline valuation to include the results of WebEquity, which was acquired in July 2014 and to reflect significant investments made in the business.

FSTC – this reporting unit was quantitatively tested due to the small amount of excess of fair value of the reporting unit over its net assets in prior years.

Copal Amba – this reporting unit was quantitatively tested due to sales growth trending lower than projected at July 31, 2014 and new management in place since January 2015.

ICRA – this reporting unit was tested quantitatively due to it having a readily available fair value based on its stock price.

Determining the fair value of a reporting unit or an indefinite-lived acquired intangible asset involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates, future economic and market conditions, and appropriate comparable market metrics. However, as these estimates and assumptions are unpredictable and inherently uncertain, actual future results may differ from these estimates. In addition, the Company also makes certain judgments and assumptions in allocating shared assets and liabilities to determine the carrying values for each of its reporting units.

Other assets and liabilities, including applicable corporate assets, are allocated to the extent they are related to the operation of respective reporting units.

Sensitivity Analyses and Key Assumptions for Deriving the Fair Value of a Reporting Unit

The following table identifies the amount of goodwill allocated to each reporting unit as of December 31, 2015 as well as the amount by which the net assets of each reporting unit would exceed the fair value under Step 2 of the goodwill impairment test as prescribed in ASC Topic 350, assuming hypothetical reductions in their fair values as of the date of the last quantitative goodwill impairment assessment for all reporting units. For the RD&A, ERS, FSTC, Copal Amba and ICRA reporting units, the fair value was calculated as of July 31, 2015. For the MIS reporting unit, the fair value was calculated as of July 31, 2013, as there have been no qualitative factors that have resulted in the Company deeming it necessary to perform a quantitative assessment subsequent to this date.

		Sensitivity Analysis			
		Deficit Caused by a Hypothetical Reduction to Fair Value			
	Goodwill	10%	20%	30%	40%
MIS	$ 47.1	$ —	$ —	$ —	$ —
RD&A	178.7	—	—	—	—
ERS	273.4	—	—	—	—
FSTC	80.8	—	—	—	(17.4)
Copal Amba	159.0	—	—	—	(9.1)
ICRA	237.3	—	—	—	—
Totals	$ 976.3	$ —	$ —	$ —	$ (26.5)

Methodologies and significant estimates utilized in determining of the fair value of reporting units:

The following is a discussion regarding the Company's methodology for determining the fair value of its reporting units, excluding ICRA, as of the date of each reporting unit's last quantitative test (July 31, 2015 for RD&A, ERS, FSTC and Copal Amba; July 31, 2013 for the MIS reporting unit.) As ICRA is a publicly traded company in India, the Company was able to observe its fair value based on its market capitalization.

The fair value of each reporting unit, excluding ICRA, was estimated using a discounted cash flow methodology and comparable public company and precedent transaction multiples. The DCF analysis requires significant estimates, including projections of future operating results and cash flows of each reporting unit that is based on internal budgets and strategic plans, expected long-term growth rates, terminal values, weighted average cost of capital and the effects of external factors and market conditions. Changes in these estimates and assumptions could materially affect the estimated fair value of each reporting unit which could result in an impairment charge to reduce the carrying value of goodwill, which could be material to the Company's financial position and results of operations. Moody's allocates newly acquired goodwill to reporting units based on the reporting unit expected to benefit from the acquisition. The Company evaluates its reporting units on an annual basis, or more frequently if there are changes in the reporting structure of the Company due to acquisitions or realignments.

The sensitivity analyses on the future cash flows and WACC assumptions described below are as of the date of last quantitative assessment for each reporting unit. The following discusses the key assumptions utilized in the discounted cash flow valuation methodology that requires significant management judgment:

» *Future cash flow assumptions* : The projections for future cash flows utilized in the models are derived from historical experience and assumptions regarding future growth and profitability of each reporting unit. These projections are consistent with the Company's operating and strategic plan. Cash flows for the five years subsequent to the date of the quantitative goodwill impairment analysis were utilized in the determination of the fair value of each reporting unit. The growth rates assumed a gradual increase in revenue from financial service customers based on a continued improvement in the global economy and capital markets, new customer acquisition and new products. Beyond five years a terminal value was determined using a perpetuity growth rate based on inflation and real GDP growth rates. A sensitivity analysis of the growth rates was performed on all reporting units. For all reporting units, a 10% decrease in the growth rates used would not have resulted in the carrying value of the reporting unit exceeding its respective estimated fair value.

- *WACC* : The WACC is the rate used to discount each reporting unit's estimated future cash flows. The WACC is calculated based on the proportionate weighting of the cost of debt and equity. The cost of equity is based on a risk-free interest rate, an equity risk factor which is derived from public companies similar to the reporting unit and which captures the perceived risks and uncertainties associated with the reporting unit's cash flows. The cost of debt component is calculated as the weighted average cost associated with all of the Company's outstanding borrowings as of the date of the impairment test and was immaterial to the computation of the WACC. The cost of debt and equity is weighted based on the debt to market capitalization ratio of publicly traded companies with similarities to the reporting unit being tested. The WACC for all reporting units ranged from 9% to 12% as of the date of the last quantitative assessment for each reporting unit. Differences in the WACC used between reporting units is primarily due to distinct risks and uncertainties regarding the cash flows of the different reporting units. A sensitivity analysis of the WACC was performed on all reporting units as of the date of the last quantitative goodwill assessment for each reporting unit. For all reporting units, an increase in the WACC of one percentage point would not result in the carrying value of the reporting unit exceeding its fair value.

Amortizable intangible assets are reviewed for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. There were no such events or changes during the year ended December 31, 2015 that would indicate that the carrying amount of amortizable intangible assets in any of the Company's reporting units may not be recoverable. This determination was made based on continued growth, consistent with operating and strategic plans for the reporting unit where the intangible asset resides. Additionally, there were no events or circumstances during the year ended December 31, 2015 that would indicate the need for an adjustment of the remaining useful lives of these amortizable intangible assets.

Pension and Other Retirement Benefits

The expenses, assets and liabilities that Moody's reports for its Retirement Plans are dependent on many assumptions concerning the outcome of future events and circumstances. These significant assumptions include the following:

- future compensation increases, based on the Company's long-term actual experience and future outlook;
- long-term return on pension plan assets, based on historical portfolio results and the expected future average annual return for each major asset class within the plan's portfolio (which is principally comprised of equity and fixed-income investments);
- discount rates, based on current yields on high-grade corporate long-term bonds

The discount rates selected to measure the present value of the Company's benefit obligation for its Retirement Plans as of December 31, 2015 were derived using a cash flow matching method whereby the Company compares each plan's projected payment obligations by year with the corresponding yield on the Citibank pension discount curve. The cash flows by plan are then discounted back to present value to determine the discount rate applicable to each plan.

Moody's major assumptions vary by plan and assumptions used are set forth in Note 12 to the consolidated financial statements. In determining these assumptions, the Company consults with third-party actuaries and other advisors as deemed appropriate. While the Company believes that the assumptions used in its calculations are reasonable, differences in actual experience or changes in assumptions could have a significant effect on the expenses, assets and liabilities related to the Company's Retirement Plans. Additionally, the Company has updated its mortality assumption by adopting the newly released RP-2014 mortality tables and accompanying mortality improvement scale MP-2015 to reflect the latest information regarding future mortality expectations by the Society of Actuaries.

When actual plan experience differs from the assumptions used, actuarial gains or losses arise. Excluding differences between the expected long-term rate of return assumption and actual experience on plan assets, the Company amortizes, as a component of annual pension expense, total outstanding gains or losses over the estimated average future working lifetime of active plan participants to the extent that the gain/loss exceeds 10% of the greater of the beginning-of-year projected benefit obligation or the market-related value of plan assets. For Moody's Retirement Plans, the total actuarial losses as of December 31, 2015 that have not been recognized in annual expense are $138.5 million, and Moody's expects to recognize a net periodic expense of $10.5 million in 2016 related to the amortization of actuarial losses.

For Moody's funded U.S. pension plan, the differences between the expected long-term rate of return assumption and actual experience could also affect the net periodic pension expense. As permitted under ASC Topic 715, the Company spreads the impact of asset experience over a five-year period for purposes of calculating the market-related value of assets that is used in determining the expected return on assets' component of annual expense and in calculating the total unrecognized gain or loss subject to amortization. As of December 31, 2015, the Company has an unrecognized asset loss of $10.5 million, of which $0.7 million will be recognized in the market-related value of assets that is used to calculate the expected return on assets' component of 2017 expense.

The table below shows the estimated effect that a one percentage-point decrease in each of these assumptions will have on Moody's 2016 operating income. These effects have been calculated using the Company's current projections of 2016 expenses, assets and liabilities related to Moody's Retirement Plans, which could change as updated data becomes available.

	Assumption Used for 2016	Estimated Impact on 2016 Operating Income (Decrease)/Increase
Weighted Average Discount Rates*	4.04%/4.00%	$ (11.4)
Weighted Average Assumed Compensation Growth Rate	3.74%	$ 2.2
Assumed Long-Term Rate of Return on Pension Assets	6.10%	$ (2.8)

* Weighted average discount rates of 4.04% and 4.00% for pension plans and Other Retirement Plans, respectively.

Based on current projections, the Company estimates that expenses related to Retirement Plans will be $35.5 million in 2016 compared with $40.8 million in 2015. The expected expense decrease in 2016 reflects the effects of lower benefit obligations primarily due to higher discount rate assumptions, lower amortization of actuarial losses, and a higher assumed long term rate of return on pension assets.

Stock-Based Compensation

The Company records compensation expense for all share-based payment award transactions granted to employees based on the fair value of the equity instrument at the time of grant. This includes stock options and restricted stock. The fair value of each stock option award is estimated on the date of grant using the Black-Scholes option pricing model that uses assumptions and estimates that the Company believes are reasonable. Some of the assumptions and estimates, such as share price volatility and expected option holding period, are based in part on Moody's experience during the period since becoming a public company. The use of different assumptions and estimates in the Black-Scholes option pricing model could produce materially different estimated fair values for option awards and related expense.

An increase in the following assumptions would have had the following estimated effect on operating income in 2015 (dollars in millions):

	Assumption Used for 2011-2015 employee stock options	Increase in Assumption	Estimated impact on Operating Income in 2015 Increase/(Decrease)
Average Expected Dividend Yield	1.3% - 2.0%	0.1%	$ 0.1
Average Expected Share Price Volatility	39.1% - 48.7%	5%	$ (1.2)
Expected Option Holding Period	5.6 - 7.6 years	1.0 year	$ (0.5)

Income Taxes

The Company is subject to income taxes in the U.S. and various foreign jurisdictions. The Company's tax assets and liabilities are affected by the amounts charged for services provided and expenses incurred as well as other tax matters such as intercompany transactions. The Company accounts for income taxes under the asset and liability method in accordance with ASC Topic 740. Therefore, income tax expense is based on reported income before income taxes, and deferred income taxes reflect the effect of temporary differences between the amounts of assets and liabilities that are recognized for financial reporting purposes and the amounts that are recognized for income tax purposes.

The Company is subject to tax audits in various jurisdictions which involve Legacy Tax and other tax matters. The Company regularly assesses the likely outcomes of such audits in order to determine the appropriateness of liabilities for UTPs. The Company classifies interest related to income taxes as a component of interest expense in the Company's consolidated financial statements and associated penalties, if any, as part of other non-operating expenses.

For UTPs, ASC Topic 740 requires a company to first determine whether it is more-likely-than-not (defined as a likelihood of more than fifty percent) that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more-likely-than-not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority. As the determination of liabilities related to UTPs and associated interest and penalties requires significant estimates to be made by the Company, there can be no assurance that the Company will accurately predict the outcomes of these audits, and thus the eventual outcomes could have a material impact on the Company's operating results or financial condition.

For certain of its non-U.S. subsidiaries, the Company has deemed the undistributed earnings relating to these subsidiaries to be indefinitely reinvested within its foreign operations. Accordingly, the Company has not provided deferred income taxes on these indefinitely reinvested earnings. It is not practicable to determine the amount of deferred taxes that might be required to be provided if such earnings were distributed in the future due to complexities in the tax laws and in the hypothetical calculations that would have to be made.

Other Estimates
In addition, there are other accounting estimates within Moody's consolidated financial statements, including recoverability of deferred tax assets, anticipated dividend distributions from non-U.S. subsidiaries and valuation of investments in affiliates. Management believes the current assumptions and other considerations used to estimate amounts reflected in Moody's consolidated financial statements are appropriate. However, if actual experience differs from the assumptions and other considerations used in estimating amounts reflected in Moody's consolidated financial statements, the resulting changes could have a material adverse effect on Moody's consolidated results of operations or financial condition.

See Note 2 to the consolidated financial statements for further information on significant accounting policies that impact Moody's.

REPORTABLE SEGMENTS

The Company is organized into two reportable segments at December 31, 2015: MIS and MA.

The MIS segment is comprised primarily of all of the Company's ratings operations. The MIS segment consists of five lines of business – 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 financial instruments pricing service operations in the Asia-Pacific region.

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.

In December 2013, a subsidiary of the Company acquired Amba, a provider of investment research and quantitative analytics for global financial institutions. Amba is part of the MA reportable segment and its revenue is included in the PS LOB. In June 2014, a subsidiary of the Company acquired a controlling stake in ICRA, a leading provider of credit ratings and research in India. ICRA is part of the MIS reportable segment and its ratings revenue is included in the respective ratings LOBs of MIS while its non-ratings revenue is included in the MIS Other LOB. In July 2014, a subsidiary of the Company acquired WebEquity, a leading provider of cloud-based loan origination solutions for financial institutions. WebEquity is part of the MA reporting segment and its revenue is included in the ERS LOB. In October 2014, the Company acquired Lewtan, a leading provider of analytical tools and data for the global structured finance market. Lewtan is part of the MA reportable segment and its revenue is included in the RD&A LOB.

Pursuant to the acquisition of ICRA, the Company realigned certain components of its reportable segments in the fourth quarter of 2014. This realignment resulted in the creation of the MIS Other LOB which now consists of non-ratings revenue from ICRA as well as certain research and financial instruments pricing revenue in the Asia-Pacific region which was previously reported in the RD&A LOB of MA. These businesses are all managed by MIS and the expenses from these operations will be included in the MIS reportable segment. All prior period results for both MIS and MA have been restated to reflect this realignment and the impact of the realignment was not significant to MIS's or MA's previously reported results.

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 which exclusively benefit one segment are fully charged to that segment. Additionally, overhead costs and corporate expenses of the Company which benefit both segments are generally 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.

RESULTS OF OPERATIONS

Year ended December 31, 2015 compared with year ended December 31, 2014

Executive Summary

- Moody's revenue in 2015 totaled $3,484.5 million, an increase of $150.2 million, or 5%, compared to 2014. Excluding the unfavorable impact of changes in FX translation rates, primarily due to the strengthening of the U.S. dollar to the euro, British pound and Canadian dollar, revenue increased 9% over the prior year reflecting growth in both reportable segments despite challenging market conditions in 2015. The following discussion of MIS and MA revenue excludes intersegment revenue.
  - MIS revenue was 3% higher compared to the prior year. Excluding the impact from unfavorable changes in FX translation rates, MIS revenue grew 8% over the prior year. This growth primarily reflects benefits from changes in the mix of fee type, new fee initiatives and certain pricing increases as well as increases in rated issuance volumes for investment-grade corporate debt. Additionally, higher U.S. PFG refunding volumes and higher U.S. banking-related issuance contributed to the growth. Furthermore, there were increases across most SFG asset classes in the U.S. and EMEA, as well as revenue from the ICRA Acquisition. These increases were partially offset by declines in bank loan revenue in the U.S. and EMEA, lower speculative-grade corporate debt revenue in EMEA and an approximate $102 million unfavorable impact due to changes in FX rates.
  - MA revenue grew 8% compared to the prior year reflecting growth in ERS and RD&A partially offset by declines in PS. Excluding the impact from unfavorable changes in FX translation rates, MA revenue grew 12%. Revenue growth in ERS was primarily due to increases across most product offerings with particular strength in the credit assessment and origination business. Additionally, the acquisition of WebEquity in the third quarter of 2014 also contributed to ERS growth. In RD&A, revenue growth was primarily driven by credit research and licensing of ratings data as well as revenue from the acquisition of Lewtan. The decline in PS reflected the Company's exiting certain Copal Amba product lines late in 2014 as well as attrition outpacing sales growth at Copal Amba. The 2015 MA revenue included an unfavorable impact of approximately $47 million due to unfavorable changes in FX translation rates.
- Total expenses increased $115.9 million compared to the prior year reflecting:
  - higher compensation costs of approximately $59 million primarily relating to headcount growth and annual compensation increases. Partially offsetting this increase was a decrease in incentive compensation reflecting lower achievement against full-year targeted results in 2015 compared to 2014.
  - non-compensation expenses increased approximately $39 million compared to 2014 reflecting higher costs related to the Company's investment in IT and other operational infrastructure and higher rent and occupancy costs. Additionally, the increase reflects higher variable costs correlated with business growth.
  - higher D&A of $17.9 million reflecting amortization of intangible assets from acquisitions as well as higher depreciation reflecting an increase in capital expenditures to support IT infrastructure and business growth.
  - The increase in both compensation and non-compensation expenses reflects operating costs from the 2014 acquisitions of ICRA, WebEquity and Lewtan.
- Operating income of $1,473.4 million increased $34.3 million compared to 2014 and resulted in an operating margin of 42.3% compared to 43.2% in the prior year. Adjusted Operating Income of $1,586.9 million in 2015 increased $52.2 million compared to 2014, resulting in an Adjusted Operating Margin of 45.5% compared to 46.0% in the prior year period. The decrease in margins is due to continued investment in the Company's operations, the acquisition of companies that operate at a margin below Moody's historical margin as well as the impact of FX translation. Unfavorable changes in FX translation rates negatively impacted operating income and Adjusted Operating Income by approximately $76 million and $79 million, respectively.
- Non-operating income (expense), net was ($93.8) million compared to net non-operating income of $21.9 million in 2014. The change reflects the $102.8 million ICRA Gain in the prior year and smaller FX gains in 2015.
- The ETR remained flat compared to 2014. The 2015 ETR includes a benefit relating to a state tax ruling and a change in local tax law relating to income apportionment as well as the resolution of certain domestic and international tax matters. The 2014 ETR reflects a benefit from the favorable resolution of an international tax matter.
- Diluted EPS of $4.63 in 2015, which included a $0.03 benefit from a Legacy Tax Matter, increased $0.02 over 2014, which included $0.37 for the ICRA Gain as well as a $0.03 benefit from a Legacy Tax Matter. Excluding the benefit from the Legacy Tax Matter in both years as well as the ICRA Gain in 2014, Non-GAAP Diluted EPS in 2015 of $4.60 was $0.39 higher than 2014 Non-GAAP Diluted EPS of $4.21. The increase in both diluted EPS and non-GAAP diluted EPS benefited from a 5.3% reduction in diluted weighted average shares outstanding due to treasury share repurchases under the Company's Board authorized share repurchase program partially offset by shares issued under the employee stock-based compensation programs.

Moody's Corporation

	Year ended December 31, 2015	2014	% Change Favorable (Unfavorable)
Revenue:			
United States	$ **2,009.0**	$ 1,814.5	11%
International:			
EMEA	**882.3**	952.8	(7%)
Asia-Pacific	**364.2**	338.3	8%
Americas	**229.0**	228.7	—
Total International	**1,475.5**	1,519.8	(3%)
Total	**3,484.5**	3,334.3	5%
Expenses:			
Operating	**976.3**	930.3	(5%)
SG&A	**921.3**	869.3	(6%)
Depreciation and amortization	**113.5**	95.6	(19%)
Total	**2,011.1**	1,895.2	(6%)
Operating income	$ **1,473.4**	$ 1,439.1	2%
Adjusted Operating Income (1)	$ **1,586.9**	$ 1,534.7	3%
Interest expense, net	$ **(115.1)**	$ (116.8)	1%
Other non-operating income, net	$ **21.3**	$ 35.9	(41%)
ICRA Gain	$ **—**	$ 102.8	(100%)
Non-operating income (expense), net	$ **(93.8)**	$ 21.9	NM
Net income attributable to Moody's	$ **941.3**	$ 988.7	(5%)
Diluted EPS attributable to Moody's common shareholders	$ **4.63**	$ 4.61	—
Non-GAAP EPS attributable to Moody's common shareholders (1)	$ **4.60**	$ 4.21	9%
Operating margin	**42.3%**	43.2%	
Adjusted Operating Margin (1)	**45.5%**	46.0%	

(1) Adjusted Operating Income, Adjusted Operating Margin and Non-GAAP EPS attributable to Moody's common shareholders 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:

	December 31, 2015	2014	% Change
United States	**3,365**	3,138	7%
International	**7,005**	6,746	4%
Total	**10,370**	9,884	5%

Global revenue of $3,484.5 million in 2015 increased $150.2 million, or 5%, compared to 2014. Excluding the unfavorable impact from changes in FX translation rates, global revenue increased 9% compared to prior year and reflected growth in both reportable segments. Transaction revenue accounted for 50% of global MCO revenue in both 2015 and 2014.

The MIS revenue increase reflected changes in the mix of fee type, new fee initiatives and certain pricing increases, primarily in the U.S., coupled with growth in rated issuance volumes for investment-grade corporate debt and higher U.S. PFG refunding volumes. The growth also reflects increases across all asset classes within SFG and higher banking revenue coupled with revenue from the ICRA Acquisition. These increases were partially offset by an approximate $102 million unfavorable impact due to changes in FX rates as well as declines in rated issuance volumes for high-yield corporate debt and bank loans.

The growth in MA reflects higher revenue in RD&A and ERS partially offset by decreases in PS revenue. The increase in RD&A was primarily driven by growth from sales of credit research and licensing of ratings data. The growth in ERS reflects increases in all product offerings, with particular strength in the credit assessment and origination business. The 2014 acquisitions of Lewtan and WebEquity also contributed to growth in RD&A and ERS, respectively. Partially offsetting these increases in MA was an approximate $47 million unfavorable impact due to changes in FX translation rates.

U.S. revenue of $2,009.0 million in 2015 increased $194.5 million over the prior year, reflecting changes in the mix of fee type, new fee initiatives and certain pricing increases within MIS, growth in rated issuance volumes for investment-grade corporate debt, higher PFG refunding volumes and revenue increases in most asset classes in SFG. The growth also reflects increases across all MA LOBs. These increases were partially offset by declines in bank loan rated issuance compared to the prior year.

Non-U.S. revenue decreased $44.3 million from 2014, reflecting an approximate $146 million unfavorable impact from changes in FX translation rates coupled with declines in high-yield corporate debt and bank loan issuance in EMEA as well as a revenue decline in PS. These declines were partially offset by increases in RD&A and ERS revenue in all regions within MA as well as growth across most asset classes within SFG in EMEA.

Operating expenses were $976.3 million in 2015 and increased $46.0 million from 2014 due to an approximate $33 million and $13 million increase in compensation and non-compensation costs, respectively. The increase in compensation costs reflected higher expenses resulting from the impact of annual compensation increases as well as higher headcount due to business growth and from acquisitions. Additionally, higher pension costs contributed to the compensation expense growth reflecting a lower discount rate used to measure expense and the use of a new mortality table. These increases were partially offset by a decrease in incentive compensation reflecting lower achievement against full-year targeted results compared to the prior year. The increase in non-compensation expenses reflected higher costs to support various IT and other operational enhancement projects, higher variable costs to support business growth and expenses from the ICRA, WebEquity and Lewtan acquisitions in the second half of 2014. The changes above include a favorable impact relating to changes in FX translation rates compared to the prior year.

SG&A expenses of $921.3 million in 2015 increased $52.0 million compared to the prior year period reflecting higher compensation and non-compensation expenses of approximately $27 million and $25 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 acquisitions. Additionally, higher pension costs contributed to the compensation expense growth reflecting a lower discount rate used to measure expense and the use of a new mortality table. These increases were partially offset by a decrease in incentive compensation reflecting lower achievement against full-year targeted results compared to the prior year. The increase in non-compensation expenses reflects higher costs to support various IT and other operational enhancement projects as well as higher rent and occupancy costs reflecting various real estate projects worldwide. Additionally, the increase reflects non-compensation expenses from the ICRA, WebEquity and Lewtan acquisitions in the second half of 2014. The increases above include a favorable impact relating to changes in FX translation rates compared to the prior year.

D&A increased $17.9 million reflecting amortization of intangible assets from acquisitions as well as higher depreciation reflecting an increase in capital expenditures to support IT infrastructure and business growth.

Operating income of $1,473.4 million increased $34.3 million from 2014. Adjusted Operating Income was $1,586.9 million in 2015 and increased $52.2 million compared to 2014. Operating margin decreased 90 BPS compared to 2014. Adjusted Operating Margin in 2015 of 45.5% decreased 50 BPS compared to the prior year. The decrease in operating margin and Adjusted Operating Margin is primarily due to continued investment in the Company's operations as well as the acquisition of companies that operate at a margin below Moody's historical margin and FX translation. Unfavorable changes in FX translation rates negatively impacted operating income and Adjusted Operating Income by approximately $76 million and $79 million, respectively.

Interest income (expense), net in 2015 was ($115.1) million, or flat compared to 2014 reflecting higher interest on borrowings due to the issuance of the 2014 Senior Notes (5-Year) and 2014 Senior Notes (30-Year) in July 2014 as well as the issuance of the 2015 Senior Notes and additional issuance under the 2014 Senior Notes (30-Year) in 2015. These increases were offset by $11 million in net costs (net of a gain on the termination of an interest rate swap) related to the early repayment of the Series 2005-1 Notes in 2014.

Other non-operating income (expense), net was $21.3 million in 2015, a $14.6 million decrease in income compared to 2014. The decrease primarily reflects FX gains of $20.3 million in 2014 which was primarily due to strengthening of the U.S. dollar relative to the euro and British pound for certain U.S. dollar denominated assets held in international jurisdictions. The FX gains in 2015 were not significant.

The $102.8 million ICRA Gain related to a fair value remeasurement of the Company's previously held equity investment in ICRA which occurred in connection with Moody's acquiring a controlling stake in ICRA on June 26, 2014.

The Company's ETR was 31.2% in 2015, or flat compared to 2014. The 2015 ETR includes a benefit relating to a state tax ruling and a change in local tax law relating to income apportionment as well as the resolution of certain domestic and international tax matters. The 2014 ETR reflects a benefit from the favorable resolution of an international tax matter.

Net Income in 2015, which included a $6.4 million benefit related to the aforementioned Legacy Tax Matter, was $941.3 million, or $4.63 per diluted share. This is a decrease of $47.4 million compared to 2014, which included $78.5 million for the ICRA Gain as well as a $6.4 million benefit related to a Legacy Tax Matter. However, Diluted EPS was up $0.02 reflecting benefits from a 5.3% reduction in diluted weighted average shares outstanding due to treasury share repurchases under the Company's Board authorized share repurchase program partially offset by shares issued under the employee stock-based compensation programs. Excluding the $0.37 ICRA Gain in 2014 and benefits from Legacy Tax Matters in both years, Non-GAAP Diluted EPS of $4.60 in 2015 was $0.39 higher than Non-GAAP Diluted EPS of $4.21 in the prior year.

SEGMENT RESULTS

Moody's Investors Service

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

	Year ended December 31, 2015	Year ended December 31, 2014	% Change Favorable (Unfavorable)
Revenue:			
Corporate finance (CFG)	**$ 1,112.7**	$ 1,109.3	—
Structured finance (SFG)	**449.1**	426.5	5%
Financial institutions (FIG)	**365.6**	354.7	3%
Public, project and infrastructure finance (PPIF)	**376.4**	357.3	5%
Total ratings revenue	**2,303.8**	2,247.8	2%
MIS Other	**30.4**	18.0	69%
Total external revenue	**2,334.2**	2,265.8	3%
Intersegment royalty	**93.5**	87.6	7%
Total MIS Revenue	**2,427.7**	2,353.4	3%
Expenses:			
Operating and SG&A (external)	**1,107.2**	1,062.9	(4%)
Operating and SG&A (intersegment)	**13.1**	13.3	2%
Adjusted Operating Income	**1,307.4**	1,277.2	2%
Depreciation and amortization	**66.0**	49.4	(34%)
Operating income	**$ 1,241.4**	$ 1,227.8	1%
Adjusted Operating Margin	**53.9%**	54.3%	
Operating margin	**51.1%**	52.2%	

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

Global MIS revenue of $2,334.2 million in 2015 increased $68.4 million, or 3%, compared to 2014. Excluding unfavorable changes in FX translation rates, MIS revenue grew 8% over the prior year and reflected growth across all LOBs. Transaction revenue for MIS was 61% in both 2015 and 2014.

In the U.S., revenue was $1,474.3 million in 2015, an increase of $133.3 million compared to 2014 reflecting changes in the mix of fee type, new fee initiatives and certain pricing increases coupled with growth in rated issuance volumes for investment-grade corporate debt and higher public finance refunding volumes. The increase also reflects growth across most asset classes in SFG coupled with higher banking revenue. These increases were partially offset by lower rated issuance volumes for bank loans compared to the prior year.

Non-U.S. revenue was $859.9 million in 2015, a decrease of $64.9 million compared to 2014. Excluding unfavorable changes in FX translation rates, revenue grew 4% over the prior year reflecting the favorable impact of changes in the mix of fee type, new fee initiatives and certain pricing increases, higher investment-grade revenue in EMEA, growth across most asset classes within SFG in EMEA and revenue from the ICRA Acquisition. Partially offsetting these increases was lower revenue from rating high-yield corporate debt and bank loans as well as lower indicative ratings revenue in the EMEA region. Additionally, there was an approximate $99 million unfavorable impact relating to changes in FX translation rates.

Global CFG revenue of $1,112.7 million in 2015 was flat compared to 2014. Excluding unfavorable changes in FX translation rates, revenue grew 4% over the prior year primarily due to the benefits from changes in the mix of fee type, new fee initiatives and certain pricing increases, primarily in the U.S. as well as higher rated issuance volumes for investment-grade corporate debt in the U.S. The growth in rated issuance volumes for investment-grade corporate debt, which was more pronounced in the first half of 2015, reflects an increase in M&A activity and continued favorable market conditions for much of the year. Additionally, revenue from the ICRA Acquisition and higher monitoring fees reflecting growth in the number of outstanding rated issuances contributed to the increase over the prior year. These increases were partially offset by a decline in bank loan issuance in the U.S. and EMEA as banks reduced supply to adhere more closely to the U.S. Shared National Credit Program regarding highly leveraged transactions. The increases were also partially offset by declines in high-yield corporate debt across all non-U.S. regions reflecting widening credit spreads in this sector resulting from weak commodity prices coupled with current macroeconomic uncertainties in emerging markets. Additionally, there was an approximate $41 million unfavorable impact from changes in FX translation rates compared to the prior year. Transaction revenue represented 69% of total CFG revenue in 2015, compared to 70% in the prior year period. In the U.S., revenue in 2015 was $752.9 million, or $65.6 million higher than the prior year. Internationally, revenue of $359.8 million in the 2015 decreased $62.2 million compared to the prior year.

Global SFG revenue of $449.1 million in 2015 increased $22.6 million, or 5%, compared to 2014. Excluding the unfavorable impact of FX translation rates, SFG revenue grew 10% reflecting an increase in U.S. CMBS issuance primarily due to higher refinancing activity resulting from a large volume of maturing instruments in 2015 coupled with larger sized deals being rated. The growth also reflects higher U.S. RMBS revenue resulting from an increase in deals rated and improved market coverage over the prior year. Furthermore, there was an increase in covered bond issuance in EMEA as well as benefits from the favorable impact of changes in the mix of fee type, new fee initiatives and certain pricing increases. Partially offsetting these increases was an approximate $22 million unfavorable impact reflecting changes in FX translation rates compared to the prior year. Transaction revenue was 64% of total SFG revenue in 2015 compared to 62% in the prior year. In the U.S., revenue of $311.5 million increased $28.6 million compared to 2014. Non-U.S. revenue in 2015 of $137.6 million decreased $6.0 million from the prior year.

Global FIG revenue of $365.6 million in 2015 increased $10.9 million, or 3%, compared to 2014. Excluding the unfavorable impact of changes in FX translation rates, FIG revenue grew 10% due to changes in the mix of fee type, new fee initiatives and pricing increases. Additionally, the growth reflects higher rated issuance volumes in the U.S. banking sector reflecting issuers taking advantage of favorable market conditions for much of the year as well as revenue from the ICRA Acquisition. These increases were partially offset by an approximate $24 million unfavorable impact from changes in FX translation rates. Transaction revenue was 37% of total FIG revenue in 2015 compared to 35% in the prior year. In the U.S., revenue of $156.4 million increased $15.2 million compared to the prior year. Internationally, revenue was $209.2 million in 2015, or down $4.3 million compared to 2014.

Global PPIF revenue was $376.4 million in 2015 and increased $19.1 million, or 5%, compared to 2014. Excluding the impact of unfavorable changes in FX translation rates, PPIF revenue grew 10% reflecting higher U.S. public finance refunding volumes due to continued low benchmark interest rates as well as the favorable impact of changes in the mix of fee type, new fee initiatives and certain pricing increases. These increases were partially offset by lower U.S. infrastructure finance revenue compared to a strong prior year comparative period as well as an approximate $15 million unfavorable impact from changes in FX translation rates. Transaction revenue was 60% of total PPIF revenue in 2015 compared to 58% in the prior year. In the U.S., revenue in 2015 was $244.7 million and increased $18.5 million compared to 2014. Outside the U.S., PPIF revenue was flat compared to 2014.

Global MIS Other revenue was $30.4 million in 2015 and increased $12.4 million, or 69% compared to 2014. The increase primarily reflects a full year of ICRA non-ratings revenue in 2015 compared to just one quarter of revenue in 2014.

Operating and SG&A expenses in 2015 increased $44.3 million compared to 2014 reflecting an increase in compensation and non-compensation costs of $20 million and $24 million, respectively. The increase in compensation reflects annual merit increases, headcount growth in the ratings LOBs as well as in support areas such as IT, finance and human resources for which the costs are allocated to each segment based on a revenue-split methodology. These increases were partially offset by decreases in incentive compensation costs reflecting lower achievement against full-year targeted results compared to the prior year. The increase in non-compensation expenses reflects higher costs to support various IT and operational enhancement projects and higher variable costs correlated with business growth. Also, there were higher rent and occupancy costs for various global real estate expansion projects. The increase in both compensation and non-compensation expenses also reflects the acquisition of ICRA in the second half of 2014. Changes in FX translation rates had an approximate $42 million favorable impact on MIS operating expenses compared to the prior year.

Adjusted Operating Income and operating income in 2015 were $1,307.4 million and $1,241.4 million, respectively, and increased $30.2 million and $13.6 million, respectively, compared to 2014. Adjusted Operating Margin and operating margin were 53.9% and 51.1%, respectively, or 40 BPS and 110 BPS lower than the prior year, respectively. Adjusted Operating Income and operating income both include intersegment revenue and expense.

Moody's Analytics

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

	Year ended December 31, 2015	2014	% Change Favorable (Unfavorable)
Revenue:			
Research, data and analytics (RD&A)	**$ 626.4**	$ 571.8	10%
Enterprise risk solutions (ERS)	**374.0**	328.5	14%
Professional services (PS)	**149.9**	168.2	(11%)
Total external revenue	**1,150.3**	1,068.5	8%
Intersegment revenue	**13.1**	13.3	(2%)
Total MA Revenue	**1,163.4**	1,081.8	8%
Expenses:			
Operating and SG&A (external)	**790.4**	736.7	(7%)
Operating and SG&A (intersegment)	**93.5**	87.6	(7%)
Adjusted Operating Income	**279.5**	257.5	9%
Depreciation and amortization	**47.5**	46.2	(3%)
Operating income	**$ 232.0**	$ 211.3	10%
Adjusted Operating Margin	**24.0%**	23.8%	
Operating margin	**19.9%**	19.5%	

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

Global MA revenue increased $81.8 million, or 8%, compared to 2014. Excluding the unfavorable changes in FX translation rates, MA revenue grew 12% reflecting growth in RD&A and ERS which included revenue from the acquisitions of Lewtan and WebEquity, respectively. Recurring revenue comprised 74% and 73% of total MA revenue in 2015 and 2014, respectively.

In the U.S., revenue of $534.7 million in 2015 increased $61.2 million, and reflected growth in RD&A and ERS, which included revenue from Lewtan and WebEquity, respectively.

International revenue of $615.6 million in 2015 was $20.6 million higher than in 2014 reflecting growth in all regions within RD&A and ERS partially offset by an approximate $47 million unfavorable impact from changes in FX translation rates.

Global RD&A revenue of $626.4 million, which comprised 54% of total external MA revenue in both 2015 and 2014, increased $54.6 million, or 10%, over the prior year period. Excluding the unfavorable impact of FX translation rates, RD&A revenue grew 14% compared to the prior year. The growth over the prior year was most notable in the U.S. and EMEA, primarily due to strong sales of credit research, licensing of ratings data and economic analysis and data. The acquisition of Lewtan in late 2014 also contributed to growth over the prior year. In the U.S., revenue of $351.9 million increased $45.1 million compared to 2014. Internationally, revenue increased $9.5 million compared to the prior year and included an approximate $24 million unfavorable impact relating to unfavorable changes in FX translation rates.

Global ERS revenue of $374.0 million in 2015 increased $45.5 million, or 14%, over 2014. Excluding the unfavorable impact of changes in FX translation rates, ERS revenue grew 19%. This growth reflects increases across all product offerings with particular strength in the credit assessment and origination business which included revenue recognized internationally from a large software implementation engagement for which VSOE for the annual software maintenance was established near the conclusion of the project. Additionally, the acquisition of WebEquity contributed to the revenue growth. 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 $131.2 million increased $21.1 million compared to 2014. Internationally, revenue of $242.8 million increased $24.4 million compared to the prior year and included an approximate $17 million unfavorable impact relating to changes in FX translation rates.

Revenue from PS was $149.9 million and decreased $18.3 million, or 11%, from 2014. Excluding the unfavorable impact from changes in FX translation rates, PS revenue declined 7% primarily due to the Company exiting certain Copal Amba product lines late in 2014 as well as attrition outpacing sales growth at Copal Amba as global banks adjusted their business activities. In the U.S., revenue of $51.6 million decreased $5.0 million compared to 2014. Internationally, revenue decreased $13.3 million compared to the prior year and included an approximate $6 million unfavorable impact reflecting changes in FX translation rates.

Operating and SG&A expenses in 2015 increased $53.7 million compared to 2014. The expense growth reflects an approximate $39 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 to each segment based on a revenue- split methodology. Headcount from the acquisitions of WebEquity and Lewtan as well as annual merit increases also contributed to the compensation expense growth. Non-compensation expenses increased approximately $15 million due to higher costs for continued investment in IT infrastructure as well as costs related to ERS product development and project delivery. Also, the expense growth reflected additional non-compensation costs related to the acquisitions of WebEquity and Lewtan. Changes in FX translation rates had an approximate $29 million favorable impact on MA operating expenses in 2015 compared to the prior year.

Adjusted Operating Income was $279.5 million in 2015 and increased $22.0 million compared to the same period in 2014. Operating income of $232.0 million in 2015 increased $20.7 million compared to the same period in 2014. Adjusted Operating Margin in 2015 was 24.0%, up 20 BPS from 2014. Operating margin was 19.9% in 2015, up 40 BPS from the prior year. Adjusted operating income and operating income both include intersegment revenue and expense.

Year ended December 31, 2014 compared with year ended December 31, 2013

Executive Summary

» Moody's revenue in 2014 totaled $3,334.3 million, an increase of $361.8 million compared to 2013 and reflected growth in both MIS and MA. The following discussion of MIS and MA revenue excludes intersegment revenues.

  » MIS revenue was 9% higher compared to the prior year. The growth primarily reflects benefits from changes in the mix of fee type, new fee initiatives and certain pricing increases as well as higher rated issuance volumes for investment-grade corporate debt, CLOs and bank loans. The growth also reflects higher monitoring fees across all regions. These increases were partially offset by declines in rated issuance volumes in high-yield corporate debt as well as banking-related revenue in the U.S.

  » MA revenue grew 19% compared to the prior year and reflected growth across all LOBs. The increase in RD&A revenue, which was most notable in the U.S. and EMEA, was primarily due to increases in credit research, licensing of ratings data and economic analysis and data. The increase in ERS revenue was primarily due to growth across nearly all product offerings, most notably in the asset-liability and capital solution, credit origination, insurance and stress testing business. PS revenue increased 42% primarily reflecting the acquisition of Amba in the fourth quarter of 2013.

» Total expenses increased $157.3 million compared to the prior year reflecting:

  » higher compensation costs of approximately $155 million primarily relating to headcount growth (both organic and from acquisitions) and annual compensation increases coupled with higher incentive compensation reflecting higher achievement against full-year targeted results in 2014 compared to 2013.

  » non-compensation expenses were flat compared to 2013 with higher rent and occupancy costs, higher costs related to the Company's investment in IT infrastructure and higher variable costs correlated with business growth and from acquisitions being offset by a litigation settlement charge in the prior year.

» Operating income of $1,439.1 million increased $204.5 million compared to 2013 and resulted in an operating margin of 43.2%, compared to 41.5% in the prior year. Adjusted Operating Income of $1,534.7 million in 2014 increased $206.7 million compared to 2013, resulting in an Adjusted Operating Margin of 46.0% compared to 44.7% in the prior year period. Both the operating margin and Adjusted Operating Margin in 2013 included the aforementioned litigation settlement charge.

» Non-operating income (expense), net was $21.9 million compared to net expense of ($65.3) million in 2013. The change reflects the $102.8 million ICRA Gain and FX gains relating to the strengthening of the U.S. dollar to the euro and British pound partially offset by higher interest expense reflecting additional long-term debt issued by the Company in 2014.

» The ETR increased 90bps compared to 2013 primarily due to a greater legacy tax settlement in 2013, as well as a tax benefit in 2013 related to retroactive tax legislation.

» Diluted EPS of $4.61 in 2014, which included $0.37 for the ICRA Gain as well as a $0.03 benefit from a Legacy Tax Matter, increased $1.01 over 2013, which included a $0.14 charge related to the aforementioned litigation settlement and a $0.09 benefit from a Legacy Tax Matter. Excluding the ICRA Gain and litigation settlement charge in 2014 and 2013, respectively, and the benefit from the Legacy Tax Matters in both years, Non-GAAP Diluted EPS in 2014 of $4.21 was $0.56 higher than 2013 Non-GAAP Diluted EPS of $3.65.

Moody's Corporation

	Year ended December 31, 2014	2013	% Change Favorable (Unfavorable)
Revenue:			
United States	$ **1,814.5**	$ 1,626.5	12%
International:			
EMEA	**952.8**	862.8	10%
Asia-Pacific	**338.3**	286.1	18%
Americas	**228.7**	197.1	16%
Total International	**1,519.8**	1,346.0	13%
Total	**3,334.3**	2,972.5	12%
Expenses:			
Operating	**930.3**	822.4	(13%)
SG&A	**869.3**	822.1	(6%)
Depreciation and amortization	**95.6**	93.4	(2%)
Total	**1,895.2**	1,737.9	(9%)
Operating income	$ **1,439.1**	$ 1,234.6	17%
Adjusted Operating Income (1)	$ **1,534.7**	$ 1,328.0	16%
Interest expense, net	$ **(116.8)**	$ (91.8)	(27%)
Other non-operating income, net	$ **35.9**	$ 26.5	35%
ICRA Gain	$ **102.8**	$ —	NM
Non-operating income (expense), net	$ **21.9**	$ (65.3)	134%
Net income attributable to Moody's	$ **988.7**	$ 804.5	23%
Diluted EPS attributable to Moody's common shareholders	$ **4.61**	$ 3.60	28%
Non-GAAP EPS attributable to Moody's common shareholders (1)	$ **4.21**	$ 3.65	15%
Operating margin	**43.2%**	41.5%	
Adjusted Operating Margin (1)	**46.0%**	44.7%	

(1) Adjusted Operating Income, Adjusted Operating Margin and Non-GAAP EPS attributable to Moody's common shareholders 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:

	December 31, 2014	2013	% Change
United States	**3,138**	2,847	10%
International	**6,746** *	5,517	22%
Total	**9,884**	8,364	18%

* Total as of December 31, 2014 includes approximately 1,300 staff from the acquisitions of ICRA, Lewtan and WebEquity of which a significant portion are located in low cost jurisdictions.

Global revenue of $3,334.3 million in 2014 increased $361.8 million compared to 2013 reflecting growth in both MIS and MA. The primary drivers of the increase in MIS revenue reflect changes in the mix of fee type, new fee initiatives and certain pricing increases, primarily in the U.S., coupled with growth in rated issuance volumes for CLOs, investment-grade corporate debt and bank loans. Also contributing to the growth were higher monitoring fees. The growth in MA reflects higher revenue across all LOBs. The growth in RD&A resulted from increases in credit research, licensing of ratings data and economic analysis and data while the growth in PS reflected revenue from the fourth quarter 2013 acquisition of Amba as well as growth from the Copal and FSTC businesses. The increase in ERS was driven by growth across nearly all product offerings, most notably in the asset-liability and capital solutions, credit origination, insurance and stress-testing verticals. Additionally, ERS revenue benefitted from the acquisition of WebEquity Solutions in July 2014. Transaction revenue accounted for 50% of global MCO revenue in both 2014 and 2013.

U.S. revenue of $1,814.5 million in 2014 increased $188.0 million over the prior year, reflecting changes in the mix of fee type, new fee initiatives and certain pricing increases within MIS as well as growth in rated issuance volumes for investment-grade corporate debt and CLOs. Also contributing to the growth were higher monitoring fees in MIS and growth across all LOBs within MA. These increases were partially offset by declines in high-yield corporate debt rated issuance volumes as well as declines in MIS banking-related revenue which is primarily due to an unfavorable shift in issuance mix.

Non-U.S. revenue increased $173.8 million compared to 2013, reflecting growth across all regions in both reportable segments. The growth in the MIS segment reflected changes in the mix of fee type, new fee initiatives and certain pricing increases as well as higher bank loan rated issuance volumes in EMEA. Additionally, higher banking-related rated issuance volumes in Asia-Pacific and higher monitoring fees in all regions contributed to the MIS growth. Additionally, the non-U.S. growth within MA reflected increases in all LOBs across all regions.

Operating expenses were $930.3 million in 2014 and increased $107.9 million from 2013 primarily due to an approximate $92 million increase in compensation costs reflecting higher salaries and related employee benefits resulting from the impact of annual compensation increases and growth in headcount due to incremental hires and the acquisitions of Amba, WebEquity, ICRA and Lewtan. Also contributing to the increase in compensation expenses were higher incentive compensation costs reflecting greater achievement against full-year targeted results compared to the prior year. Additionally, non-compensation expenses increased approximately $16 million primarily reflecting costs associated with the aforementioned acquisitions as well as higher costs to support investments in IT infrastructure.

SG&A expenses of $869.3 million in 2014 increased $47.2 million compared to the prior year period reflecting higher compensation and non-compensation expenses partially offset by the first quarter 2013 litigation settlement charge relating to two matters regarding structured finance transactions rated by MIS. The growth in compensation costs of approximately $63 million was primarily due to higher salaries and related employee benefits resulting from annual compensation increases, headcount growth in MIS and MA as well as in overhead support areas coupled with higher headcount from acquisitions. Also contributing to the increase in compensation expenses were higher incentive compensation costs reflecting greater achievement against full-year targeted results compared to the prior year coupled with headcount growth. Additionally, there were higher rent and occupancy costs of approximately $13 million reflecting additional floors leased at the Company's 7WTC headquarters coupled with various other real estate expansion projects worldwide as well as higher costs to support investments in the Company's IT infrastructure. Also, incremental non-compensation expenses from acquisitions contributed to the expense growth.

Operating income of $1,439.1 million increased $204.5 million from 2013. Adjusted Operating Income was $1,534.7 million in 2014 and increased $206.7 million compared to 2013. Operating margin increased 170 bps compared to 2013. Adjusted Operating Margin in 2014 of 46.0% increased 130 bps compared to the prior year. The increase in operating margin and Adjusted Operating Margin is primarily due to the aforementioned litigation settlement charge in 2013 which negatively impacted the prior year margins.

Interest income (expense), net in 2014 was ($116.8) million, a $25.0 million increase in net expense compared to 2013. This increase is primarily due to approximately $26 million in higher interest expense resulting from the issuance of the 2013 Senior Notes in August 2013 as well as the issuance of the 2014 Senior Notes (5-Year) and 2014 Senior Notes (30-Year) in July 2014. Also, the increase in interest expense included approximately $11 million in net costs (net of a gain on the settlement of an interest rate swap) relating to the early repayment of the Series 2005-1 Notes.

Other non-operating income (expense), net was $35.9 million in 2014, a $9.4 million increase in income compared to 2013. The increase reflects FX gains of $20.3 million in 2014 which is primarily due to strengthening of the U.S. dollar relative to the euro and British pound for certain U.S. dollar denominated assets held in international jurisdictions. This increase was partially offset by an approximate $13 million higher benefit from the resolution of Legacy Tax Matters in 2013 compared to 2014.

The $102.8 million ICRA Gain related to a fair value remeasurement of the Company's previously held equity investment in ICRA which occurred in connection with Moody's acquiring a controlling stake in ICRA on June 26, 2014.

The Company's ETR was 31.1% in 2014, up from 30.2% in 2013. The increase was primarily due to a greater legacy tax settlement in 2013 as well as a tax benefit in 2013 related to retroactive tax legislation.

Net Income in 2014, which included $78.5 million for the ICRA Gain as well as a $6.4 million benefit related to the aforementioned Legacy Tax Matter, was $988.7 million, or $4.61 per diluted share. This is an increase of $184.2 million, or $1.01 per diluted share, compared to 2013, which included a $0.14 charge related to the settlement of certain legal matters and a $0.09 benefit related to the resolution of a Legacy Tax Matter. Excluding the $0.37 ICRA Gain in 2014, the litigation settlement charge in 2013 and benefits from Legacy Tax Matters in both years, Non-GAAP Diluted EPS of $4.21 in 2014 was $0.56 higher than Non-GAAP Diluted EPS of $3.65 in the prior year

SEGMENT RESULTS

Moody's Investors Service

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

	Year ended December 31, 2014	2013	% Change Favorable (Unfavorable)
Revenue:			
Corporate finance (CFG)	**$ 1,109.3**	$ 996.8	11%
Structured finance (SFG)	**426.5**	382.5	12%
Financial institutions (FIG)	**354.7**	338.8	5%
Public, project and infrastructure finance (PPIF)	**357.3**	341.3	5%
Total ratings revenue	**2,247.8**	2,059.4	9%
MIS Other	**18.0**	12.2	48%
Total external revenue	**2,265.8**	2,071.6	9%
Intersegment royalty	**87.6**	78.6	11%
Total MIS Revenue	**2,353.4**	2,150.2	9%
Expenses:			
Operating and SG&A (external)	**1,062.9**	1,021.6	(4%)
Operating and SG&A (intersegment)	**13.3**	12.4	(7%)
Adjusted Operating Income	**1,277.2**	1,116.2	14%
Depreciation and amortization	**49.4**	46.7	(6%)
Operating income	**$ 1,227.8**	$ 1,069.5	15%
Adjusted Operating Margin	**54.3%**	51.9%	
Operating margin	**52.2%**	49.7%	

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

Global MIS revenue of $2,265.8 million in 2014 increased $194.2 million compared to 2013 with the most notable drivers reflecting benefits from changes in the mix of fee type, new fee initiatives and certain pricing increases as well as higher rated issuance volumes for investment-grade corporate debt and CLOs. The growth over 2013 also reflects higher monitoring fees across all regions. These increases were partially offset by declines in rated issuance volumes in high-yield corporate debt as well as banking-related revenue in the U.S. Transaction revenue for MIS was 61% in 2014, down slightly from 62% in the prior year.

In the U.S., revenue was $1,341.0 million in 2014, an increase of $124.3 million compared to 2013 reflecting changes in the mix of fee type, new fee initiatives and certain pricing increases coupled with growth in rated issuance volumes for investment-grade corporate debt and CLOs. Additionally, higher monitoring fees contributed to the revenue growth. These increases were partially offset by unfavorable issuance mix in the banking sector and lower rated issuance volumes for speculative-grade corporate debt.

Non-U.S. revenue was $924.8 million in 2014, an increase of $69.9 million compared to 2013. The growth reflects higher bank loan and structured credit revenue in EMEA and Asia-Pacific and higher banking-related issuance volumes in Asia-Pacific. Also contributing to the growth were changes in the mix of fee type, new fee initiatives and certain pricing increases, as well as higher monitoring fees across all regions resulting from an expanding base of monitored instruments. Revenue from the ICRA Acquisition in the second half of 2014 also contributed to the growth. Partially offsetting these increases were declines in investment-grade corporate debt, ABS, covered bond and infrastructure finance revenue in the EMEA region.

Global CFG revenue of $1,109.3 million in 2014 increased $112.5 million from 2013 reflecting higher U.S. investment-grade rated issuance volumes coupled with changes in the mix of fee type, new fee initiatives and certain pricing increases, primarily in the U.S. The growth in U.S. investment grade revenue reflects increases in rated issuance volumes, most notably in the fourth quarter of 2014, reflecting issuance related to M&A activity and a shift of investor demand towards high-grade instruments due to falling oil prices and geopolitical and global macroeconomic growth uncertainties. Monitoring and program fee revenue also contributed to the revenue growth in all regions due to an expanding base of monitored instruments. Additionally, there were higher rated issuance volumes for bank loans in EMEA reflecting issuers taking advantage of favorable market conditions as well as higher bank loan revenue in the U.S. reflecting a favorable shift in issuance mix. Partially offsetting these increases was a decline in high-yield corporate debt issuance in the

U.S. reflecting investor demand shifting to investment-grade securities as well as declines in investment-grade revenue in EMEA compared to robust refinancing issuance volumes in the prior year. Transaction revenue represented 70% of total CFG revenue in 2014, compared to 73% in the prior year period. In the U.S., revenue in 2014 was $687.3 million, or $74.1 million higher than the prior year. Internationally, revenue of $422.0 million in the 2014 increased $38.4 million compared to the prior year.

Global SFG revenue of $426.5 million in 2014 increased $44.0 million compared to 2013 primarily due to higher rated issuance volumes for CLOs in the U.S. and EMEA resulting from growing liquidity demand coupled with increased investor demand reflecting solid performance and low underlying defaults in this asset class. Also contributing to the growth was an increase in CREF revenue which reflected higher average fees on CMBS deals and higher monitoring revenue as well as the favorable impact of changes in the mix of fee type, new fee initiatives and certain pricing increases. Partially offsetting these increases were declines in ABS and covered bond issuance in EMEA reflecting banks in the region utilizing the unsecured financing market and declines in automobile loans and credit card securitization in the region. Transaction revenue was 62% of total SFG revenue in 2014 compared to 60% in the prior year. In the U.S., revenue of $282.9 million increased $38.2 million compared to 2013. Non-U.S. revenue in 2014 of $143.6 million increased $5.8 million compared to the prior year.

Global FIG revenue of $354.7 million in 2014 was $15.9 million higher compared to 2013 due to changes in the mix of fee type, new fee initiatives and pricing increases as well as higher banking-related issuance in the Asia-Pacific region. Partially offsetting these increases was a decline in U.S. banking revenue which reflected an unfavorable shift in issuance mix. Transaction revenue was 35% of total FIG revenue in both 2014 and 2013. In the U.S., revenue was $141.2 million, or down $2.2 million compared to the prior year. Internationally, revenue was $213.5 million in 2014, or $18.1 million higher compared to 2013.

Global PPIF revenue was $357.3 million in 2014 and increased $16.0 million compared to 2013. The growth reflects changes in the mix of fee type, new fee initiatives and pricing increases partially offset by lower U.S. public finance refunding volumes in the first three quarters of 2014 due to higher benchmark interest rates. Transaction revenue was 58% of total PPIF revenue in 2014 compared to 60% in the prior year. In the U.S., revenue in 2014 was $226.2 million and increased $10.8 million compared to 2013. Outside the U.S., PPIF revenue increased $5.2 million compared to 2013.

Global MIS Other revenue was $18.0 million in 2014 and increased $5.8 million, or 48% compared to 2013. The increase primarily reflects non-ratings revenue from the ICRA Acquisition in 2014.

Operating and SG&A expenses in 2014 increased $41.3 million compared to 2013 primarily reflecting higher compensation costs of approximately $70 million resulting from annual compensation increases, headcount growth in the ratings LOBs and from the acquisition of ICRA as well as in support areas such as IT, finance and human resources for which the costs are allocated to each segment based on a revenue-split methodology. Also, there were higher non-compensation costs in 2014 to support the Company's IT systems and infrastructure as well as higher rent and occupancy costs of approximately $9 million for additional leased floors at 7WTC coupled with various other global real estate expansion projects. Furthermore, the increase in non-compensation expenses reflected the consolidation of the results of operations for ICRA in the fourth quarter of 2014. These increases were partially offset by a litigation settlement charge in 2013 regarding two structured finance transactions rated by MIS.

Adjusted Operating Income and operating income in 2014 were $1,277.2 million and $1,227.8 million, respectively, and increased $161.0 million and $158.3 million, respectively, compared to 2013. Adjusted Operating Margin and operating margin were 54.3% and 52.2%, respectively, or 240 bps and 250 bps higher than the prior year, respectively. The increase in both margins compared to the prior year is primarily due to the aforementioned litigation settlement charge in 2013. Adjusted Operating Income and operating income both include intersegment revenue and expense.

Moody's Analytics

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

	Year ended December 31, 2014	2013	% Change Favorable (Unfavorable)
Revenue:			
Research, data and analytics (RD&A)	**$ 571.8**	$ 519.8	10%
Enterprise risk solutions (ERS)	**328.5**	262.5	25%
Professional services (PS)	**168.2**	118.6	42%
Total external revenue	**1,068.5**	900.9	19%
Intersegment revenue	**13.3**	12.4	7%
Total MA Revenue	**1,081.8**	913.3	18%
Expenses:			
Operating and SG&A (external)	**736.7**	622.9	(18%)
Operating and SG&A (intersegment)	**87.6**	78.6	(11%)
Adjusted Operating Income	**257.5**	211.8	22%
Depreciation and amortization	**46.2**	46.7	1%
Operating income	**$ 211.3**	$ 165.1	28%
Adjusted Operating Margin	**23.8%**	23.2%	
Operating margin	**19.5%**	18.1%	

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

Global MA revenue increased $167.6 million compared to 2013, with growth across all LOBs. Recurring revenue comprised 73% and 77% of total MA revenue in 2014 and 2013, respectively.

In the U.S., revenue of $473.5 million in 2014 increased $63.7 million, and reflected growth across all LOBs. International revenue of $595.0 million in 2014 was $103.9 million higher than in 2013.

Global RD&A revenue, which comprised 54% and 58% of total external MA revenue in 2014 and 2013, respectively, increased $52.0 million over the prior year period. The growth, which was most notable in the U.S. and EMEA, was primarily due to increases in credit research, licensing of ratings data and economic analysis and data. Additionally, the growth reflected general market price increases, the favorable impact of changes in FX translation rates and revenue from the acquisition of Lewtan in the fourth quarter of 2014. In the U.S., revenue of $306.8 million increased $25.0 million compared to 2013. Internationally, revenue increased $27.0 million compared to the prior year.

Global ERS revenue in 2014 increased $66.0 million over 2013, primarily due to growth across nearly all product offerings, most notably in the asset-liability and capital solutions, credit origination, insurance and stress testing verticals. The revenue growth also reflects the acquisition of WebEquity in the third quarter of 2014. 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 $110.1 million increased $13.7 million compared to 2013. Internationally, revenue of $218.4 million increased $52.3 million compared to the prior year.

Revenue from PS increased $49.6 million compared to 2013 with approximately 84% of the growth reflecting revenue from the acquisition of Amba in the fourth quarter of 2013. In addition to the acquisition of Amba, the growth reflects further penetration into the market for outsourced research and analytical services as well as growth in the FSTC business. In the U.S., revenue of $56.6 million increased $25.0 million compared to 2013. Internationally, revenue increased $24.6 million compared to the prior year.

Operating and SG&A expenses in 2014 increased $113.8 million compared to 2013. The expense growth reflects an approximate $85 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 to each segment based on a revenue- split methodology. Headcount from the acquisitions of Amba, WebEquity and Lewtan as well as annual merit increases also contributed to the compensation expense growth. The growth in compensation costs also reflects higher incentive compensation due to higher achievement against full-year targeted results compared to the prior year. Non-compensation expenses increased approximately $29 million due to higher consulting costs for continued investment in IT infrastructure as well as costs related to ERS product development and project delivery. Furthermore, there was an increase in rent and occupancy costs of approximately $6 million reflecting additional floors at 7WTC as well as various other real estate expansion projects worldwide. Also, the expense growth reflected additional non-compensation costs related to the acquisitions of Amba, WebEquity and Lewtan. These increases were partially offset by approximately $6 million in lower contingent consideration costs relating to the Copal acquisition.

MARKET RISK

Foreign exchange risk:
Moody's maintains a presence in 35 countries outside the U.S. In 2015, approximately 46% and 60% of the Company's revenue and expenses, respectively, were reported in functional currencies other than the U.S. dollar, principally in the British pound and the euro. As such, the Company is exposed to market risk from changes in FX rates. As of December 31, 2015, approximately 58% of Moody's assets were located outside the U.S. making the Company susceptible to fluctuations in FX rates. The effects of translating assets and liabilities of non-U.S. operations with non-U.S. functional currencies to the U.S. dollar are charged or credited to AOCI in the consolidated statements of shareholders' equity (deficit).

The effects of revaluing assets and liabilities that are denominated in currencies other than a subsidiary's functional currency are charged to other non-operating income (expense), net in the Company's consolidated statements of operations. Accordingly, the Company enters into foreign exchange forwards to partially mitigate the change in fair value on certain assets and liabilities denominated in currencies other than a subsidiary's functional currency. If the euro were to weaken 10% relative U.S. dollar, there would be an approximate $7 million unfavorable impact to the fair value of the forward contracts. If the British pound were to weaken 10% relative to the euro, there would be an approximate $2 million unfavorable impact to the fair value of the forward contracts. Additionally, if other foreign currencies in the Company's foreign exchange forward portfolio were to devalue 10% compared to the euro, there would be an approximate $3 million favorable impact to the fair value of the forward contracts. The change in fair value of the foreign exchange forward contracts would be offset by FX revaluation gains or losses in future earnings on underlying assets and liabilities denominated in currencies other than a subsidiary's functional currency. Additional information on the Company's forward contracts can be found in Note 5 to the consolidated financial statements located in Item 8 of this Form 10K.

Additionally, the Company enters into foreign currency forward contracts to hedge the exposure related to non-U.S. dollar net investments in certain foreign subsidiaries against adverse changes in foreign exchange rates. Any change in the fair value of these hedges that is the result of ineffectiveness would be recognized immediately in other non-operating (expense) income in the Company's consolidated statements of operations. For the year ended December 31, 2015, all gains and losses on these derivatives designated as net investment hedges were recognized in OCI. If the Japanese yen were to appreciate 10% compared to the U.S. dollar, there would be an approximate $18 million unfavorable impact to the foreign currency forward designated as a net investment hedge with a Japanese yen/U.S. dollar currency pairing. If the British pound were to appreciate 10% compared to the euro, there would be an approximate $4 million unfavorable impact to the foreign currency forward designated as a net investment hedge with a British pound/euro currency pairing. These adjustments would partially offset the currency translation adjustment component of AOCI. Additional information on the Company's forward contracts designated as net investment hedges can be found in Note 5 to the consolidated financial statements located in Item 8 of this Form 10K.

Also, the Company has designated € 400 million of the 2015 Senior Notes as a net investment hedge to mitigate FX exposure relating to euro denominated net investments in subsidiaries. If the euro were to strengthen 10% relative to the U.S. dollar, there would be an approximate $44 million unfavorable adjustment to OCI. This adjustment would be offset by favorable translation adjustments on the Company's euro net investment in subsidiaries.

In conjunction with the designation of a portion of the 2015 Senior Notes as a net investment hedge, the Company entered into a cross-currency swap (exchanging € 100 million for U.S. dollars) to mitigate FX exposure on the remaining principal balance of the 2015 Senior Notes not designated as a net investment hedge. If the euro were to weaken 10% relative to the U.S. dollar, there would be an approximate $13 million unfavorable impact to the fair value of the cross-currency swap which would be partially offset by favorable revaluation gains on the € 100 million of the 2015 Senior Notes.

Moody's aggregate cash and cash equivalents and short- term investments of $2.2 billion at December 31, 2015 consisted of $1.5 billion located outside the U.S. Approximately 46% of the Company's aggregate cash and cash equivalents and short term investments at December 31, 2015 were held in currencies other than USD. As such, a decrease in the value of foreign currencies against the U.S. dollar, particularly the euro and GBP, could reduce the reported amount of USD cash and cash equivalents and short-term investments.

Credit and Interest rate risk:
The Company's interest rate risk management objectives are to reduce the funding cost and volatility to the Company and to alter the interest rate exposure to the desired risk profile. Moody's uses interest rate swaps as deemed necessary to assist in accomplishing these objectives.

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The Company is exposed to interest rate risk on its various outstanding fixed rate debt for which the fair value of the outstanding fixed rate debt fluctuates based on changes in interest rates. The Company has entered into interest rate swaps to convert the fixed rate of interest on certain of its borrowings to a floating rate based on the 3-month LIBOR. These swaps are adjusted to fair market value based on prevailing interest rates at the end of each reporting period and fluctuations are recorded as a reduction or addition to the carrying value of the borrowing, while net interest payments are recorded as interest expense/income in the Company's consolidated statement of operations. A hypothetical change of 100bps in the LIBOR-based swap rate would result in an approximate $45 million change to the fair value of these interest rate swaps.

Additional information on these interest rate swaps is disclosed in Note 5 to the consolidated financial statements located in Item 8 of this Form 10K.

Moody's cash equivalents consist of investments in high-quality investment-grade securities within and outside the U.S. with maturities of three months or less when purchased. The Company manages its credit risk exposure by allocating its cash equivalents among various money market mutual funds, money market deposit accounts, certificates of deposit and issuers of high-grade commercial paper and by limiting the amount it can invest with any single issuer. Short-term investments primarily consist of certificates of deposit.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flow

The Company is currently financing its operations, capital expenditures and share repurchases from operating and financing cash flow.

The following is a summary of the changes in the Company's cash flows followed by a brief discussion of these changes:

	Year Ended December 31,		$ Change Favorable (unfavorable)	Year Ended December 31,		$ Change Favorable (unfavorable)
	2015	2014		2014	2013	
Net cash provided by operating activities	**$ 1,153.6**	$ 1,018.6	$ 135.0	$ 1,018.6	$ 926.8	$ 91.8
Net cash used in investing activities	**$ (92.0)**	$ (564.9)	$ 472.9	$ (564.9)	$ (261.9)	$ (303.0)
Net cash used in financing activities	**$ (461.0)**	$ (1,064.5)	$ 603.5	$ (1,064.5)	$ (498.8)	$ (565.7)
Free Cash Flow*	**$ 1,064.6**	$ 944.0	$ 120.6	$ 944.0	$ 884.5	$ 59.5

* Free Cash Flow is a non-GAAP measure and is defined by the Company as net cash provided by operating activities minus cash paid for capital additions. 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

Year ended December 31, 2015 compared to the year ended December 31, 2014:
Net cash flows from operating activities increased $135.0 million compared to the prior year. The following non-cash items partially offset by a decrease in net income of $56.4 million (prior year net income included the non-cash ICRA Gain) impacted cash provided by operating activities in the year ended December 31, 2015 compared to the same period in 2014:

» a $17.9 million increase in depreciation and amortization primarily reflecting intangible assets acquired in the Company's 2014 acquisitions as well as an increase in the Company's capital expenditures to support investment in IT infrastructure and operations;

» a $102.8 million increase reflecting the non-cash ICRA Gain in the prior year.

In addition to the non-cash items discussed above, the following working capital changes resulted in higher net cash flows provided by operating activities:

» a $72.9 million increase in cash flow from changes in accounts receivable balances primarily reflecting overall business growth. Approximately 33% and 29% of the Company's accounts receivable balance at December 31, 2015 and 2014, respectively, represent unbilled receivables which primarily reflect certain annual fees in MIS which are billed in arrears;

» an approximate $34 million increase due to the timing of income tax payments;

partially offset by:

» an approximate $58 million decrease primarily relating to higher incentive compensation payouts in 2015 compared to 2014 which reflected greater achievement against full-year targeted results in 2014 compared to 2013 as well as higher headcount.

Additionally, the Company made approximately $22 million and $34 million in contributions to its funded U.S. pension plan in 2015 and 2014, respectively.

Year ended December 31, 2014 compared to the year ended December 31, 2013 :
The following changes in non-cash items impacted cash provided by operating activities in 2014 compared to 2013, relative to net income:

» a $57.1 million increase in deferred income taxes primarily due to an increase in deferred tax liabilities relating to the ICRA Gain;

» a $102.8 million decrease related to the non-cash ICRA Gain in 2014;

In addition to the non-cash items discussed above and an increase in net income of $190.1 million, the change in net cash flows provided by operating activities also reflected:

» an approximate $71 million increase primarily relating to higher incentive compensation payouts in 2013 compared to 2014 which reflected greater achievement against full-year targeted results in 2012 compared to achievement in 2013;

partially offset by:
» an approximate $40 million decrease due to the timing of income tax payments;

» a $31.3 million decrease in cash flow from changes in accounts receivable balances primarily reflecting an increase in accounts receivable balances in 2014 compared to 2013. The increase in accounts receivable balances primarily reflects growth in both MIS and MA revenue. Approximately 29% and 26% of the Company's accounts receivable balances at December 31, 2014 and 2013, respectively, represent unbilled receivables which primarily reflect certain annual fees in MIS which are billed in arrears;

» a $27.7 million decrease relating to changes in deferred revenue balances which includes the impact of timing of revenue recognition for certain projects within ERS.

Net cash used in investing activities

Year ended December 31, 2015 compared to the year ended December 31, 2014:
The $472.9 million decrease in cash flows used in investing activities compared to 2014 primarily reflects:

» two immaterial acquisitions in 2015 compared to three larger transactions in 2014 totaling $239.7 million. The acquisitions in 2014 consisted of additional equity shares acquired of ICRA Limited to achieve a controlling interest as well as the acquisitions of WebEquity and Lewtan;

» lower net purchases of investments of $237.2 million.

Year ended December 31, 2014 compared to the year ended December 31, 2013
The $303.0 million increase in cash flows used in investing activities compared to 2013 primarily reflects:

» an increase in capital additions of $32.3 million which reflects ongoing initiatives to enhance the Company's IT infrastructure as well as costs relating to the build-out of additional leased space at 7WTC;

» higher cash paid for acquisitions in 2014 of $189.0 million reflecting the Company's purchase of a controlling interest in ICRA as well as the purchase of WebEquity and Lewtan;

» higher net purchases of investments of $103.4 million reflecting the Company's investment of excess non-U.S. cash balances.

Net cash used in financing activities

Year ended December 31, 2015 compared to the year ended December 31, 2014:
The $603.5 million decrease in cash used in financing activities was primarily attributed to:

» treasury shares repurchased of $1,220.5 million in 2014 compared to $1,098.1 million repurchased in 2015;

» cash paid of $183.8 million in 2014 to obtain 100% ownership in Copal Amba;

» $300 million paid in 2014 in the early repayment of the Series 2005-1 Notes;

» a $105.1 million increase from the issuance of long-term debt;

partially offset by :
» a decrease in proceeds from the exercise of employee stock options of $68.3 million reflecting a lower amount exercised in 2015;

» higher dividends paid to MCO shareholders of $36.1 million reflecting $1.36 per share paid in 2015 compared to $1.12 per share paid in 2014.

Year ended December 31, 2014 compared to the year ended December 31, 2013:
The $565.7 million increase in cash used in financing activities was primarily attributed to:

» treasury shares repurchased of $1,220.5 million in 2014 compared to $893.1 million repurchased in the prior year period;

» cash paid of $183.8 million in 2014 to obtain 100% ownership in Copal Amba;

» higher dividends paid to MCO shareholders of $38.7 million reflecting $1.12 per share paid in 2014 compared to $0.90 per share paid in the prior year.

Cash held in non-U.S. jurisdictions
The Company's aggregate cash and cash equivalents and short-term investments of $2.2 billion at December 31, 2015 consisted of approximately $1.5 billion located outside of the U.S. Approximately 34% of the Company's aggregate cash and cash equivalents, and short-term investments is denominated in euros and British pounds. Over 95% of the cash 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 December 31, 2015, Moody's had $3.4 billion of outstanding debt and $1.0 billion of additional capacity available under the 2015 Facility. All significant terms of the Company's indebtedness are more fully described in Note 15 to the consolidated financial statements. At December 31, 2015, 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 December 31, 2015, there were no such cross defaults.

On March 9, 2015, the Company issued € 500 million aggregate principal amount of senior unsecured notes in a public offering. The 2015 Senior Notes bear interest at a fixed rate of 1.75% and mature on March 9, 2027. The terms of the 2015 Senior Notes are more fully described in Note 15 to the condensed consolidated financial statements.

The Company has designated € 400 million of the 2015 Senior Notes as a net investment hedge against foreign currency exposure relating to its net investment in its subsidiaries whose functional currency is the euro. The Company also entered into a € 100 million cross currency swap (swapping euros for U.S. dollars) to hedge FX risk on the remaining principal balance denominated in euros that was not designated as a net investment hedge. These hedging instruments are more fully described in Note 5 to the condensed consolidated financial statements.

On May 11, 2015, the Company entered into a five-year unsecured revolving credit facility with the capacity to borrow up to $1 billion. The 2015 Facility replaces the $1 billion 2012 Facility that was scheduled to expire in April 2017 and is more fully described in Note 15 to the condensed consolidated financial statements. At December 31, 2015, there were no borrowings outstanding under this facility.

On November 13, 2015, the Company issued $300 million aggregate principal amount of senior unsecured notes in a public offering. The notes were a further issuance of, will be fungible with and will be consolidated and form a single series with the Company's outstanding 2014 Senior Notes (30-year), issued on July 16, 2014 in the amount of $300 million. The notes will trade interchangeably with the previously issued 2014 Senior Notes (30-year) and the aggregate principal amount of the 2014 Senior Notes (30-year) is $600 million at December 31, 2015.

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	Total
2016	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
2017	300.0	—	—	—	—	—	—	300.0
2018	—	—	—	—	—	—	—	—
2019	—	—	—	—	450.0	—	—	450.0
2020	—	500.0	—	—	—	—	—	500.0
Thereafter	—	—	500.0	500.0	—	600.0	543.1	2,143.1
Total	$ 300.0	$ 500.0	$ 500.0	$ 500.0	$ 450.0	$ 600.0	$ 543.1	$ 3,393.1

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 manner consistent with maintaining sufficient liquidity after giving effect to any additional indebtedness that may be incurred. In December 2015, the Board of Directors of the Company declared a quarterly dividend of $0.37 per share of Moody's common stock, payable on March 10, 2016 to shareholders of record at the close of business on February 19, 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 approved $1.0 billion of share repurchase authority which has a remaining repurchase authority of approximately $466 million at December 31, 2015. In December 2015, the Board authorized an additional $1.0 billion of share repurchase authority which will be utilized following 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 December 31, 2015 are approximately £94 million, of which approximately £10 million will be paid in the next twelve months. Payments under this lease agreement are included in the contractual obligations table below.

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. On March 28, 2007, the 7WTC lease agreement was amended for the Company to lease an additional 78,568 square-feet at 7WTC. The total remaining lease payments for the 7WTC leases noted above are $419 million as of December 31, 2015, of which approximately $34 million will be paid during the next twelve months. Payments under this lease agreement are included in the contractual obligations table below.

Off-Balance Sheet Arrangements

At December 31, 2015, 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 December 31, 2015:

		Payments Due by Period			
(in millions)	**Total**	**Less Than 1 Year**	**1-3 Years**	**3-5 Years**	**Over 5 Years**
Indebtedness (1)	**$ 4,971.5**	$ 134.1	$ 549.9	$ 1,172.5	$ 3,115.0
Operating lease obligations	**825.5**	94.8	171.9	141.4	417.4
Purchase obligations	**177.2**	71.0	66.7	39.5	—
Pension obligations (2)	**162.2**	28.9	45.1	17.3	70.9
Total (3)	**$ 6,136.4**	$ 328.8	$ 833.6	$ 1,370.7	$ 3,603.3

(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 15 to the 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 $205.1 million relating to UTP and Legacy Tax Matters, since the expected cash outflow of such amounts by period cannot be reasonably estimated.

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 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 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 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 changes to the changes on a constant currency basis:

	Year Ended December 31, 2015											
	CFG Revenue		SFG Revenue		FIG Revenue		PPIF Revenue		MIS Non-US Revenue		Total MIS Revenue*	
	$	%	$	%	$	%	$	%	$	%	$	%
Reported change	3.4	—	22.6	5%	10.9	3%	19.1	5%	(64.9)	(7%)	**68.4**	**3%**
FX impact	40.7	4%	22.0	5%	23.5	7%	15.1	5%	99.2	11%	**102.2**	**5%**
Constant currency change	44.1	4%	44.6	10%	34.4	10%	34.2	10%	34.3	4%	**170.6**	**8%**

	RD&A Revenue		ERS Revenue		PS Revenue		Total MA Revenue*	
	$	%	$	%	$	%	$	%
Reported change	54.6	10%	45.5	14%	(18.3)	(11%)	**81.8**	**8%**
FX impact	24.7	4%	16.6	5%	6.0	4%	**47.3**	**4%**
Constant currency change	79.3	14%	62.1	19%	(12.3)	(7%)	**129.1**	**12%**

	MCO Revenue	
	$	%
Reported change	**150.2**	**5%**
FX impact	**149.5**	**4%**
Constant currency change	**299.7**	**9%**

* Excludes intersegment revenue

Adjusted Operating Income and Adjusted Operating Margin:

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 as well as goodwill impairment charges because companies utilize productive assets of different ages and use different methods of acquiring productive assets including goodwill. Companies also have different methods of depreciating and amortizing productive assets as well as different methods of valuing goodwill. Management believes that the exclusion of certain items, detailed in the reconciliation below, allows for a more meaningful comparison of the Company's operating results from period to period and across companies. Below is a reconciliation of the Company's operating income and operating margin to Adjusted Operating Income and Adjusted Operating Margin:

	Year Ended December 31,				
	2015	**2014**	**2013**	**2012**	**2011**
Operating income	**$ 1,473.4**	$ 1,439.1	$ 1,234.6	$ 1,077.4	$ 888.4
Adjustments:					
Depreciation and amortization	**113.5**	95.6	93.4	93.5	79.2
Goodwill impairment charge	**—**	—	—	12.2	—
Adjusted Operating Income	**$ 1,586.9**	$ 1,534.7	$ 1,328.0	$ 1,183.1	$ 967.6
Operating margin	**42.3%**	43.2%	41.5%	39.5%	39.0%
Adjusted Operating Margin	**45.5%**	46.0%	44.7%	43.3%	42.4%

Non-GAAP Diluted EPS

The Company presents this non-GAAP measure to exclude the impact of litigation settlements, Legacy Tax Matters and the ICRA Gain to allow for a more meaningful comparison of Moody's diluted earnings per share from period to period. The impact of litigation settlement relates to two legal matters resolved in the first quarter of 2013. The Legacy Tax items are specific to the Company resulting from the 2000 Distribution. The ICRA Gain resulted from the Company acquiring a controlling interest in ICRA in 2014. Management believes that the exclusion of certain items, detailed in the reconciliation below, allows for a more meaningful comparison of the Company's Diluted EPS from period-to-period. Below is a reconciliation of these measures to their most directly comparable U.S. GAAP amount:

	Year Ended December 31,				
	2015	**2014**	**2013**	**2012**	**2011**
Diluted EPS attributable to Moody's common shareholders—GAAP	**$ 4.63**	$ 4.61	$ 3.60	$ 3.05	$ 2.49
Legacy Tax	**(0.03)**	(0.03)	(0.09)	(0.06)	(0.03)
ICRA Gain	**—**	(0.37)	—	—	—
Impact of litigation settlement	**—**	—	0.14	—	—
Diluted EPS attributable to Moody's common shareholders—Non-GAAP	**$ 4.60**	$ 4.21	$ 3.65	$ 2.99	$ 2.46

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:

	Year Ended December 31,				
	2015	**2014**	**2013**	**2012**	**2011**
Net cash provided by operating activities	**$ 1,153.6**	$ 1,018.6	$ 926.8	$ 823.1	$ 803.3
Capital additions	**(89.0)**	(74.6)	(42.3)	(45.0)	(67.7)
Free Cash Flow	**$ 1,064.6**	$ 944.0	$ 884.5	$ 778.1	$ 735.6
Net cash used in investing activities	**$ (92.0)**	$ (564.9)	$ (261.9)	$ (50.2)	$ (267.6)
Net cash (used in) provided by financing activities	**$ (461.0)**	$ (1,064.5)	$ (498.8)	$ 202.6	$ (417.7)

Recently Issued Accounting Pronouncements

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. The Company is currently evaluating its adoption options and the impact that adoption of this update 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; ii) the accounting for certain software license and maintenance revenue in MA; iii) the accounting for certain revenue arrangements where VSOE is not available and iv) the accounting for contract acquisition costs. 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 April 2015, the FASB issued ASU No. 2015-05 “Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement”. This ASU provides guidance on accounting for fees paid by a customer in a cloud computing arrangement. In accordance with the ASU, a cloud computing arrangement that contains a software license should be accounted for consistently with the acquisition of other software licenses. If no software license is present in the contract, the entity should account for the arrangement as a service contract. The Company can elect to apply this ASU either retrospectively or prospectively effective for annual and interim reporting periods beginning after December 15, 2015, and early adoption is permitted. The adoption of this ASU in 2016 will not have a material impact on the Company’s financial statements.

In April 2015, the FASB issued ASU No. 2015-03,”Simplifying the Presentation of Debt Issuance Costs”. This ASU simplifies the presentation of debt issuance costs in financial statements and requires a company to present such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization costs will continue to be reported as interest expense. The ASU is effective retrospectively for annual and interim reporting periods beginning after December 15, 2015, and early adoption is permitted. The adoption of this ASU will impact the presentation of debt issuance costs in the Company’s consolidated balance sheets. Additionally, in August 2015, the FASB issued ASU No. 2015-15 “Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements”. This ASU codifies that given the lack of authoritative guidance in ASU 2015-03 regarding line-of-credit arrangements, the SEC staff would not object to a Company deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt costs ratably over the term of the arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement.

In May 2015, the FASB issued ASU No. 2015-07 “Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)”. This ASU removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share as a practical expedient. ASU No. 2015-07 is effective retrospectively for fiscal years beginning after December 15, 2015, with early adoption permitted. The adoption of this ASU will only impact the presentation of certain of the Company’s pension assets in the fair value hierarchy disclosures.

In September 2015, the FASB issued ASU No. 2015-16 “Simplifying the Accounting for Measurement-Period Adjustments” in acquisition accounting. This ASU requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The amendments in this ASU require that the acquirer record, in the same period’s financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. ASU No. 2015-16 is applied prospectively for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The Company does not believe the adoption of this ASU will have a material impact on its financial statements.

In November 2015, the FASB issued ASU No. 2015-17 “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes.” This ASU simplifies the presentation of deferred income taxes by requiring all deferred income tax assets and liabilities be classified as noncurrent on the balance sheet. This removes the requirement for the entity to determine whether the deferred tax is current or noncurrent for presentation in the balance sheet. ASU No. 2015-17 is effective for financial statements issued for annual periods beginning after December 15, 2016. The Company has elected to adopt this ASU in the first quarter of 2016 with the adoption affecting the presentation of the Company’s deferred tax assets and liabilities on its balance sheet.

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. ASU No. 2016-01 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.

CONTINGENCIES

For information regarding legal proceedings, see Part II, Item 8 – “Financial Statements”, Note 18 “Contingencies” in this Form 10-K.

Forward-Looking Statements

Certain statements contained in this annual report on Form 10-K 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 annual report on Form 10-K, including in the sections entitled “Contingencies” under Item 7. “MD&A”, commencing on page 28 of this annual report on Form 10-K, under “Legal Proceedings” in Part I, Item 3, of this Form 10-K, and elsewhere in the context of statements containing the words “believe”, “expect”, “anticipate”, “intend”, “plan”, “will”, “predict”, “potential”, “continue”, “strategy”, “aspire”, “target”, “forecast”, “project”, “estimate”, “should”, “could”, “may” and similar 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 annual report on Form 10-K, 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 are 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 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 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 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; the ability of the Company to successfully integrate acquired businesses; currency and foreign exchange volatility; 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 this annual report on Form 10-K, 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 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information in response to this Item is set forth under the caption “Market Risk” in Part II, Item 7 on page 48 of this annual report on Form 10-K.

ITEM 8. FINANCIAL STATEMENTS

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Schedules are omitted as not required or inapplicable or because the required information is provided in the consolidated financial statements, including the notes thereto.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of Moody's Corporation is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. As defined by the SEC in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, internal control over financial reporting is a process designed by, or under the supervision of, the Company's principal executive and principal financial officers, or persons performing similar functions, and effected by the Company's Board, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Moody's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Moody's management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management of the Company has undertaken an assessment of the design and operational effectiveness of the Company's internal control over financial reporting as of December 31, 2015 based on criteria established in the Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on the assessment performed, management has concluded that Moody's maintained effective internal control over financial reporting as of December 31, 2015.

The effectiveness of our internal control over financial reporting as of December 31, 2015 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which appears herein.

/s/ RAYMOND W. MCDANIEL, JR.

Raymond W. McDaniel, Jr.
President and Chief Executive Officer

/s/ LINDA S. HUBER

Linda S. Huber
Executive Vice President and Chief Financial Officer

February 24, 2016

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Moody's Corporation:

We have audited the accompanying consolidated balance sheets of Moody's Corporation (the Company) as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income, stockholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2015. We also have audited Moody's Corporation's internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Moody's Corporation's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included 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, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Moody's Corporation as of December 31, 2015 and 2014, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. Also in our opinion, Moody's Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

/s/ KPMG LLP
New York, New York
February 24, 2016

MOODY'S CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS

(Amounts in millions, except per share data)

	Year Ended December 31,		
	2015	2014	2013
Revenue	**$ 3,484.5**	$ 3,334.3	$ 2,972.5
Expenses			
Operating	**976.3**	930.3	822.4
Selling, general and administrative	**921.3**	869.3	822.1
Depreciation and amortization	**113.5**	95.6	93.4
Total expenses	**2,011.1**	1,895.2	1,737.9
Operating income	**1,473.4**	1,439.1	1,234.6
Non-operating (expense) income, net			
Interest expense, net	**(115.1)**	(116.8)	(91.8)
Other non-operating income, net	**21.3**	35.9	26.5
ICRA Gain	**—**	102.8	—
Non-operating income (expense), net	**(93.8)**	21.9	(65.3)
Income before provision for income taxes	**1,379.6**	1,461.0	1,169.3
Provision for income taxes	**430.0**	455.0	353.4
Net income	**949.6**	1,006.0	815.9
Less: Net income attributable to noncontrolling interests	**8.3**	17.3	11.4
Net income attributable to Moody's	**$ 941.3**	$ 988.7	$ 804.5
Earnings per share			
Basic	**$ 4.70**	$ 4.69	$ 3.67
Diluted	**$ 4.63**	$ 4.61	$ 3.60
Weighted average shares outstanding			
Basic	**200.1**	210.7	219.4
Diluted	**203.4**	214.7	223.5

The accompanying notes are an integral part of the consolidated financial statements

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in millions)

	Year Ended December 31, 2015			Year Ended December 31, 2014			Year Ended December 31, 2013		
	Pre-tax amounts	Tax amounts	After-tax amounts	Pre-tax amounts	Tax amounts	After-tax amounts	Pre-tax amounts	Tax amounts	After-tax amounts
Net income			**$ 949.6**			$1,006.0			$ 815.9
Other Comprehensive Income (loss):									
Foreign currency adjustments:									
Foreign currency translation adjustments	**$ (110.5)**	**$ (14.7)**	**(125.2)**	$ (123.0)	$ (10.7)	(133.7)	$ (9.5)	$ (2.0)	(11.5)
Foreign currency translation adjustments – reclassification of (gains) losses included in net income	**(0.1)**	**—**	**(0.1)**	4.4	—	4.4	1.4	—	1.4
Cash flow hedges:									
Net realized loss on cash flow hedges	**(1.1)**	**—**	**(1.1)**	—	—	—	—	—	—
Reclassification of losses included in net income	**—**	**—**	**—**	—	—	—	1.2	(0.5)	0.7
Available for sale securities:									
Net unrealized gains on available for sale securities	**3.3**	**—**	**3.3**	1.0	—	1.0	—	—	—
Reclassification of gains included in net income	**(0.9)**	**—**	**(0.9)**	(0.1)	—	(0.1)	—	—	—
Pension and Other Retirement Benefits:									
Amortization of actuarial losses and prior service costs included in net income	**13.5**	**(5.2)**	**8.3**	7.3	(2.8)	4.5	11.9	(4.9)	7.0
Net actuarial gains (losses) and prior service costs	**18.5**	**(7.1)**	**11.4**	(93.8)	37.1	(56.7)	50.9	(21.0)	29.9
Total other comprehensive income (loss)	**$ (77.3)**	**$ (27.0)**	**(104.3)**	$ (204.2)	$ 23.6	(180.6)	$ 55.9	$ (28.4)	27.5
Comprehensive Income			**845.3**			825.4			843.4
Less: comprehensive income attributable to noncontrolling interests and redeemable noncontrolling interest			**8.3**			17.3			11.4
Comprehensive income attributable to Moody's			**$ 837.0**			$ 808.1			$ 832.0

The accompanying notes are an integral part of the consolidated financial statements

MOODY'S CORPORATION

CONSOLIDATED BALANCE SHEETS

(Amounts in millions, except share and per share data)

	December 31, 2015	December 31, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,757.4	$ 1,219.5
Short-term investments	474.8	458.1
Accounts receivable, net of allowances of $27.5 in 2015 and $29.4 in 2014	802.0	792.4
Deferred tax assets, net	29.3	43.9
Other current assets	179.6	172.5
Total current assets	3,243.1	2,686.4
Property and equipment, net	306.4	302.3
Goodwill	976.3	1,021.1
Intangible assets, net	299.1	345.5
Deferred tax assets, net	137.7	167.8
Other assets	160.8	145.9
Total assets	$ 5,123.4	$ 4,669.0
LIABILITIES, NONCONTROLLING INTEREST AND SHAREHOLDERS' (DEFICIT) EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$ 566.6	$ 557.6
Deferred tax liabilities, net	16.7	17.5
Deferred revenue	635.2	624.6
Total current liabilities	1,218.5	1,199.7
Non-current portion of deferred revenue	132.5	132.2
Long-term debt	3,401.0	2,547.3
Deferred tax liabilities, net	83.8	95.7
Unrecognized tax benefits	203.4	220.3
Other liabilities	417.2	430.9
Total liabilities	5,456.4	4,626.1
Contingencies (Note 18)		
Shareholders' (deficit) equity:		
Preferred stock, par value $.01 per share; 10,000,000 shares authorized; no shares issued and outstanding	—	—
Series common stock, par value $.01 per share; 10,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, par value $.01 per share; 1,000,000,000 shares authorized; 342,902,272 shares issued at December 31, 2015 and December 31, 2014, respectively.	3.4	3.4
Capital surplus	451.3	383.9
Retained earnings	6,709.0	6,044.3
Treasury stock, at cost; 146,826,744 and 138,539,128 shares of common stock at December 31, 2015 and December 31, 2014, respectively	(7,389.2)	(6,384.2)
Accumulated other comprehensive loss	(339.5)	(235.2)
Total Moody's shareholders' (deficit)	(565.0)	(187.8)
Noncontrolling interests	232.0	230.7
Total shareholders' (deficit) equity	(333.0)	42.9
Total liabilities, noncontrolling interest and shareholders' (deficit) equity	$ 5,123.4	$ 4,669.0

The accompanying notes are an integral part of the consolidated financial statements.

MOODY'S CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in millions)

	Year Ended December 31, 2015	2014	2013
Cash flows from operating activities			
Net income	$ **949.6**	$ 1,006.0	$ 815.9
Reconciliation of net income to net cash provided by operating activities:			
Depreciation and amortization	**113.5**	95.6	93.4
Stock-based compensation	**87.2**	80.4	67.1
Deferred income taxes	**18.1**	29.9	(27.2)
Excess tax benefits from settlement of stock-based compensation awards	**(44.5)**	(58.7)	(38.8)
ICRA Gain	**—**	(102.8)	—
Legacy Tax Matters	**(6.4)**	(6.4)	(19.2)
Changes in assets and liabilities:			
Accounts receivable	**(25.4)**	(98.3)	(67.0)
Other current assets	**(28.9)**	(41.0)	(21.7)
Other assets	**(13.1)**	(1.7)	(0.7)
Accounts payable and accrued liabilities	**51.4**	59.2	(2.9)
Deferred revenue	**31.6**	38.4	66.1
Unrecognized tax benefits	**(10.9)**	30.6	30.9
Other liabilities	**31.4**	(12.6)	30.9
Net cash provided by operating activities	**1,153.6**	1,018.6	926.8
Cash flows from investing activities			
Capital additions	**(89.0)**	(74.6)	(42.3)
Purchases of investments	**(688.2)**	(406.3)	(225.9)
Sales and maturities of investments	**653.1**	134.0	57.0
Cash paid for acquisitions and investment in affiliates, net of cash acquired	**(7.6)**	(239.7)	(50.7)
Settlement of net investment hedges	**39.7**	21.7	—
Net cash used in investing activities	**(92.0)**	(564.9)	(261.9)
Cash flows from financing activities			
Issuance of notes	**852.8**	747.7	497.2
Repayment of notes	**—**	(300.0)	(63.8)
Proceeds from stock-based compensation plans	**89.2**	149.4	166.9
Repurchase of shares related to stock-based compensation	**(59.5)**	(51.4)	(30.9)
Excess tax benefits from settlement of stock-based compensation awards	**44.5**	58.7	38.8
Treasury shares	**(1,098.1)**	(1,220.5)	(893.1)
Dividends	**(272.1)**	(236.0)	(197.3)
Dividends to noncontrolling interests	**(6.8)**	(11.8)	(12.2)
Payment for noncontrolling interest	**—**	(183.8)	—
Contingent consideration	**(1.5)**	(10.3)	(0.3)
Debt issuance costs and related fees	**(9.5)**	(6.5)	(4.1)
Net cash used in financing activities	**(461.0)**	(1,064.5)	(498.8)
Effect of exchange rate changes on cash and cash equivalents	**(62.7)**	(89.2)	(2.0)
Increase (Decrease) in cash and cash equivalents	**537.9**	(700.0)	164.1
Cash and cash equivalents, beginning of period	**1,219.5**	1,919.5	1,755.4
Cash and cash equivalents, end of period	$ **1,757.4**	$ 1,219.5	$ 1,919.5

The accompanying notes are an integral part of the consolidated financial statements

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MOODY'S CORPORATION

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT)

(Amounts in millions)

	Shareholders' of Moody's Corporation									
	Common Stock				Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Total Moody's Shareholders' Equity (Deficit)	Non-Controlling Interests	Total Shareholders' Equity (Deficit)
	Shares	Amount	Capital Surplus	Retained Earnings	Shares	Amount				
Balance at December 31, 2012	**342.9**	**$ 3.4**	**$ 365.1**	**$ 4,713.3**	**(119.7)**	**$ (4,614.5)**	**$ (82.1)**	**$ 385.2**	**$ 11.4**	**$ 396.6**
Net income				804.5				804.5	5.7	810.2
Dividends				(215.7)				(215.7)	(6.2)	(221.9)
Stock-based compensation			67.2					67.2		67.2
Shares issued for stock-based compensation plans at average cost, net			(51.9)		5.0	187.9		136.0		136.0
Net excess tax benefit upon settlement of stock-based compensation awards			33.3					33.3		33.3
Adjustment to redemption value of redeemable noncontrolling interest			(7.9)					(7.9)		(7.9)
Treasury shares repurchased					(14.2)	(893.1)		(893.1)		(893.1)
Currency translation adjustment, (net of tax of $2.0 million)							(10.1)	(10.1)	—	(10.1)
Net actuarial losses and prior service cost (net of tax of $21.0 million)							29.9	29.9		29.9
Amortization and recognition of prior service costs and actuarial gains (losses), (net of tax of $4.9 million)							7.0	7.0		7.0
Net realized loss on cash flow hedges (net of tax of $0.5 million)							0.7	0.7		0.7
Balance at December 31, 2013	**342.9**	**$ 3.4**	**$ 405.8**	**$ 5,302.1**	**(128.9)**	**$ (5,319.7)**	**$ (54.6)**	**$ 337.0**	**$ 10.9**	**$ 347.9**

The accompanying notes are an integral part of the consolidated financial statements.

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CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT) *continued*
(Amounts in millions)

	Shareholders' of Moody's Corporation									
	Common Stock				Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Total Moody's Shareholders' Equity (Deficit)	Non-Controlling Interests	Total Shareholders' Equity (Deficit)
	Shares	Amount	Capital Surplus	Retained Earnings	Shares	Amount				
Balance at December 31, 2013	**342.9**	**$ 3.4**	**$ 405.8**	**$ 5,302.1**	**(128.9)**	**$ (5,319.7)**	**$ (54.6)**	**$ 337.0**	**$ 10.9**	**$ 347.9**
Net income				988.7				988.7	7.9	996.6
Dividends				(246.5)				(246.5)	(6.9)	(253.4)
Non-controlling interest resulting from majority acquisition of ICRA								—	218.8	218.8
Stock-based compensation			80.6					80.6		80.6
Shares issued for stock-based compensation plans at average cost, net			(58.0)		4.2	156.0		98.0		98.0
Net excess tax benefits upon settlement of stock-based compensation awards			54.7					54.7		54.7
Adjustment to redemption value of redeemable noncontrolling interest			(99.2)					(99.2)		(99.2)
Treasury shares repurchased					(13.8)	(1,220.5)		(1,220.5)		(1,220.5)
Currency translation adjustment, (net of tax of $10.7 million)							(129.3)	(129.3)	—	(129.3)
Net actuarial losses and prior service cost (net of tax of $37.1 million)							(56.7)	(56.7)		(56.7)
Amortization and recognition of prior service costs and actuarial losses, (net of tax of $2.8 million)							4.5	4.5		4.5
Net unrealized gain on available for sale securities							0.9	0.9		0.9
Balance at December 31, 2014	**342.9**	**$ 3.4**	**$ 383.9**	**$ 6,044.3**	**(138.5)**	**$ (6,384.2)**	**$ (235.2)**	**$ (187.8)**	**$ 230.7**	**42.9**

The accompanying notes are an integral part of the consolidated financial statements.

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CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT) *continued*
(Amounts in millions)

	Shareholders' of Moody's Corporation									
	Common Stock				Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Total Moody's Shareholders' Equity (Deficit)	Non-Controlling Interests	Total Shareholders' Equity
	Shares	Amount	Capital Surplus	Retained Earnings	Shares	Amount				
Balance at December 31, 2014	**342.9**	**$ 3.4**	**$ 383.9**	**$ 6,044.3**	**(138.5)**	**$ (6,384.2)**	**$ (235.2)**	**$ (187.8)**	**$ 230.7**	**42.9**
Net income				941.3				941.3	8.3	949.6
Dividends				(276.6)				(276.6)	(7.0)	(283.6)
Stock-based compensation			87.5					87.5		87.5
Shares issued for stock-based compensation plans at average cost, net			(63.5)		2.6	93.1		29.6		29.6
Net excess tax benefits upon settlement of stock-based compensation awards			43.4					43.4		43.4
Treasury shares repurchased					(10.9)	(1,098.1)		(1,098.1)		(1,098.1)
Currency translation adjustment (net of tax of $14.7 million)							(125.3)	(125.3)		(125.3)
Net actuarial losses and prior service cost (net of tax of $7.1 million)							11.4	11.4		11.4
Amortization and recognition of prior service costs and actuarial losses, (net of tax of $5.2 million)							8.3	8.3		8.3
Net unrealized gain on available for sale securities							2.4	2.4		2.4
Net realized loss on cash flow hedges							(1.1)	(1.1)		(1.1)
Balance at December 31, 2015	**342.9**	**$ 3.4**	**$ 451.3**	**$ 6,709.0**	**(146.8)**	**$ (7,389.2)**	**$ (339.5)**	**$ (565.0)**	**$ 232.0**	**$ (333.0)**

The accompanying notes are an integral part of the consolidated financial statements.

NOTE 1 DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Moody's is a provider of (i) credit ratings, (ii) credit, capital markets and economic 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 financial instrument pricing services in the Asia-Pacific region as well as revenue from ICRA's non-ratings operations. 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 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 along with financial training and certification programs.

Certain reclassifications have been made to prior period amounts to conform to the current presentation.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation
The consolidated financial statements include those of Moody's Corporation and its majority- and wholly-owned subsidiaries. The effects of all intercompany transactions have been eliminated. Investments in companies for which the Company has significant influence over operating and financial policies but not a controlling interest are accounted for on an equity basis whereby the Company records its proportional share of the investment's net income or loss as part of other non-operating income (expense), net and any dividends received reduce the carrying amount of the investment. The Company applies the guidelines set forth in Topic 810 of the ASC in assessing its interests in variable interest entities to decide whether to consolidate that entity. The Company has reviewed the potential variable interest entities and determined that there are no consolidation requirements under Topic 810 of the ASC. The Company consolidates its ICRA subsidiaries on a three month lag.

Cash and Cash Equivalents
Cash equivalents principally consist of investments in money market mutual funds and money market deposit accounts as well as high-grade commercial paper and certificates of deposit with maturities of three months or less when purchased.

Short-term Investments
Short-term investments are securities with maturities greater than 90 days at the time of purchase that are available for operations in the next 12 months. The Company's short-term investments primarily consist of certificates of deposit and their cost approximates fair value due to the short-term nature of the instruments. Interest and dividends on these investments are recorded into income when earned.

Property and Equipment
Property and equipment are stated at cost and are depreciated using the straight-line method over their estimated useful lives. Expenditures for maintenance and repairs that do not extend the economic useful life of the related assets are charged to expense as incurred.

Research and Development Costs
All research and development costs are expensed as incurred. These costs primarily reflect the development of credit processing software and quantitative credit risk assessment products sold by the MA segment.

Research and development costs were $29.1 million, $37.9 million, and $22.8 million for the years ended December 31, 2015, 2014 and 2013, respectively, and are included in operating expenses within the Company's consolidated statements of operations. These costs generally consist of professional services provided by third parties and compensation costs of employees.

Costs for internally developed computer software that will be sold, leased or otherwise marketed are capitalized when technological feasibility has been established. These costs primarily relate to the development or enhancement of products in the ERS business and generally consist of professional services provided by third parties and compensation costs of employees that develop the software. Judgment is required in determining when technological feasibility of a product is established and the Company believes that technological feasibility for its software products is reached after all high-risk development issues have been resolved through coding and testing. Generally, this occurs shortly before the products are released to customers. Accordingly, costs for internally developed computer software that will be sold, leased or otherwise marketed that were eligible for capitalization under Topic 985 of the ASC as well as the related amortization expense related to such costs were immaterial for the years ended December 31, 2015, 2014 and 2013.

Computer Software Developed or Obtained for Internal Use

The Company capitalizes costs related to software developed or obtained for internal use. These assets, included in property and equipment in the consolidated balance sheets, relate to the Company's accounting, product delivery and other systems. Such costs generally consist of direct costs for third-party license fees, professional services provided by third parties and employee compensation, in each case incurred either during the application development stage or in connection with upgrades and enhancements that increase functionality. Such costs are depreciated over their estimated useful lives on a straight-line basis. Costs incurred during the preliminary project stage of development as well as maintenance costs are expensed as incurred.

Long-Lived Assets, Including Goodwill and Other Acquired Intangible Assets

Moody's evaluates its goodwill for impairment at the reporting unit level, defined as an operating segment or one level below an operating segment, annually as of July 31 or more frequently if impairment indicators arise in accordance with ASC Topic 350.

The Company evaluates the recoverability of goodwill using a three-step impairment test approach at the reporting unit level. In the first step, the Company assesses various qualitative factors to determine whether the fair value of a reporting unit may be less than its carrying amount. If a determination is made that, based on the qualitative factors, an impairment does not exist, the Company is not required to perform further testing. If the aforementioned qualitative assessment results in the Company concluding that it is more likely than not that the fair value of a reporting unit may be less than its carrying amount, the fair value of the reporting unit will be determined and compared to its carrying value including goodwill. If the fair value of the reporting unit exceeds the carrying value of the net assets assigned to that unit, goodwill is not impaired and the Company is not required to perform further testing. If the fair value of the reporting unit is less than the carrying value, the Company must perform a third step of the impairment test to determine the implied fair value of the reporting unit's goodwill. The implied fair value of the goodwill is determined based on the difference between the fair value of the reporting unit and the net fair value of the identifiable assets and liabilities of the reporting unit. If the implied fair value of the goodwill is less than its carrying value, the difference is recognized as an impairment charge. For the reporting units where the Company is consistently able to conclude that an impairment does not exist using only a qualitative approach, the Company's accounting policy is to perform the second step of the aforementioned goodwill impairment assessment at least once every three years. Goodwill is assigned to a reporting unit at the date when an acquisition is integrated into one of the established reporting units, and is based on which reporting unit is expected to benefit from the synergies of the acquisition.

For purposes of assessing the recoverability of goodwill, the Company has six primary reporting units at December 31, 2015: two within the Company's ratings business (one for the ICRA business and one that encompasses all of Moody's other ratings operations) and four reporting units within MA: RD&A, ERS, Financial Services Training and Certifications and Copal Amba. The RD&A reporting unit encompasses the distribution of investor-oriented research and data developed by MIS as part of its ratings process, in-depth research on major debt issuers, industry studies, economic research and commentary on topical events and credit analytic tools. The ERS reporting unit consists of credit risk management and compliance software that is sold on a license or subscription basis as well as related advisory services for implementation and maintenance. The FSTC reporting unit consists of the portion of the MA business that offers both credit training as well as other professional development training and certification services. The Copal Amba reporting unit consists of outsourced research and analytical services.

Amortizable intangible assets are reviewed for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Rent Expense

The Company records rent expense on a straight-line basis over the life of the lease. In cases where there is a free rent period or future fixed rent escalations the Company will record a deferred rent liability. Additionally, the receipt of any lease incentives will be recorded as a deferred rent liability which will be amortized over the lease term as a reduction of rent expense.

Stock-Based Compensation

The Company records compensation expense for all share-based payment award transactions granted to employees based on the fair value of the equity instrument at the time of grant. This includes shares issued under stock option and restricted stock plans. The Company has also established a pool of additional paid-in capital related to the tax effects of employee share-based compensation, which is available to absorb any recognized tax shortfalls.

Derivative Instruments and Hedging Activities

Based on the Company's risk management policy, from time to time the Company may use derivative financial instruments to reduce exposure to changes in foreign exchange rates and interest rates. The Company does not enter into derivative financial instruments for speculative purposes. All derivative financial instruments are recorded on the balance sheet at their respective fair values. The changes in the value of derivatives that qualify as fair value hedges are recorded with a corresponding adjustment to the carrying value of the item being hedged. Changes in the derivative's fair value that qualify as cash flow hedges are recorded to other comprehensive income or loss, to the extent the hedge is effective, and such amounts are reclassified from accumulated other comprehensive income or loss to earnings in the same period or periods during which the hedged transaction affects income. Changes in the derivative's fair value that qualify as net investment hedges are recorded to other comprehensive income or loss, to the extent the hedge is effective. Any changes in the fair value of derivatives that the Company does not designate as hedging instruments under Topic 815 of the ASC are recorded in the consolidated statements of operations in the period in which they occur.

Revenue Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or the services have been provided and accepted by the customer when applicable, fees are determinable and the collection of resulting receivables is considered probable.

Pursuant to ASC Topic 605, when a sales arrangement contains multiple deliverables, the Company allocates revenue to each deliverable based on its relative selling price which is determined based on its vendor specific objective evidence if available, third party evidence if VSOE is not available, or estimated selling price if neither VSOE nor TPE is available.

The Company's products and services will generally qualify as separate units of accounting under ASC Topic 605. The Company evaluates each deliverable in an arrangement to determine whether it represents a separate unit of accounting. A deliverable constitutes a separate unit of accounting when it has stand-alone value to the customers and if the arrangement includes a customer refund or return right relative to the delivered item and the delivery and performance of the undelivered item is considered probable and substantially in the Company's control. In instances where the aforementioned criteria are not met, the deliverable is combined with the undelivered items and revenue recognition is determined as one single unit.

The Company determines whether its selling price in a multi-element transaction meets the VSOE criteria by using the price charged for a deliverable when sold separately or, if the deliverable is not yet being sold separately, the price established by management having the relevant authority to establish such a price. In instances where the Company is not able to establish VSOE for all deliverables in a multiple element arrangement, which may be due to the Company infrequently selling each element separately, not selling products within a reasonably narrow price range, or only having a limited sales history, the Company attempts to establish TPE for deliverables. The Company determines whether TPE exists by evaluating largely similar and interchangeable competitor products or services in standalone sales to similarly situated customers. However, due to the difficulty in obtaining third party pricing, possible differences in its market strategy from that of its peers and the potential that products and services offered by the Company may contain a significant level of differentiation and/or customization such that the comparable pricing of products with similar functionality cannot be obtained, the Company generally is unable to reliably determine TPE. Based on the selling price hierarchy established by ASC Topic 605, when the Company is unable to establish selling price using VSOE or TPE, the Company will establish an ESP. ESP is the price at which the Company would transact a sale if the product or service were sold on a stand-alone basis. The Company establishes its best estimate of ESP considering internal factors relevant to is pricing practices such as costs and margin objectives, standalone sales prices of similar products, percentage of the fee charged for a primary product or service relative to a related product or service, and customer segment and geography. Additional consideration is also given to market conditions such as competitor pricing strategies and market trend. The Company reviews its determination of VSOE, TPE and ESP on an annual basis or more frequently as needed.

In the MIS segment, revenue attributed to initial ratings of issued securities is recognized when the rating is issued. Revenue attributed to monitoring of issuers or issued securities is recognized ratably over the period in which the monitoring is performed, generally one year. In the case of commercial mortgage-backed securities, structured credit, international residential mortgage-backed and asset-backed securities, issuers can elect to pay the monitoring fees upfront. These fees are deferred and recognized over the future monitoring periods based on the expected lives of the rated securities, which was approximately 27 years on a weighted average basis at December 31, 2015. At December 31, 2015, 2014 and 2013, deferred revenue related to these securities was approximately $121 million, $107 million, and $97 million.

Multiple element revenue arrangements in the MIS segment are generally comprised of an initial rating and the related monitoring service. In instances where monitoring fees are not charged for the first year monitoring effort, fees are allocated to the initial rating and monitoring services based on the relative selling price of each service to the total arrangement fees. The Company generally uses ESP in determining the selling price for its initial ratings as the Company rarely sells initial ratings separately without providing related monitoring services and thus is unable to establish VSOE or TPE for initial ratings.

MIS estimates revenue for ratings of commercial paper for which, in addition to a fixed annual monitoring fee, issuers are billed quarterly based on amounts outstanding. Revenue is accrued each quarter based on estimated amounts outstanding and is billed when actual data is available. The estimate is determined based on the issuers' most recent reported quarterly data. At December 31, 2015, 2014 and 2013, accounts receivable included approximately $24 million, $22 million, and $21 million, respectively, related to accrued commercial paper revenue. Historically, MIS has not had material differences between the estimated revenue and the actual billings. Furthermore, for certain annual monitoring services, fees are not invoiced until the end of the annual monitoring period and revenue is accrued ratably over the monitoring period. At December 31, 2015, 2014 and 2013, accounts receivable included approximately $146.4 million, $127.8 million and $96.7 million, respectively, relating to accrued monitoring service revenue.

In the MA segment, products and services offered by the Company include software licenses and related maintenance, subscriptions, and professional services. Revenue from subscription based products, such as research and data subscriptions and certain software-based credit risk management subscription products, is recognized ratably over the related subscription period, which is principally one year. Revenue from sale of perpetual licenses of credit processing software is generally recognized at the time the product master or first copy is delivered or transferred to and accepted by the customer. If uncertainty exists regarding customer acceptance of the product or service, revenue is not recognized until acceptance occurs. Software maintenance revenue is recognized ratably over the annual maintenance period. Revenue from professional services rendered is generally recognized as the services are performed. A large portion of annual research and data subscriptions and annual software maintenance are invoiced in the months of November, December and January.

Products and services offered within the MA segment are sold either stand-alone or together in various combinations. In instances where a multiple element arrangement includes software and non-software deliverables, revenue is allocated to the non-software deliverables and to the software deliverables, as a group, using the relative selling prices of each of the deliverables in the arrangement based on the aforementioned selling price hierarchy. Revenue is recognized for each element based upon the conditions for revenue recognition noted above.

If the arrangement contains more than one software deliverable, the arrangement consideration allocated to the software deliverables as a group is allocated to each software deliverable using VSOE. In the instances where the Company is not able to determine VSOE for all of the deliverables of an arrangement, the Company allocates the revenue to the undelivered elements equal to its VSOE and the residual revenue to the delivered elements. If the Company is unable to determine VSOE for an undelivered element, the Company defers all revenue allocated to the software deliverables until the Company has delivered all of the elements or when VSOE has been determined for the undelivered elements. In cases where software implementation services are considered essential and VSOE of fair value exists for post-contract customer support ("PCS"), once the delivery criteria has been met on the standard software, license and service revenue is recognized on a percentage-of-completion basis as implementation services are performed, while PCS is recognized over the coverage period. If VSOE of fair value does not exist for PCS, once the delivery criteria has been met on the standard software, service revenue is recognized on a zero profit margin basis until essential services are complete, at which point total remaining arrangement revenue is then spread ratably over the remaining PCS coverage period. If VSOE does not exist for PCS at the beginning of an arrangement but is established during implementation, revenue not recognized due to the absence of VSOE will be recognized on a cumulative basis.

Accounts Receivable Allowances

Moody's records an allowance for estimated future adjustments to customer billings as a reduction of revenue, based on historical experience and current conditions. Such amounts are reflected as additions to the accounts receivable allowance. Additionally, estimates of uncollectible accounts are recorded as bad debt expense and are reflected as additions to the accounts receivable allowance. Actual billing adjustments and uncollectible account write-offs are recorded against the allowance. Moody's evaluates its accounts receivable allowance by reviewing and assessing historical collection and adjustment experience and the current status of customer accounts. Moody's also considers the economic environment of the customers, both from an industry and geographic perspective, in evaluating the need for allowances. Based on its analysis, Moody's adjusts its allowance as considered appropriate in the circumstances.

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.

For claims, litigation and proceedings and governmental investigations and inquires 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, 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.

The Company’s wholly-owned insurance subsidiary insures the Company against certain risks including but not limited to deductibles for worker’s compensation, employment practices litigation and employee medical claims and terrorism, for which the claims are not material to the Company. In addition, for claim years 2008 and 2009, the insurance subsidiary insured the Company for defense costs related to professional liability claims. For matters insured by the Company’s insurance subsidiary, Moody’s records liabilities based on the estimated total claims expected to be paid and total projected costs to defend a claim through its anticipated conclusion. The Company determines liabilities based on an assessment of management’s best estimate of claims to be paid and legal defense costs as well as actuarially determined estimates. Defense costs for matters not self-insured by the Company’s wholly-owned insurance subsidiary are expensed as services are provided.

For income tax matters, the Company employs the prescribed methodology of Topic 740 of the ASC which requires a company to first determine whether it is more-likely-than-not (defined as a likelihood of more than fifty percent) that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more-likely-than-not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority.

Operating Expenses

Operating expenses include costs associated with the development and production of the Company’s products and services and their delivery to customers. These expenses principally include employee compensation and benefits and travel costs that are incurred in connection with these activities. Operating expenses are charged to income as incurred, except for certain costs related to software implementation services which are deferred until related revenue is recognized. Additionally, certain costs incurred to develop internal use software are capitalized and depreciated over their estimated useful life.

Selling, General and Administrative Expenses

SG&A expenses include such items as compensation and benefits for corporate officers and staff and compensation and other expenses related to sales of products. They also include items such as office rent, business insurance, professional fees and gains and losses from sales and disposals of assets. SG&A expenses are charged to income as incurred, except for certain expenses incurred to develop internal use software are capitalized and depreciated over their estimated useful life.

Redeemable Noncontrolling Interest

The Company records its redeemable noncontrolling interest at fair value on the date of the related business combination transaction. The redeemable noncontrolling interest represents noncontrolling shareholders’ interest in entities which are controlled but not wholly-owned by Moody’s and for which Moody’s obligation to redeem the minority shareholders’ interest is governed by a put/call relationship. Subsequent to the initial measurement, the redeemable noncontrolling interest is recorded at the greater of its redemption value or its carrying value at the end of each reporting period. If the redeemable noncontrolling interest is carried at its redemption value, the difference between the redemption value and the carrying value would be adjusted through capital surplus at the end of each reporting period. The Company also performs a quarterly assessment to determine if the aforementioned redemption value exceeds the fair value of the redeemable noncontrolling interest. If the redemption value of the redeemable noncontrolling interest were to exceed its fair value, the excess would reduce the net income attributable to Moody’s shareholders. The Company settled its redeemable noncontrolling interest in the fourth quarter of 2014 by exercising its call option to acquire the remaining share of Copal Amba that it did not previously own.

Foreign Currency Translation

For all operations outside the U.S. where the Company has designated the local currency as the functional currency, assets and liabilities are translated into U.S. dollars using end of year exchange rates, and revenue and expenses are translated using average exchange rates for the year. For these foreign operations, currency translation adjustments are accumulated in a separate component of shareholders’ (deficit)/equity.

Comprehensive Income
Comprehensive income represents the change in net assets of a business enterprise during a period due to transactions and other events and circumstances from non-owner sources including foreign currency translation impacts, net actuarial losses and net prior service costs related to pension and other retirement plans, gains and losses on derivative instruments and unrealized gains and losses on securities designated as 'available-for-sale' under Topic 320 of the ASC.

Income Taxes
The Company accounts for income taxes under the asset and liability method in accordance with ASC Topic 740. Therefore, income tax expense is based on reported income before income taxes and deferred income taxes reflect the effect of temporary differences between the amounts of assets and liabilities that are recognized for financial reporting purposes and the amounts that are recognized for income tax purposes.

The Company classifies interest related to unrecognized tax benefits as a component of interest expense in its consolidated statements of operations. Penalties are recognized in other non-operating expenses. For UTPs, the Company first determines whether it is more-likely-than-not (defined as a likelihood of more than fifty percent) that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more-likely-than-not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority.

For certain of its non-U.S. subsidiaries, the Company has deemed the undistributed earnings relating to these subsidiaries to be indefinitely reinvested within its foreign operations. Accordingly, the Company has not provided deferred income taxes on these indefinitely reinvested earnings. It is not practicable to determine the amount of deferred taxes that might be required to be provided if such earnings were distributed in the future due to complexities in the tax laws and in the hypothetical calculations that would have to be made.

Fair Value of Financial Instruments
The Company's financial instruments include cash, cash equivalents, trade receivables and payables, all of which are short-term in nature and, accordingly, approximate fair value. Additionally, the Company invests in certain short-term investments consisting primarily of certificates of deposit that are carried at cost, which approximates fair value due to their short-term maturities.

The Company also has certain investments in closed-ended and open-ended mutual funds in India which are designated as 'available for sale' under Topic 320 of the ASC. Accordingly, unrealized gains and losses on these investments are recorded to other comprehensive income and are reclassified out of accumulated other comprehensive income to the statement of operations when the investment matures or is sold using a specific identification method.

Also, the Company uses derivative instruments, as further described in Note 5, to manage certain financial exposures that occur in the normal course of business. These derivative instruments are carried at fair value on the Company's consolidated balance sheets.

The Company also was subject to contingent consideration obligations related to certain of its acquisitions as more fully discussed in Note 9. These obligations were carried at their estimated fair value within the Company's consolidated balance sheets.

Fair value is defined by the ASC as the price that would be received from selling an asset or paid to transfer a liability (i.e., an exit price) in an orderly transaction between market participants at the measurement date. The determination of this fair value is based on the principal or most advantageous market in which the Company could commence transactions and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions and risk of nonperformance. Also, determination of fair value assumes that market participants will consider the highest and best use of the asset.

The ASC establishes a fair value hierarchy whereby the inputs contained in valuation techniques used to measure fair value are categorized into three broad levels as follows:

Level 1 : quoted market prices in active markets that the reporting entity has the ability to access at the date of the fair value measurement;

Level 2 : inputs other than quoted market prices described in Level 1 that are observable for the asset or liability, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active or other inputs that are observable or can be 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 that are significant to the fair value measurement of the assets or liabilities.

Concentration of Credit Risk
Financial instruments that potentially subject the Company to concentration of credit risk principally consist of cash and cash equivalents, short-term investments, trade receivables and derivatives.

The Company manages its credit risk exposure by allocating its cash equivalents among various money market mutual funds, money market deposit accounts, certificates of deposits and high- grade commercial paper. Short-term investments primarily consist of certificates of deposit as of December 31, 2015 and 2014. The Company manages its credit risk exposure on cash equivalents and short-term investments by limiting the amount it can invest with any single entity. No customer accounted for 10% or more of accounts receivable at December 31, 2015 or 2014.

Earnings per Share of Common Stock
Basic shares outstanding is calculated based on the weighted average number of shares of common stock outstanding during the reporting period. Diluted shares outstanding is calculated giving effect to all potentially dilutive common shares, assuming that such shares were outstanding during the reporting period.

Pension and Other Retirement Benefits
Moody's maintains various noncontributory DBPPs as well as other contributory and noncontributory retirement plans. The expense and assets/liabilities that the Company reports for its pension and other retirement benefits are dependent on many assumptions concerning the outcome of future events and circumstances. These assumptions represent the Company's best estimates and may vary by plan. The differences between the assumptions for the expected long-term rate of return on plan assets and actual experience is spread over a five-year period to the market related value of plan assets which is used in determining the expected return on assets component of annual pension expense. All other actuarial gains and losses are generally deferred and amortized over the estimated average future working life of active plan participants.

The Company recognizes as an asset or liability in its consolidated balance sheet the funded status of its defined benefit retirement plans, measured on a plan-by-plan basis. Changes in the funded status due to actuarial gains/losses are recorded as part of other comprehensive income during the period the changes occur.

Use of Estimates
The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates. Estimates are used for, but not limited to, revenue recognition, accounts receivable allowances, income taxes, contingencies, valuation of long-lived and intangible assets, goodwill, pension and other retirement benefits, stock-based compensation, and depreciable lives for property and equipment and computer software.

Recently Issued Accounting Pronouncements
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. The Company is currently evaluating its adoption options and the impact that adoption of this update 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; ii) the accounting for certain software license and maintenance revenue in MA; iii) the accounting for certain revenue arrangements where VSOE is not available and iv) the accounting for contract acquisition costs. 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 April 2015, the FASB issued ASU No. 2015-05 “Customer's Accounting for Fees Paid in a Cloud Computing Arrangement”. This ASU provides guidance on accounting for fees paid by a customer in a cloud computing arrangement. In accordance with the ASU, a cloud computing arrangement that contains a software license should be accounted for consistently with the acquisition of other software licenses. If no software license is present in the contract, the entity should account for the arrangement as a service contract. The Company can elect to apply this ASU either retrospectively or prospectively effective for annual and interim reporting periods beginning after December 15, 2015, and early adoption is permitted. The adoption of this ASU in 2016 will not have a material impact on the Company's financial statements.

In April 2015, the FASB issued ASU No. 2015-03, “Simplifying the Presentation of Debt Issuance Costs”. This ASU simplifies the presentation of debt issuance costs in financial statements and requires a company to present such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization costs will continue to be reported as interest expense.

The ASU is effective retrospectively for annual and interim reporting periods beginning after December 15, 2015, and early adoption is permitted. The adoption of this ASU will impact the presentation of debt issuance costs in the Company's consolidated balance sheets. Additionally, in August 2015, the FASB issued ASU No. 2015-15 "Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements". This ASU codifies that given the lack of authoritative guidance in ASU 2015-03 regarding line-of-credit arrangements, the SEC staff would not object to a Company deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt costs ratably over the term of the arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement.

In May 2015, the FASB issued ASU No. 2015-07 "Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)". This ASU removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share as a practical expedient. ASU No. 2015-07 is effective retrospectively for fiscal years beginning after December 15, 2015, with early adoption permitted. The adoption of this ASU will only impact the presentation of certain of the Company's pension assets in the fair value hierarchy disclosures.

In September 2015, the FASB issued ASU No. 2015-16 "Simplifying the Accounting for Measurement-Period Adjustments" in acquisition accounting. This ASU requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The amendments in this ASU require that the acquirer record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. ASU No. 2015-16 is applied prospectively for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The Company does not believe the adoption of this ASU will have a material impact on its financial statements.

In November 2015, the FASB issued ASU No. 2015-17 "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes." This ASU simplifies the presentation of deferred income taxes by requiring all deferred income tax assets and liabilities be classified as noncurrent on the balance sheet. This removes the requirement for the entity to determine whether the deferred tax is current or noncurrent for presentation in the balance sheet. ASU No. 2015-17 is effective for financial statements issued for annual periods beginning after December 15, 2016. The Company has elected to adopt this ASU in the first quarter of 2016 with the adoption affecting the presentation of the Company's deferred tax assets and liabilities on its balance sheet.

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. ASU No. 2016-01 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.

NOTE 3 RECONCILIATION OF WEIGHTED AVERAGE SHARES OUTSTANDING

Below is a reconciliation of basic to diluted shares outstanding:

	Year Ended December 31,		
	2015	**2014**	**2013**
Basic	**200.1**	210.7	219.4
Dilutive effect of shares issuable under stock-based compensation plans	**3.3**	4.0	4.1
Diluted	**203.4**	214.7	223.5
Antidilutive options to purchase common shares and restricted stock as well as contingently issuable restricted stock which are excluded from the table above	**0.7**	0.7	4.0

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 December 31, 2015, 2014 and 2013. These assumed proceeds include Excess Tax Benefits and any unrecognized compensation on the awards.

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

NOTE 4 **CASH EQUIVALENTS AND INVESTMENTS**

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

	As of December 31, 2015					
				Balance sheet location		
	Cost	Gross Unrealized Gains	Fair Value	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**

	As of December 31, 2014					
				Balance sheet location		
	Cost	Gross Unrealized Gains	Fair Value	Cash and cash equivalents	Short-term investments	Other assets
Money market mutual funds	$ 149.7	$ —	$ 149.7	$ 149.7	$ —	$ —
Certificates of deposit and money market deposit accounts (1)	$ 842.5	$ —	$ 842.5	$ 380.1	$ 458.1	$ 4.3
Fixed maturity and open ended mutual funds (2)	$ 47.1	$ 0.9	$ 48.0	$ —	$ —	$ 48.0

(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 12 months at December 31, 2015 and one month to 10 months at December 31, 2014. The remaining contractual maturities for the certificates of deposits classified in other assets are one month to 27 months at December 31, 2015 and one month to 39 months at December 31, 2014. 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 eleven months to 31 months and two months to 23 months at December 31, 2015 and 2014, 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.

NOTE 5 **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 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 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:

		Amount of Income Recognized in the consolidated statements of operations		
		Year Ended December 31,		
Derivatives designated as Fair Value accounting hedges	**Location on Consolidated Statement of Operations**	**2015**	**2014**	**2013**
Interest rate swaps	Interest expense, net	**$ 15.2**	$ 11.7	$ 4.2

In November 2015, the Company entered into and settled a $150 million treasury rate lock agreement to manage the Company's interest rate risk associated with the anticipated additional issuance of the 2014 Senior Notes (30-year) as further described in Note 15. The Company settled this rate lock for a loss of $1.1 million simultaneous with the additional issuance under the 2014 Senior Notes (30-year). The loss on this rate lock was recorded in other comprehensive income and will be amortized to interest expense over the term of the 2014 Senior Notes (30-year).

Net Investment Hedges

The Company enters into foreign currency forward contracts that are designated as net investment hedges and additionally 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, any change in the fair value and any realized gains and losses for the hedge 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 income, net in the Company's consolidated statement of operations.

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

	December 31, 2015	December 31, 2014
Notional amount of net investment hedges:		
Long-term debt designated as net investment hedge	**€ 400.0**	€ —
Contracts to sell euros for USD	**€ —**	€ 50.0
Contracts to sell GBP for euros	**£ 21.2**	£ —
Contracts to sell Japanese yen for USD	**¥ 19,400.0**	¥ 19,400.0

The outstanding contracts to sell Japanese yen for USD mature in November 2016. The outstanding contracts to sell GBP for euros mature in March 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-derivatives in net investment hedging relationships	Amount of Gain (Loss) Recognized in AOCI on Derivative (Effective Portion), net of tax		
	Year Ended December 31,		
	2015	2014	2013
FX forwards	$ 13.4	$ 19.4	$ 3.7
Long-term debt	4.7	—	—
Total	$ 18.1	$ 19.4	$ 3.7

Derivatives in cash flow hedging relationships	Amount of Gain (Loss) Recognized in AOCI on Derivative (Effective Portion), net of tax		
	Year Ended December 31,		
	2015	2014	2013
Treasury rate lock	$ (1.1)	$ —	$ —
	$ (1.1)	$ —	$ —

The loss on this rate lock will be amortized over the term of the 2014 Senior Notes (30-year). The amount that will be reclassified to earnings in 2016 is immaterial.

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

	Gains (Losses), net of tax	
	December 31, 2015	December 31, 2014
Net investment hedges		
FX forwards	$ 34.3	$ 20.9
Long-term debt	4.7	—
Total net investment hedges	$ 39.0	$ 20.9
Cash flow hedges		
Treasury rate lock	(1.1)	—
Total	$ 37.9	$ 20.9

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 (expense) 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 March 2016.

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

	December 31, 2015	December 31, 2014
Notional amount of currency pair:		
Contracts to purchase USD with euros	$ —	$ 38.5
Contracts to sell USD for euros	$ 70.1	$ 51.1
Contracts to purchase USD with GBP	$ —	$ 0.2
Contracts to purchase USD with other foreign currencies	$ —	$ 1.2
Contracts to purchase euros with other foreign currencies	€ 35.5	€ 34.0
Contracts to sell euros for other foreign currencies	€ 1.4	€ —
Contracts to purchase euros with GBP	€ —	€ 25.0
Contracts to sell euros for GBP	€ 23.1	€ 38.2

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 above. The Company has not designated these cross-currency swaps as accounting hedges. Accordingly, changes in fair value on these swaps is recognized immediately in other non-operating (expense), income, net in the Company's consolidated statements of operations along with the FX gain or loss recognized on the € 100 million principal of the 2015 Senior Notes that was not designated as a net investment hedge. 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.

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

		Year Ended December 31,		
Derivatives not designated as accounting hedges	**Location on Statement of Operations**	**2015**	**2014**	**2013**
Cross-currency swap	Other non-operating income, net	$ (9.0)	$ —	$ —
Foreign exchange forwards	Other non-operating income, net	(2.8)	(2.0)	2.1
Total		$ (11.8)	$ (2.0)	$ 2.1

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	December 31, 2015	December 31, 2014
Assets:			
Derivatives designated as accounting hedges:			
FX forwards on net investment in certain foreign subsidiaries	Other current assets	**$ 0.4**	$ 18.8
Interest rate swaps	Other assets	**12.1**	17.4
Total derivatives designated as accounting hedges		**12.5**	36.2
Derivatives not designated as accounting hedges:			
FX forwards on certain assets and liabilities	Other current assets	**0.1**	5.6
Total assets		**$ 12.6**	$ 41.8
Liabilities:			
Derivatives designated as accounting hedge:			
FX forwards on net investment in certain foreign subsidiaries	Accounts payable and accrued liabilities	**$ 1.2**	$ —
Interest rate swaps	Other non-current liabilities	**0.3**	—
Total derivatives designated as accounting hedges		**1.5**	—
Non-derivative instrument designated as accounting hedge:			
Long-term debt designated as net investment hedge	Long-term debt	**434.5**	—
Derivatives not designated as accounting hedges:			
Cross-currency swap	Other non-current liabilities	**9.0**	—
FX forwards on certain assets and liabilities	Accounts payable and accrued liabilities	**1.9**	2.1
Total liabilities		**$ 446.9**	$ 2.1

NOTE 6 **PROPERTY AND EQUIPMENT, NET**

Property and equipment, net consisted of:

	December 31,	
	2015	2014
Office and computer equipment (3 – 10 year estimated useful life)	**$ 172.1**	$ 152.5
Office furniture and fixtures (3 – 10 year estimated useful life)	**45.4**	43.8
Internal-use computer software (1 – 10 year estimated useful life)	**387.0**	336.8
Leasehold improvements and building (3 – 20 year estimated useful life)	**220.8**	220.7
Total property and equipment, at cost	**825.3**	753.8
Less: accumulated depreciation and amortization	**(518.9)**	(451.5)
Total property and equipment, net	**$ 306.4**	$ 302.3

Depreciation and amortization expense related to the above assets was $81.6 million, $67.2 million, and $65.4 million for the years ended December 31, 2015, 2014 and 2013, respectively.

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NOTE 7 ACQUISITIONS

The business combinations described below are 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. These acquisitions are discussed below in more detail.

BlackBox Logic
On December 9, 2015, a subsidiary of the Company acquired the RMBS data and analytics business of BlackBox Logic. The aggregate purchase price was not material and the near term impact to the Company's operations and cash flows is not expected to be material. This business operates in the MA reportable segment and goodwill related to this acquisition has been allocated to the RD&A reporting unit.

Equilibrium
On May 21, 2015, a subsidiary of the Company acquired 100% of Equilibrium, a provider of credit rating and research services in Peru and Panama. The aggregate purchase price was not material and the near term impact to the Company's operations and cash flows is not expected to be material. Equilibrium operates in the MIS reportable segment and goodwill related to this acquisition has been allocated to the MIS reporting unit.

Lewtan Technologies
On October 27, 2014, a subsidiary of the Company acquired 100% of Lewtan Technologies, a leading provider of analytical tools and data for the global structured finance market. The acquisition of Lewtan will bolster MA's Structured Analytics and Valuations (SAV) business within its RD&A LOB, which provides an extensive data and analytics library for securitized assets. The aggregate purchase price is not material. Lewtan operates in the RD&A LOB of MA and goodwill related to this acquisition was allocated to the RD&A reporting unit.

WebEquity Solutions, LLC
On July 17, 2014, a subsidiary of the Company acquired 100% of WebEquity Solutions, LLC, a leading provider of cloud-based loan origination solutions for financial institutions. The payment of $130.5 million was funded with cash on hand. This acquisition will enhance MA's risk management product portfolio.

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

Current assets		$ 3.0
Property and equipment, net		2.3
Intangible assets:		
Client relationships (18 year weighted average life)	$ 42.8	
Software (15 year weighted average life)	11.5	
Trade name (4 year weighted average life)	0.5	
Total intangible assets (17 year weighted average life)		54.8
Goodwill		77.6
Liabilities assumed		(7.2)
Net assets acquired		$ 130.5

The acquired goodwill, which has been assigned to the MA segment, will be deductible for tax.

As of the date of the acquisition, WebEquity is part of the ERS reporting unit.

ICRA Limited
On June 26, 2014, a subsidiary of the Company acquired 2,154,722 additional shares of ICRA Limited, a publicly traded company in India. ICRA is a leading provider of credit ratings and research in India and will extend MIS's reach in the growing domestic debt market in India as well as other emerging markets in the region. The acquisition of the additional shares increased Moody's ownership stake in ICRA from 28.5% to just over 50%, resulting in a controlling interest in ICRA. Moody's consolidates ICRA's financial statements on a three-month lag.

Prior to the acquisition of the additional shares, Moody's accounted for its investment in ICRA on an equity basis whereby the Company recorded its proportional share of the investment's net income or loss as part of other non-operating income (expense), net. The acquisition of the additional shares has resulted in the Company consolidating ICRA into its financial statements. As a result of this consolidation and in accordance with ASC 805, the carrying value of the Company's equity investment in ICRA was remeasured to fair value as of the acquisition date resulting in a pre-tax gain of $102.8 million ($78.5 million after-tax) in the second quarter of 2014. The fair value of the Company's equity investment was based on ICRA's quoted market price on the date of acquisition.

The table below details the total consideration relating to the ICRA step-acquisition:

Cash paid	$ 86.0
Fair value of equity interest in ICRA prior to obtaining a controlling interest	124.9
Total consideration	$ 210.9

The cash paid in the table above was funded using Moody's non-U.S. cash on hand.

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		$ 25.4
Property and equipment, net		15.1
Intangible assets:		
Trade name (36 year weighted average life)	$ 46.8	
Client relationships (19 year weighted average life)	33.8	
Other (17 year weighted average life)*	18.3	
Total intangible assets (26 year weighted average life)		98.9
Goodwill		296.7
Other assets		56.3
Liabilities		(62.7)
Fair value of non-controlling interest assumed		(218.8)
Net assets acquired		$ 210.9

* Primarily consists of acquired technical know-how and ratings methodologies

Current assets include acquired cash of approximately $5 million. Additionally, current assets includes gross accounts receivable of approximately $14 million, of which an immaterial amount is not expected to be collectible. Goodwill, which has been assigned to the MIS segment, is not deductible for tax.

The fair value of the non-controlling interest was determined based on the quoted market price per share of ICRA on the date that the Company acquired the controlling stake.

ICRA operates as its own reporting unit for purposes of the Company's annual goodwill impairment assessment.

NOTE 8 **GOODWILL AND OTHER ACQUIRED INTANGIBLE ASSETS**

The following table summarizes the activity in goodwill:

	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

	Year ended December 31, 2014								
	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	$ 11.4	$ —	$ 11.4	$ 666.0	$ (12.2)	$ 653.8	$ 677.4	$ (12.2)	$ 665.2
Additions/adjustments	296.7	—	296.7	101.1	—	101.1	397.8	—	397.8
Foreign currency translation adjustments	(9.4)	—	(9.4)	(32.5)	—	(32.5)	(41.9)	—	(41.9)
Ending balance	$ 298.7	$ —	$ 298.7	$ 734.6	$ (12.2)	$ 722.4	$ 1,033.3	$ (12.2)	$ 1,021.1

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 2014 additions/adjustments for the MIS segment in the table above relate to the ICRA acquisition in the second quarter of 2014. The 2014 additions/adjustments for the MA segment relate to the acquisition WebEquity in the third quarter of 2014 and Lewtan in the fourth quarter of 2014 as well as adjustments for Amba which was acquired in the fourth quarter of 2013.

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.

Acquired intangible assets consisted of:

	December 31, 2015	December 31, 2014
Customer relationships	**$ 298.4**	$ 310.4
Accumulated amortization	**(110.0)**	(98.1)
Net customer relationships	**188.4**	212.3
Trade secrets	**29.7**	30.6
Accumulated amortization	**(23.1)**	(20.9)
Net trade secrets	**6.6**	9.7
Software	**74.7**	79.8
Accumulated amortization	**(47.7)**	(43.0)
Net software	**27.0**	36.8
Trade names	**72.4**	76.5
Accumulated amortization	**(16.2)**	(13.3)
Net trade names	**56.2**	63.2
Other	**44.3**	44.8
Accumulated amortization	**(23.4)**	(21.3)
Net other	**20.9**	23.5
Total	**$ 299.1**	$ 345.5

Other intangible assets primarily consist of databases, covenants not to compete and acquired ratings methodologies and models. Amortization expense relating to intangible assets is as follows:

	Year Ended December 31, 2015	2014	2013
Amortization expense	**$ 31.9**	$ 28.4	$ 28.0

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

Year Ending December 31,	
2016	$ 31.3
2017	28.9
2018	22.5
2019	19.2
2020	18.6
Thereafter	178.6
Total estimated future amortization	$ 299.1

Amortizable intangible assets are reviewed for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. For all intangible assets, there were no such events or changes during 2015, 2014 or 2013 that would indicate that the carrying amount of amortizable intangible assets in any of the Company's reporting units may not be recoverable. Additionally, there were no events or circumstances during 2015, 2014 or 2013 that would indicate the need for an adjustment of the remaining useful lives of these amortizable intangible assets.

NOTE 9 **FAIR VALUE**

The table below presents information about items, which are carried at fair value on a recurring basis at December 31, 2015 and 2014:

	Description	Fair Value Measurement as of December 31, 2015			
		Balance	Level 1	Level 2	Level 3
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	$ —

	Description	Fair Value Measurement as of December 31, 2014			
		Balance	Level 1	Level 2	Level 3
Assets:					
	Derivatives (a)	$ 41.8	$ —	$ 41.8	$ —
	Money market mutual funds	149.7	149.7	—	—
	Fixed maturity and open ended mutual funds (b)	48.0	48.0	—	—
	Total	$ 239.5	$ 197.7	$ 41.8	$ —
Liabilities:					
	Derivatives (a)	$ 2.1	$ —	$ 2.1	$ —
	Contingent consideration arising from acquisitions (c)	2.1	—	—	2.1
	Total	$ 4.2	$ —	$ 2.1	$ 2.1

(a) Represents FX forwards on certain assets and liabilities and on net investments in certain foreign subsidiaries as well as interest rate swaps and cross-currency swaps as more fully described in Note 5 to the financial statements.

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

(c) Represents contingent consideration liabilities pursuant to the agreements for the CSI acquisition.

The following table summarizes the changes in the fair value of the Company's Level 3 liabilities:

	Changes in Contingent Consideration for Years Ended December 31,		
	2015	2014	2013
Balance as of January 1	$ 2.1	$ 17.5	$ 9.0
Contingent consideration assumed in acquisition of Amba	—	—	4.3
Contingent consideration payments	(1.9)	(16.5)	(2.5)
Losses included in earnings	—	1.3	6.9
Foreign currency translation adjustments	(0.2)	(0.2)	(0.2)
Balance as of December 31	$ —	$ 2.1	$ 17.5

The losses in 2014 and 2013 included in earnings in the table above were recorded within SG&A expenses in the Company's consolidated statements of operations and related to contingent consideration obligations related to the Copal Amba acquisition which were settled in 2014.

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

Derivatives:
In determining the fair value of the derivative contracts in the table above, 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:
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.

Contingent Consideration:
During the third quarter of 2015, the Company settled a contingent consideration obligation of 2.5 million Canadian dollars related to the acquisition of CSI that was based on certain non-financial metrics set forth in the acquisition agreement. Prior to the settlement of this obligation, the Company utilized a discounted cash flow methodology to value this obligation. These obligations were measured using Level 3 inputs as defined in the ASC.

For certain of the contingent consideration obligations relating to the acquisition of Copal, a portion of the contingent cash payments were based on revenue and EBITDA growth for certain of the Copal entities. This growth was calculated by comparing revenue and EBITDA in the year immediately prior to the exercise of the put/call option to acquire the remaining 33% ownership interest of Copal Partners Limited, to revenue and EBITDA in Copal's fiscal year ended March 31, 2011. Payments of $12.2 million under this arrangement were made in the fourth quarter of 2014 pursuant to the Company exercising its call option to acquire the remaining shares of Copal Amba. The Company had utilized discounted cash flow methodologies to value these obligations prior to their settlement in 2014. The expected future cash flows for these obligations were discounted using a risk-free interest rate plus a credit spread based on the option adjusted spread of the Company's publicly traded debt as of the valuation date plus sovereign and size risk premiums. The most significant unobservable input involved in the measurement of these obligations were the projected future financial results of the applicable Copal Amba entities. Other contingent cash payments were based on the achievement of revenue targets for Copal's fiscal year ended March 31, 2013 and a $2.5 million payment was made in 2013.

For the contingent consideration obligations relating to the acquisition of Amba, the payment was based on the acquired entity achieving a revenue target for its fiscal year ended March 31, 2014 which was met resulting in a $4.3 million payment in 2014.

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NOTE 10 **DETAIL OF CERTAIN BALANCE SHEET INFORMATION**

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

	December 31, 2015	December 31, 2014
Other current assets:		
Prepaid taxes	$ **83.3**	$ 65.4
Prepaid expenses	**66.9**	59.9
Other	**29.4**	47.2
Total other current assets	$ **179.6**	$ 172.5

	December 31, 2015	December 31, 2014
Other assets:		
Investments in joint ventures	$ **28.7**	$ 21.6
Deposits for real-estate leases	**11.4**	11.3
Indemnification assets related to acquisitions	**19.2**	23.5
Fixed maturity, open-ended mutual funds, and fixed deposits	**55.0**	48.0
Other	**46.5**	41.5
Total other assets	$ **160.8**	$ 145.9

	December 31, 2015	December 31, 2014
Accounts payable and accrued liabilities:		
Salaries and benefits	$ **83.8**	$ 86.5
Incentive compensation	**137.2**	155.2
Profit sharing contribution	**—**	9.3
Customer credits, advanced payments and advanced billings	**24.6**	17.0
Self-insurance reserves	**19.7**	21.5
Dividends	**78.2**	75.0
Professional service fees	**54.5**	47.0
Interest accrued on debt	**59.4**	45.0
Accounts payable	**22.2**	19.4
Income taxes (see Note 14)	**11.5**	16.1
Pension and other retirement employee benefits (see Note 12)	**5.4**	5.1
Other	**70.1**	60.5
Total accounts payable and accrued liabilities	$ **566.6**	$ 557.6

	December 31, 2015	December 31, 2014
Other liabilities:		
Pension and other retirement employee benefits (see Note 12)	$ **228.3**	$ 244.8
Deferred rent-non-current portion	**98.4**	104.2
Interest accrued on UTPs	**27.9**	20.8
Legacy and other tax matters	**1.7**	8.6
Other	**60.9**	52.5
Total other liabilities	$ **417.2**	$ 430.9

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:

	Year Ended December 31,		
	2015	**2014**	**2013**
Balance January 1,	**$ 21.5**	$ 27.6	$ 55.8
Accruals (reversals), net	**22.2**	5.8	(0.9)
Payments	**(24.0)**	(11.9)	(27.3)
Balance December 31,	**$ 19.7**	$ 21.5	$ 27.6

Redeemable Noncontrolling Interest:

In connection with the acquisition of Copal, the Company and the non-controlling shareholders entered into a put/call option agreement whereby the Company had the option to purchase from the non-controlling shareholders and the non-controlling shareholders had the option to sell to the Company the remaining 33% ownership interest of Copal Partners Limited based on a strike price to be calculated on pre-determined formulas using a combination of revenue and EBITDA multiples when exercised. The value of the estimated put/call option strike price on the date of acquisition was based on a Monte Carlo simulation model. This model contemplated multiple scenarios which simulated certain of Copal's revenue, EBITDA margins and equity values to estimate the present value of the expected strike price of the option. In connection with the acquisition of Amba in December 2013, which was combined with Copal to form the Copal Amba operating segment and reporting unit, the aforementioned revenue and EBITDA multiples set forth in the put/call option agreement were modified to include the results of Amba. The option was subject to a minimum exercise price of $46 million. There was no limit as to the maximum amount of the strike price on the put/call option.

In the fourth quarter of 2014, the Company exercised its call option to acquire the remaining interest of Copal Amba.

The following table shows changes in the redeemable noncontrolling interest related to the acquisition of Copal Amba:

	Year Ended December 31,	
	2014	**2013**
	Redeemable Noncontrolling Interest	
Balance January 1,	**$ 80.0**	$ 72.3
Net earnings	**9.3**	5.8
Dividends	**(4.9)**	(6.0)
Redemption of noncontrolling interest	**(183.8)**	—
Adjustment to redemption value (1)	**99.4**	7.9
Balance December 31,	**$ —**	$ 80.0

(1) The adjustment to the redemption value in the year ended December 31, 2014 reflects the aforementioned revisions to the revenue and EBITDA multiples pursuant to the amendment of the put/call agreement which occurred contemporaneously with the acquisition of Amba coupled with growth in the Copal Amba reporting unit. These adjustments were recorded with a corresponding reduction to capital surplus.

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NOTE 11. **COMPREHENSIVE INCOME AND ACCUMULATED OTHER COMPREHENSIVE INCOME**

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

	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013	Affected line in the consolidated statement of operations
Gains (losses) on currency translation adjustments				
Liquidation of foreign subsidiary	**$ 0.1**	$ —	$ (1.4)	Other non-operating income (expense), net
Loss on foreign currency translation adjustment pursuant to ICRA step-acquisition	**—**	(4.4)	—	ICRA Gain
Total gains (losses) on currency translation adjustments	**0.1**	(4.4)	(1.4)	
Losses on Cash Flow Hedges				
Interest rate swap derivative contracts	**—**	—	(1.2)	Interest expense, net
Income tax effect of item above	**—**	—	0.5	Provision for income taxes
Losses on Cash Flow Hedges	**—**	—	(0.7)	
Gains on available for sale securities:				
Gains on available for sale securities	**0.9**	0.1	—	Other income
Income tax effect of item above	**—**	—	—	Provision for income taxes
Total gains on available for sale securities	**0.9**	0.1	—	
Pension and other retirement benefits				
Amortization of actuarial losses and prior service costs included in net income	**(8.5)**	(4.7)	(7.6)	Operating expense
Amortization of actuarial losses and prior service costs included in net income	**(5.0)**	(2.6)	(4.3)	SG&A expense
Total before income taxes	**(13.5)**	(7.3)	(11.9)	
Income tax effect of item above	**5.2**	2.8	4.9	Provision for income taxes
Total pension and other retirement benefits	**(8.3)**	(4.5)	(7.0)	
Total losses included in Net Income attributable to reclassifications out of AOCI	**$ (7.3)**	$ (8.8)	$ (9.1)	

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

	Year Ended December 31, 2015				
	Pension and Other Retirement Benefits	Gains/(Losses) on Cash Flow Hedges	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	11.4	(1.1)	(125.2)	3.3	(111.6)
Amounts reclassified from AOCI	8.3	—	(0.1)	(0.9)	7.3
Other comprehensive income/(loss)	19.7	(1.1)	(125.3)	2.4	(104.3)
Balance December 31, 2015	$ (85.7)	$ (1.1)	$ (256.0)	$ 3.3	$ (339.5)

	Year Ended December 31, 2014				
	Pension and Other Retirement Benefits	Gains/(Losses) on Cash Flow Hedges	Foreign Currency Translation Adjustments	Gains on Available for Sale Securities	Total
Balance December 31, 2013	$ (53.2)	$ —	$ (1.4)	$ —	$ (54.6)
Other comprehensive income/(loss) before reclassifications	(56.7)	—	(133.7)	1.0	(189.4)
Amounts reclassified from AOCI	4.5	—	4.4	(0.1)	8.8
Other comprehensive income/(loss)	(52.2)	—	(129.3)	0.9	(180.6)
Balance December 31, 2014	$ (105.4)	$ —	$ (130.7)	$ 0.9	$ (235.2)

	Year Ended December 31, 2013				
	Pension and Other Retirement Benefits	Gains/(Losses) on Cash Flow Hedges	Foreign Currency Translation Adjustments	Gains on Available for Sale Securities	Total
Balance December 31, 2012	$ (90.1)	$ (0.7)	$ 8.7	$ —	$ (82.1)
Other comprehensive income/(loss) before reclassifications	29.9	—	(11.5)	—	18.4
Amounts reclassified from AOCI	7.0	0.7	1.4	—	9.1
Other comprehensive income/(loss)	36.9	0.7	(10.1)	—	27.5
Balance December 31, 2013	$ (53.2)	$ —	$ (1.4)	$ —	$ (54.6)

NOTE 12 PENSION AND OTHER RETIREMENT BENEFITS

U.S. Plans

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 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 at the Distribution Date, Moody's assumed responsibility for the pension and other retirement benefits relating to its active employees. New D&B has assumed responsibility for the Company's retirees and vested terminated employees as of the Distribution Date.

Through 2007, substantially all U.S. employees were eligible to participate in the Company's DBPPs. Effective January 1, 2008, the Company no longer offers DBPPs to U.S. employees hired or rehired on or after January 1, 2008 and new hires in the U.S. instead will receive a retirement contribution in similar benefit value under the Company's Profit Participation Plan. Current participants of the Company's Retirement Plans and Other Retirement Plans continue to accrue benefits based on existing plan benefit formulas.

Following is a summary of changes in benefit obligations and fair value of plan assets for the Retirement Plans for the years ended December 31:

	Pension Plans		Other Retirement Plans	
	2015	2014	2015	2014
Change in benefit obligation:				
Benefit obligation, beginning of the period	$ (461.8)	$ (347.1)	$ (26.7)	$ (20.7)
Service cost	(21.6)	(18.4)	(2.2)	(1.7)
Interest cost	(16.9)	(16.5)	(1.0)	(0.9)
Plan participants' contributions	—	—	(0.4)	(0.4)
Plan amendments	6.4	—	1.2	—
Benefits paid	7.5	6.4	0.8	0.6
Actuarial gain (loss)	1.9	(8.3)	(0.1)	(0.1)
Assumption changes	25.3	(77.9)	1.4	(3.5)
Benefit obligation, end of the period	(459.2)	(461.8)	(27.0)	(26.7)
Change in plan assets:				
Fair value of plan assets, beginning of the period	248.4	204.6	—	—
Actual return on plan assets	(4.5)	12.9	—	—
Benefits paid	(7.4)	(6.4)	(0.8)	(0.6)
Employer contributions	24.4	37.3	0.4	0.2
Plan participants' contributions	—	—	0.4	0.4
Fair value of plan assets, end of the period	$ 260.9	$ 248.4	$ —	$ —
Funded Status of the plans	$ (198.3)	$ (213.4)	$ (27.0)	$ (26.7)
Amounts recorded on the consolidated balance sheets:				
Pension and retirement benefits liability — current	$ (4.4)	$ (4.3)	$ (1.0)	$ (0.8)
Pension and retirement benefits liability — non current	(193.9)	(209.1)	(26.0)	(25.9)
Net amount recognized	$ (198.3)	$ (213.4)	$ (27.0)	$ (26.7)
Accumulated benefit obligation, end of the period	$ (405.3)	$ (396.3)		

The following information is for those pension plans with an accumulated benefit obligation in excess of plan assets:

	December 31,	
	2015	2014
Aggregate projected benefit obligation	$ 459.2	$ 461.8
Aggregate accumulated benefit obligation	$ 405.3	$ 396.3
Aggregate fair value of plan assets	$ 260.9	$ 248.4

The following table summarizes the pre-tax net actuarial losses and prior service cost recognized in AOCI for the Company's Retirement Plans as of December 31:

	Pension Plans		Other Retirement Plans	
	2015	2014	2015	2014
Net actuarial losses	$ (144.6)	$ (165.5)	$ (4.4)	$ (6.0)
Net prior service costs	4.5	(2.7)	1.2	—
Total recognized in AOCI- pretax	$ (140.1)	$ (168.2)	$ (3.2)	$ (6.0)

The following table summarizes the estimated pre-tax net actuarial losses and prior service cost for the Company's Retirement Plans that will be amortized from AOCI and recognized as components of net periodic expense during the next fiscal year:

	Pension Plans	Other Retirement Plans
Net actuarial losses	$ 10.3	$ 0.2
Net prior service costs	0.1	(0.3)
Total to be recognized as components of net periodic expense	$ 10.4	$ (0.1)

Net periodic benefit expenses recognized for the Retirement Plans for years ended December 31:

	Pension Plans			Other Retirement Plans		
	2015	2014	2013	2015	2014	2013
Components of net periodic expense						
Service cost	$ 21.6	$ 18.4	$ 19.8	$ 2.2	$ 1.7	$ 1.7
Interest cost	16.9	16.5	13.5	1.0	0.9	0.8
Expected return on plan assets	(14.4)	(14.3)	(12.9)	—	—	—
Amortization of net actuarial loss from earlier periods	12.5	6.6	10.8	0.3	—	0.3
Amortization of net prior service costs from earlier periods	0.7	0.7	0.6	—	—	—
Net periodic expense	$ 37.3	$ 27.9	$ 31.8	$ 3.5	$ 2.6	$ 2.8

The following table summarizes the pre-tax amounts recorded in OCI related to the Company's Retirement Plans for the years ended December 31:

	Pension Plans		Other Retirement Plans	
	2015	2014	2015	2014
Amortization of net actuarial losses	$ 12.5	$ 6.6	$ 0.3	$ —
Amortization of prior service costs	0.7	0.7	—	—
Prior service costs	6.5	—	1.2	—
Net actuarial gain (loss) arising during the period	8.4	(87.5)	1.3	(3.7)
Total recognized in OCI – pre-tax	$ 28.1	$ (80.2)	$ 2.8	$ (3.7)

ADDITIONAL INFORMATION:

Assumptions – Retirement Plans

Weighted-average assumptions used to determine benefit obligations at December 31:

	Pension Plans		Other Retirement Plans	
	2015	2014	2015	2014
Discount rate	4.04%	3.78%	4.00%	3.65%
Rate of compensation increase	3.74%	3.76%	—	—

Weighted-average assumptions used to determine net periodic benefit expense for years ended December 31:

	Pension Plans			Other Retirement Plans		
	2015	**2014**	**2013**	**2015**	**2014**	**2013**
Discount rate	**3.78%**	4.71%	3.82%	**3.65%**	4.45%	3.55%
Expected return on plan assets	**5.80%**	6.80%	7.30%	**—**	—	—
Rate of compensation increase	**3.76%**	4.00%	4.00%	**—**	—	—

The expected rate of return on plan assets represents the Company's best estimate of the long-term return on plan assets and is determined by using a building block approach, which generally weighs the underlying long-term expected rate of return for each major asset class based on their respective allocation target within the plan portfolio, net of plan paid expenses. As the assumption reflects a long-term time horizon, the plan performance in any one particular year does not, by itself, significantly influence the Company's evaluation. For 2015, the expected rate of return used in calculating the net periodic benefit costs was 5.80%. For 2016, the Company's expected rate of return assumption was 6.10% to reflect the Company's current view of long-term capital market outlook. In addition, the Company has updated its mortality assumption by adopting the newly released RP-2014 mortality tables and accompanying mortality improvement scale MP-2015 recently issued by the Society of Actuaries. Additionally, the assumed healthcare cost trend rate assumption is not material to the valuation of the other retirement plans.

Plan Assets

Moody's investment objective for the assets in the funded pension plan is to earn total returns that will minimize future contribution requirements over the long-term within a prudent level of risk. The Company works with its independent investment consultants to determine asset allocation targets for its pension plan investment portfolio based on its assessment of business and financial conditions, demographic and actuarial data, funding characteristics, and related risk factors. Other relevant factors, including historical and forward looking views of inflation and capital market returns, are also considered. Risk management practices include monitoring plan asset performance, diversification across asset classes and investment styles, and periodic rebalancing toward asset allocation targets. The Company's Asset Management Committee is responsible for overseeing the investment activities of the plan, which includes selecting acceptable asset classes, defining allowable ranges of holdings by asset class and by individual investment managers, defining acceptable securities within each asset class, and establishing investment performance expectations. Ongoing monitoring of the plan includes reviews of investment performance and managers on a regular basis, annual liability measurements, and periodic asset/liability studies.

In 2014, the Company implemented a revised investment policy, which uses risk-controlled investment strategies by increasing the plan's asset allocation to fixed income securities and specifying ranges of acceptable target allocation by asset class based on different levels of the plan's accounting funded status. In addition, the investment policy also requires the investment grade fixed income asset be rebalanced between shorter and longer duration bonds as the interest rate environment changes. This revised investment policy is designed to help protect the plan's funded status and to limit volatility of the Company's contributions. Based on the revised policy, the Company's current target asset allocation is approximately 53% (range of 48% to 58%) in equity securities, 40% (range of 35% to 45%) in fixed income securities and 7% (range of 4% to 10%) in other investments and the plan will use a combination of active and passive investment strategies and different investment styles for its investment portfolios within each asset class. The plan's equity investments are diversified across U.S. and non-U.S. stocks of small, medium and large capitalization. The plan's fixed income investments are diversified principally across U.S. and non-U.S. government and corporate bonds which are expected to help reduce plan exposure to interest rate variation and to better align assets with obligations. The plan also invests in other fixed income investments such debts rated below investment grade, emerging market debt, and convertible securities. The plan's other investment, which is made through private real estate investment trust fund, is expected to provide additional diversification benefits and absolute return enhancement to the plan assets.

Fair value of the assets in the Company's funded pension plan by asset category at December 31, 2015 and 2014 are as follows:

	Fair Value Measurement as of December 31, 2015			
Asset Category	**Balance**	**Level 1**	**Level 2**	**% of total assets**
Cash and cash equivalent	$ 0.5	$ —	$ 0.5	—
Common/collective trust funds — equity securities				
Global large-cap	99.9	—	99.9	38%
U.S. small and mid-cap	16.0	—	16.0	6%
Emerging markets	16.5	—	16.5	6%
Total equity investments	132.4	—	132.4	51%
Emerging markets bond fund	10.6	10.6	—	4%
Common/collective trust funds — fixed income securities				
Intermediate-term investment grade U.S. government/ corporate bonds	69.8	—	69.8	27%
U.S. Treasury Inflation-Protected Securities (TIPs)	12.5	—	12.5	5%
Private investment fund — convertible securities	7.3	—	7.3	3%
Private investment fund — high yield securities	7.4	—	7.4	3%
Total fixed-income investments	107.6	10.6	97.0	41%
Other investment- Common/collective trust fund — private real estate fund	20.4	—	20.4	8%
Total Assets	$ 260.9	$ 10.6	$ 250.3	100%

	Fair Value Measurement as of December 31, 2014			
Asset Category	**Balance**	**Level 1**	**Level 2**	**% of total assets**
Cash and cash equivalent	$ 13.2	$ —	$ 13.2	5%
Emerging markets equity fund	14.0	14.0	$ —	6%
Common/collective trust funds — equity securities				
U.S. large-cap	92.2	—	92.2	37%
U.S. small and mid-cap	16.5	—	16.5	7%
Total equity investments	122.7	14.0	108.7	50%
Emerging markets bond fund	9.1	9.1	—	4%
Common/collective trust funds — fixed income securities				
Intermediate-term investment grade U.S. government/ corporate bonds	60.8	—	60.8	24%
U.S. Treasury Inflation-Protected Securities (TIPs)	10.7	—	10.7	4%
Convertible securities	7.5	—	7.5	3%
Private investment fund — high yield securities	6.7	—	6.7	3%
Total fixed-income investments	94.8	9.1	85.7	38%
Other investment — Common/collective trust fund — private real estate fund	17.8	—	17.8	7%
Total Assets	$ 248.5	$ 23.1	$ 225.4	100%

Cash and cash equivalents are primarily comprised of investment in money market mutual funds. In determining fair value, Level 1 investments are valued based on quoted market prices in active markets. Investments in common/collective trust funds are valued using the net asset value (NAV) per unit in each fund. The NAV is based on the value of the underlying investments owned by each trust, minus its liabilities, and then divided by the number of shares outstanding. Common/collective trust funds are categorized in Level 2 to the extent that they are readily redeemable at their NAV as of the measurement date or in the near feature or else they are categorized in Level 3 of the fair value hierarchy.

Except for the Company's U.S. funded pension plan, all of Moody's Retirement Plans are unfunded and therefore have no plan assets.

Cash Flows
The Company contributed $21.6 million and $33.7 million to its U.S. funded pension plan during the years ended December 31, 2015 and 2014, respectively. The Company made payments of $2.7 million and $3.6 million related to its U.S. unfunded pension plan obligations during the years ended December 31, 2015 and 2014, respectively. The Company made payments of $0.4 million and $0.6 million to its Other Retirement Plans during the years ended December 31, 2015 and 2014, respectively. The Company presently anticipates making contributions of $22.0 million to its funded pension plan and anticipates making payments of $4.4 million related to its unfunded U.S. pension plans and $1.0 million related to its Other Retirement Plans during the year ended December 31, 2015.

Estimated Future Benefits Payable
Estimated future benefits payments for the Retirement Plans are as follows at ended December 31, 2015:

Year Ending December 31,	Pension Plans	Other Retirement Plans
2016	$ 10.8	$ 1.0
2017	12.6	1.1
2018	42.4	1.3
2019	16.0	1.4
2020	17.5	1.6
2021 – 2025	$ 133.6	$ 10.5

Defined Contribution Plans
Moody’s has a Profit Participation Plan covering substantially all U.S. employees. The Profit Participation Plan provides for an employee salary deferral and the Company matches employee contributions, equal to 50% of employee contribution up to a maximum of 3% of the employee’s pay. Moody’s also makes additional contributions to the Profit Participation Plan based on year-to-year growth in the Company’s EPS. Effective January 1, 2008, all new hires are automatically enrolled in the Profit Participation Plan when they meet eligibility requirements unless they decline participation. As the Company’s U.S. DBPPs are closed to new entrants effective January 1, 2008, all eligible new hires will instead receive a retirement contribution into the Profit Participation Plan in value similar to the pension benefits. Additionally, effective January 1, 2008, the Company implemented a deferred compensation plan in the U.S., which is unfunded and provides for employee deferral of compensation and Company matching contributions related to compensation in excess of the IRS limitations on benefits and contributions under qualified retirement plans. Total expenses associated with U.S. defined contribution plans were $21.1 million, $26.8 million and $18.8 million in 2015, 2014, and 2013, respectively.

Effective January 1, 2008, Moody’s has designated the Moody’s Stock Fund, an investment option under the Profit Participation Plan, as an Employee Stock Ownership Plan and, as a result, participants in the Moody’s Stock Fund may receive dividends in cash or may reinvest such dividends into the Moody’s Stock Fund. Moody’s paid approximately $0.7 million and $0.6 million in dividends during the years ended December 31, 2015 and 2014, respectively, for the Company’s common shares held by the Moody’s Stock Fund. The Company records the dividends as a reduction of retained earnings in the Consolidated Statements of Shareholders’ Equity (Deficit). The Moody’s Stock Fund held approximately 488,000 and 490,000 shares of Moody’s common stock at December 31, 2015 and 2014, respectively.

International Plans
Certain of the Company’s international operations provide pension benefits to their employees. The non-U.S. defined benefit pension plans are immaterial. For defined contribution plans, company contributions are primarily determined as a percentage of employees’ eligible compensation. Moody’s also makes contributions to non-U.S. employees under a profit sharing plan which is based on year-to-year growth in the Company’s diluted EPS. Expenses related to these defined contribution plans for the years ended December 31, 2015, 2014 and 2013 were $26.7 million, $30.6 million and $19.7 million, respectively.

NOTE 13 STOCK-BASED COMPENSATION PLANS

Under the 1998 Plan, 33.0 million shares of the Company’s common stock have been reserved for issuance. The 2001 Plan, which is shareholder approved, permits the granting of up to 50.6 million shares, of which not more than 14.0 million shares are available for grants of awards other than stock options. The Stock Plans also provide for the granting of restricted stock. The Stock Plans provide that options are exercisable not later than ten years from the grant date. The vesting period for awards under the Stock Plans is generally determined by the Board at the date of the grant and has been four years except for employees who are at or near retirement eligibility, as defined, for which vesting is between one and four years. Additionally, the vesting period is three years for certain performance-based restricted stock that contain a condition whereby the number of shares that ultimately vest are based on the achievement of certain non-market based performance metrics of the Company. Options may not be granted at less than the fair market value of the Company's common stock at the date of grant.

The Company maintains the Directors' Plan for its Board, which permits the granting of awards in the form of non-qualified stock options, restricted stock or performance shares. The Directors' Plan provides that options are exercisable not later than ten years from the grant date. The vesting period is determined by the Board at the date of the grant and is generally one year for both options and restricted stock. Under the Directors' Plan, 1.7 million shares of common stock were reserved for issuance. Any director of the Company who is not an employee of the Company or any of its subsidiaries as of the date that an award is granted is eligible to participate in the Directors' Plan.

Presented below is a summary of the stock-based compensation expense and associated tax benefit in the accompanying Consolidated Statements of Operations:

	Year Ended December 31,		
	2015	2014	2013
Stock-based compensation expense	**$ 87.2**	$ 80.4	$ 67.1
Tax benefit	**$ 28.6**	$ 27.5	$ 24.7

The fair value of each employee stock option award is estimated on the date of grant using the Black-Scholes option-pricing model that uses the assumptions noted below. The expected dividend yield is derived from the annual dividend rate on the date of grant. The expected stock volatility is based on an assessment of historical weekly stock prices of the Company as well as implied volatility from Moody's traded options. The risk-free interest rate is based on U.S. government zero coupon bonds with maturities similar to the expected holding period. The expected holding period was determined by examining historical and projected post-vesting exercise behavior activity.

The following weighted average assumptions were used for options granted:

	Year Ended December 31,		
	2015	2014	2013
Expected dividend yield	**1.39%**	1.41%	1.72%
Expected stock volatility	**39%**	41%	43%
Risk-free interest rate	**1.88%**	2.30%	1.53%
Expected holding period	**6.9 years**	7.2 years	7.2 years
Grant date fair value	**$ 36.08**	$ 31.53	$ 17.58

A summary of option activity as of December 31, 2015 and changes during the year then ended is presented below:

Options	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding, December 31, 2014	6.0	$ 46.00		
Granted	0.3	$ 98.08		
Exercised	(1.5)	$ 54.89		
Outstanding, December 31, 2015	**4.8**	**$ 46.47**	**4.1 years**	**$ 256.9**
Vested and expected to vest, December 31, 2015	**4.7**	**$ 45.90**	**4.0 years**	**$ 254.9**
Exercisable, December 31, 2015	**3.9**	**$ 40.79**	**3.2 years**	**$ 231.2**

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between Moody's closing stock price on the last trading day of the year ended December 31, 2015 and the exercise prices, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options as of December 31, 2015. This amount varies based on the fair value of Moody's stock. As of December 31, 2015 there was $7.1 million of total unrecognized compensation expense related to options. The expense is expected to be recognized over a weighted average period of 1.4 years.

The following table summarizes information relating to stock option exercises:

	Year Ended December 31, 2015	2014	2013
Proceeds from stock option exercises	**$ 83.9**	$ 145.5	$ 163.3
Aggregate intrinsic value	**$ 72.9**	$ 122.3	$ 112.4
Tax benefit realized upon exercise	**$ 26.0**	$ 43.2	$ 41.1

A summary of the status of the Company's nonvested restricted stock as of December 31, 2015 and changes during the year then ended is presented below:

Nonvested Restricted Stock	Shares	Weighted Average Grant Date Fair Value Per Share
Balance, December 31, 2014	2.7	$ 53.98
Granted	0.9	$ 98.07
Vested	(1.2)	$ 47.30
Forfeited	(0.1)	$ 70.42
Balance, December 31, 2015	**2.3**	**$ 75.33**

As of December 31, 2015, there was $95.9 million of total unrecognized compensation expense related to nonvested restricted stock. The expense is expected to be recognized over a weighted average period of 1.6 years.

The following table summarizes information relating to the vesting of restricted stock awards:

	Year Ended December 31, 2015	2014	2013
Fair value of shares upon delivery	**$ 111.9**	$ 92.4	$ 54.6
Tax benefit realized upon delivery	**$ 38.1**	$ 31.2	$ 19.3

A summary of the status of the Company's performance-based restricted stock as of December 31, 2015 and changes during the year then ended is presented below:

Performance-based restricted stock	Shares	Weighted Average Grant Date Fair Value Per Share
Balance, December 31, 2014	0.9	$ 46.09
Granted	0.2	$ 94.08
Vested	(0.5)	$ 36.78
Balance, December 31, 2015	**0.6**	**$ 64.46**

The following table summarizes information relating to the vesting of the Company's performance-based restricted stock awards:

	Year Ended December 31, 2015	2014	2013
Fair value of shares upon delivery	**$ 43.1**	$ 38.0	$ 25.5
Tax benefit realized upon delivery	**$ 15.6**	$ 14.4	$ 9.7

As of December 31, 2015, there was $14.0 million of total unrecognized compensation expense related to this plan. The expense is expected to be recognized over a weighted average period of 0.9 years.

The Company has a policy of issuing treasury stock to satisfy shares issued under stock-based compensation plans.

In addition, the Company also sponsors the ESPP. Under the ESPP, 6.0 million shares of common stock were reserved for issuance. The ESPP allows eligible employees to purchase common stock of the Company on a monthly basis at a discount to the average of the high and the low trading prices on the New York Stock Exchange on the last trading day of each month. This discount was 5% in 2015, 2014 and 2013 resulting in the ESPP qualifying for non-compensatory status under Topic 718 of the ASC. Accordingly, no compensation expense was recognized for the ESPP in 2015, 2014, and 2013. The employee purchases are funded through after-tax payroll deductions, which plan participants can elect from one percent to ten percent of compensation, subject to the annual federal limit.

NOTE 14 INCOME TAXES

Components of the Company's provision for income taxes are as follows:

	Year Ended December 31,		
	2015	**2014**	**2013**
Current:			
Federal	**$ 278.2**	$ 252.8	$ 226.2
State and Local	**40.1**	70.2	57.6
Non-U.S.	**93.6**	102.1	96.8
Total current	**411.9**	425.1	380.6
Deferred:			
Federal	**14.7**	0.9	(13.1)
State and Local	**7.6**	4.9	(5.6)
Non-U.S.	**(4.2)**	24.1	(8.5)
Total deferred	**18.1**	29.9	(27.2)
Total provision for income taxes	**$ 430.0**	$ 455.0	$ 353.4

A reconciliation of the U.S. federal statutory tax rate to the Company's effective tax rate on income before provision for income taxes is as follows:

	Year Ended December 31,		
	2015	**2014**	**2013**
U.S. statutory tax rate	**35.0%**	35.0%	35.0%
State and local taxes, net of federal tax benefit	**3.0**	3.6	2.9
Benefit of foreign operations	**(5.8)**	(7.4)	(6.4)
Legacy tax items	**(0.2)**	(0.2)	(0.6)
Other	**(0.8)**	0.1	(0.7)
Effective tax rate	**31.2%**	31.1%	30.2%
Income tax paid	**$ 397.4**	$ 369.4	$ 335.7

The source of income before provision for income taxes is as follows:

	Year Ended December 31,		
	2015	**2014**	**2013**
United States	**$ 913.9**	$ 912.6	$ 836.1
International	**465.7**	548.4	333.2
Income before provision for income taxes	**$ 1,379.6**	$ 1,461.0	$ 1,169.3

The components of deferred tax assets and liabilities are as follows:

	December 31,	
	2015	2014
Deferred tax assets:		
Current:		
Account receivable allowances	**$ 6.6**	$ 7.7
Accrued compensation and benefits	**12.5**	14.6
Deferred revenue	**8.0**	6.7
Legal and professional fees	**10.7**	10.4
Restructuring	**1.2**	2.3
Other	**3.0**	3.5
Total current	**42.0**	45.2
Non-current:		
Accumulated depreciation and amortization	**0.9**	0.9
Stock-based compensation	**56.1**	62.3
Benefit plans	**101.6**	108.7
Deferred rent and construction allowance	**28.5**	30.5
Deferred revenue	**35.8**	34.2
Foreign net operating loss (1)	**3.7**	7.5
Uncertain tax positions	**38.2**	38.3
Self-insured related reserves	**22.7**	14.9
Other	**4.4**	5.6
Total non-current	**291.9**	302.9
Total deferred tax assets	**333.9**	348.1
Deferred tax liabilities:		
Current:		
Compensation and benefits	**(3.0)**	(3.0)
Unrealized gain on net investment hedges – OCI	**(24.2)**	(14.0)
Other	**(1.5)**	(1.1)
Total Current	**(28.7)**	(18.1)
Non-current:		
Accumulated depreciation and amortization of intangible assets and capitalized software	**(203.0)**	(204.3)
Foreign earnings to be repatriated	**(2.9)**	(3.4)
Self-insured related income	**(22.7)**	(16.9)
Other liabilities	**(5.8)**	(0.1)
Total non-current	**(234.4)**	(224.7)
Total deferred tax liabilities	**(263.1)**	(242.8)
Net deferred tax asset	**70.8**	105.3
Valuation allowance	**(4.3)**	(6.9)
Total net deferred tax assets	**$ 66.5**	$ 98.4

(1) Amounts are primarily set to expire beginning in 2018, if unused.

As of December 31, 2015, the Company had $2,367.9 million of undistributed earnings of foreign subsidiaries that it intends to indefinitely reinvest in foreign operations. The Company has not provided deferred income taxes on these indefinitely reinvested earnings. It is not practicable to determine the amount of deferred taxes that might be required to be provided if such earnings were distributed in the future, due to complexities in the tax laws and in the hypothetical calculations that would have to be made.

The Company had valuation allowances of $4.3 million and $6.9 million at December 31, 2015 and 2014, respectively, related to foreign net operating losses for which realization is uncertain.

As of December 31, 2015 the Company had $203.4 million of UTPs of which $148.8 million represents the amount that, if recognized, would impact the effective tax rate in future periods.

A reconciliation of the beginning and ending amount of UTPs is as follows:

	Year Ended December 31,		
	2015	2014	2013
Balance as of January 1	**$ 220.3**	$ 195.6	$ 156.6
Additions for tax positions related to the current year	**24.1**	52.5	67.8
Additions for tax positions of prior years	**14.0**	8.7	6.1
Reductions for tax positions of prior years	**(41.6)**	(31.4)	(10.1)
Settlements with taxing authorities	**(7.8)**	(1.8)	(21.4)
Lapse of statute of limitations	**(5.6)**	(3.3)	(3.4)
Balance as of December 31	**$ 203.4**	$ 220.3	$ 195.6

The Company classifies interest related to UTPs in interest expense in its consolidated statements of operations. Penalties, if incurred, would be recognized in other non-operating expenses. During the years ended December 31, 2015 and 2014, the Company incurred a net interest expense of $7.2 million and $5.5 million respectively, related to UTPs. As of December 31, 2015 and 2014, the amount of accrued interest recorded in the Company’s consolidated balance sheet related to UTP’s was $27.9 million and $20.8 million, respectively.

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 settled U.S. tax audit years 2008 through 2010 in the fourth quarter of 2015. The Company’s U.S. federal income tax returns for the years 2011 and 2012 are under examination and its 2013 and 2014 returns remain open to examination. The Company’s New York State income tax returns for 2011 to 2014 are under examination. The Company’s New York City tax return for 2013 is currently under examination and its 2014 tax return remains open to examination. The Company settled the U.K. tax audit for tax years 2007 through 2011 during the first quarter of 2014. The Company’s U.K. tax return for 2012 is under examination. Tax filings in the U.K. remain open to examination for 2013 and 2014.

For current ongoing audits related to open tax years, the Company estimates that it is possible that the balance of UTPs could decrease in the next twelve months as a result of the effective 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 might necessitate increases to the balance of UTPs. As the Company is unable to predict the timing of conclusion of these audits, the Company is unable to estimate the amount of changes to the balance of UTPs at this time.

NOTE 15 **INDEBTEDNESS**

The following table summarizes total indebtedness:

	December 31, 2015	December 31, 2014
Notes payable:		
6.06% Series 2007-1 Notes due 2017	**$ 300.0**	$ 300.0
5.50% 2010 Senior Notes, due 2020, net of unamortized discount of $1.7 million in 2015 and $2.0 million in 2014; also includes a fair value adjustment on an interest rate hedge of $9.4 million in 2015 and $5.8 million in 2014	**507.8**	503.8
4.50% 2012 Senior Notes, due 2022, net of unamortized discount of $2.8 million in 2015 and $3.1 million in 2014	**497.2**	496.9
4.875% 2013 Senior Notes, due 2024, net of unamortized discount of $2.3 million in 2015 and 2.5 million in 2014	**497.7**	497.5
2.75% 2014 Senior Notes (5-Year), due 2019, net of unamortized discount of $0.5 million in 2015 and $0.7 million in 2014; also includes a fair value adjustment on an interest rate hedge of $2.3 million in 2015 and $1.4 million in 2014	**451.8**	450.7
5.25% 2014 Senior Notes (30-Year), due 2044, net of unamortized discount of $1.6 million in 2015 and 2014; also includes an unamortized premium of $5.0 million relating to additional issuance under the notes in 2015	**603.4**	298.4
1.75% 2015 Senior Notes, due 2027	**543.1**	—
Total long-term debt	**$ 3,401.0**	$ 2,547.3

Credit Facility

On May 11, 2015, the Company entered into a five-year senior, unsecured revolving credit facility with the capacity to borrow up to $1 billion. This replaces the $1 billion five-year 2012 Facility that was scheduled to expire in April 2017. Interest on borrowings under the facility is payable at rates that are based on the LIBOR plus a premium that can range from 79.5 basis points to 120 basis points per annum depending on the Company's ratio of total debt to EBITDA. The Company also pays quarterly facility fees, regardless of borrowing activity under the 2015 Facility. The quarterly fees for the 2015 Facility can range from 8 basis points of the facility amount to 17.5 basis points, depending on the Company's Debt/ EBITDA ratio. The 2015 Facility contains covenants that, among other things, restrict the ability of the Company and its subsidiaries, without the approval of lenders, to engage in mergers, consolidations, asset sales, transactions with affiliates, sale and leaseback transactions or to incur liens, as set forth in the facility agreement. The 2015 Facility also contains a financial covenant that requires the Company to maintain a Debt/EBITDA ratio of not more than 4 to 1 at the end of any fiscal quarter. Upon the occurrence of certain financial or economic events, significant corporate events or certain other events of default constituting a default under the 2015 Facility, all loans outstanding under the 2015 Facility (including accrued interest and fees payable thereunder) may be declared immediately due and payable and all lending commitments under the 2015 Facility may be terminated. In addition, certain other events of default under the 2015 Facility would automatically result in amounts outstanding becoming immediately due and payable and the termination of all lending commitments.

Notes Payable

On September 30, 2005, the Company issued and sold through a private placement transaction, $300.0 million aggregate principal amount of its Series 2005-1 Senior Unsecured Notes due 2015 pursuant to the 2005 Agreement. The Series 2005-1 Notes had a ten-year term and bore interest at an annual rate of 4.98%, payable semi-annually on March 30 and September 30. Proceeds from the sale of the Series 2005-1 Notes were used to refinance $300.0 million aggregate principal amount of the Company's outstanding 7.61% senior notes which matured on September 30, 2005. On August 7, 2014, the Company prepaid the Series 2005-1 Notes using proceeds from the issuance of the 2014 Senior Notes (30-year) and the 2014 Senior Notes (5-year).

On September 7, 2007, the Company issued and sold through a private placement transaction, $300.0 million aggregate principal amount of its 6.06% Series 2007-1 Senior Unsecured Notes due 2017 pursuant to the 2007 Agreement. The Series 2007-1 Notes have a ten-year term and bear interest at an annual rate of 6.06%, payable semi-annually on March 7 and September 7. The Company may prepay the Series 2007-1 Notes, in whole or in part, at any time at a price equal to 100% of the principal amount being prepaid, plus accrued and unpaid interest and a Make Whole Amount. The 2007 Agreement contains covenants that limit the ability of the Company, and certain of its subsidiaries to, among other things: enter into transactions with affiliates, dispose of assets, incur or create liens, enter into any sale-leaseback transactions, or merge with any other corporation or convey, transfer or lease substantially all of its assets. The Company must also not permit its Debt/EBITDA ratio to exceed 4.0 to 1.0 at the end of any fiscal quarter.

On August 19, 2010, the Company issued $500 million aggregate principal amount of senior unsecured notes in a public offering. The 2010 Senior Notes bear interest at a fixed rate of 5.50% and mature on September 1, 2020. Interest on the 2010 Senior Notes will be due semi-annually on September 1 and March 1 of each year, commencing March 1, 2011. The Company may prepay the 2010 Senior Notes, in whole or in part, at any time at a price equal to 100% of the principal amount being prepaid, plus accrued and unpaid interest and a Make-Whole Amount. Additionally, at the option of the holders of the notes, the Company may be required to purchase all or a portion of the notes upon occurrence of a “Change of Control Triggering Event,” as defined in the 2010 Indenture, at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of purchase. The 2010 Indenture contains covenants that limit the ability of the Company and certain of its subsidiaries to, among other things, incur or create liens and enter into sale and leaseback transactions. In addition, the 2010 Indenture contains a covenant that limits the ability of the Company to consolidate or merge with another entity or to sell all or substantially all of its assets to another entity. The 2010 Indenture contains customary default provisions. In addition, an event of default will occur if the Company or certain of its subsidiaries fail to pay the principal of any indebtedness (as defined in the 2010 Indenture) when due at maturity in an aggregate amount of $50 million or more, or a default occurs that results in the acceleration of the maturity of the Company’s or certain of its subsidiaries’ indebtedness in an aggregate amount of $50 million or more. Upon the occurrence and during the continuation of an event of default under the 2010 Indenture, the notes may become immediately due and payable either automatically or by the vote of the holders of more than 25% of the aggregate principal amount of all of the notes then outstanding.

On November 4, 2011, in connection with the acquisition of Copal, a subsidiary of the Company issued a $14.2 million non-interest bearing note to the sellers which represented a portion of the consideration transferred to acquire the Copal entities. If a seller subsequently transfers to the Company all of its shares, the Company must repay the seller its proportion of the principal on the later of (i) the fourth anniversary date of the note or (ii) within a time frame set forth in the acquisition agreement relating to the resolution of certain income tax uncertainties pertaining to the transaction. The Company has the right to offset payment of the note against certain indemnification assets associated with UTPs related to the acquisition. Accordingly, the Company has offset the liability for this note against the indemnification asset, thus no balance for this note is carried on the Company’s consolidated balance sheet at December 31, 2015 and 2014. In the event that the Company would not be required to settle amounts related to the UTPs, the Company would be required to pay the sellers the principal in accordance with the note agreement. The Company may prepay the note in accordance with certain terms set forth in the acquisition agreement.

On August 20, 2012, the Company issued $500 million aggregate principal amount of unsecured notes in a public offering. The 2012 Senior Notes bear interest at a fixed rate of 4.50% and mature on September 1, 2022. Interest on the 2012 Senior Notes will be due semi-annually on September 1 and March 1 of each year, commencing March 1, 2013. The Company may prepay the 2012 Senior Notes, in whole or in part, at any time at a price equal to 100% of the principal amount being prepaid, plus accrued and unpaid interest and a Make-Whole Amount. Additionally, at the option of the holders of the notes, the Company may be required to purchase all or a portion of the notes upon occurrence of a “Change of Control Triggering Event,” as defined in the 2012 Indenture, at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of purchase. The 2012 Indenture contains covenants that limit the ability of the Company and certain of its subsidiaries to, among other things, incur or create liens and enter into sale and leaseback transactions. In addition, the 2012 Indenture contains a covenant that limits the ability of the Company to consolidate or merge with another entity or to sell all or substantially all of its assets to another entity. The 2012 Indenture contains customary default provisions. In addition, an event of default will occur if the Company or certain of its subsidiaries fail to pay the principal of any indebtedness (as defined in the 2012 Indenture) when due at maturity in an aggregate amount of $50 million or more, or a default occurs that results in the acceleration of the maturity of the Company’s or certain of its subsidiaries’ indebtedness in an aggregate amount of $50 million or more. Upon the occurrence and during the continuation of an event of default under the 2012 Indenture, the 2012 Senior notes may become immediately due and payable either automatically or by the vote of the holders of more than 25% of the aggregate principal amount of all of the notes then outstanding.

On August 12, 2013, the Company issued $500 million aggregate principal amount of senior unsecured notes in a public offering. The 2013 Senior Notes bear interest at a fixed rate of 4.875% and mature on February 15, 2024. Interest on the 2013 Senior Notes will be due semi-annually on February 15 and August 15 of each year, commencing February 15, 2014. The Company may prepay the 2013 Senior Notes, in whole or in part, at any time at a price equal to 100% of the principal amount being prepaid, plus accrued and unpaid interest and a Make-Whole Amount. Notwithstanding the immediately preceding sentence, the Company may redeem the 2013 Senior Notes, in whole or in part, at any time or from time to time on or after November 15, 2023 (three months prior to their maturity), at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding the redemption date. Additionally, at the option of the holders of the notes, the Company may be required to purchase all or a portion of the notes upon occurrence of a “Change of Control Triggering Event,” as defined in the 2013 Indenture, at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of purchase. The 2013 Indenture contains covenants that limit the ability of the Company and certain of its subsidiaries to, among other things, incur or create liens and enter into sale and leaseback transactions. In addition, the 2013 Indenture contains a covenant that limits the ability of the Company to consolidate or merge with another entity or to sell all or substantially all of its assets to another entity. The 2013 Indenture contains customary default provisions. In addition, an event of default will occur if the Company or certain of its subsidiaries fail to pay the principal of any indebtedness (as defined in the 2013 Indenture) when due at maturity in an aggregate amount of $50 million or more, or a default occurs that results in the acceleration of the maturity of the Company's or certain of its subsidiaries' indebtedness in an aggregate amount of $50 million or more. Upon the occurrence and during the continuation of an event of default under the 2013 Indenture, the 2013 Senior Notes may become immediately due and payable either automatically or by the vote of the holders of more than 25% of the aggregate principal amount of all of the notes then outstanding.

On July 16, 2014, the Company issued $300 million aggregate principal amount of senior unsecured notes in a public offering. The 2014 Senior Notes (30-year) bear interest at a fixed rate of 5.25% and mature on July 15, 2044. Interest on the 2014 Senior Notes (30-year) will be due semi-annually on January 15 and July 15 of each year, commencing January 15, 2015. The Company may prepay the 2014 Senior Notes (30-year), in whole or in part, at any time at a price equal to 100% of the principal amount being prepaid, plus accrued and unpaid interest and a Make-Whole Amount. Additionally, at the option of the holders of the notes, the Company may be required to purchase all or a portion of the notes upon occurrence of a "Change of Control Triggering Event," as defined in the 2014 Indenture, at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of purchase. The 2014 Indenture contains covenants that limit the ability of the Company and certain of its subsidiaries to, among other things, incur or create liens and enter into sale and leaseback transactions. In addition, the 2014 Indenture contains a covenant that limits the ability of the Company to consolidate or merge with another entity or to sell all or substantially all of its assets to another entity. The 2014 Indenture contains customary default provisions. In addition, an event of default will occur if the Company or certain of its subsidiaries fail to pay the principal of any indebtedness (as defined in the 2014 Indenture) when due at maturity in an aggregate amount of $50 million or more, or a default occurs that results in the acceleration of the maturity of the Company's or certain of its subsidiaries' indebtedness in an aggregate amount of $50 million or more. Upon the occurrence and during the continuation of an event of default under the 2014 Indenture, the 2014 Senior Notes (30-year) may become immediately due and payable either automatically or by the vote of the holders of more than 25% of the aggregate principal amount of all of the notes then outstanding. On November 13, 2015, the Company issued an additional $300 million aggregate principal amount of the 2014 Senior Notes (30-year) in a public offering. This issuance constitutes an additional issuance of, and a single series with, the $300 million 2014 Senior Notes (30-year) issued on July 16, 2014 and have the same terms as the 2014 Senior Notes (30-year).

On July 16, 2014, the Company issued $450 million aggregate principal amount of senior unsecured notes in a public offering. The 2014 Senior Notes (5-year) bear interest at a fixed rate of 2.75% and mature July 15, 2019. Interest on the 2014 Senior Notes (5-year) will be due semi-annually on January 15 and July 15 of each year, commencing January 15, 2015. The Company may prepay the 2014 Senior Notes (5-year), in whole or in part, at any time at a price prior to June 15, 2019, equal to 100% of the principal amount being prepaid, plus accrued and unpaid interest and a Make-Whole Amount. Notwithstanding the immediately preceding sentence, the Company may redeem the 2014 Senior Notes (5-year), in whole or in part, at any time or from time to time on or after June 15, 2019 (one month prior to their maturity), at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding the redemption date. Additionally, at the option of the holders of the notes, the Company may be required to purchase all or a portion of the notes upon occurrence of a "Change of Control Triggering Event," as defined in the 2014 Indenture, at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of purchase. The 2014 Indenture contains covenants that limit the ability of the Company and certain of its subsidiaries to, among other things, incur or create liens and enter into sale and leaseback transactions. In addition, the 2014 Indenture contains a covenant that limits the ability of the Company to consolidate or merge with another entity or to sell all or substantially all of its assets to another entity. The 2014 Indenture contains customary default provisions. In addition, an event of default will occur if the Company or certain of its subsidiaries fail to pay the principal of any indebtedness (as defined in the 2014 Indenture) when due at maturity in an aggregate amount of $50 million or more, or a default occurs that results in the acceleration of the maturity of the Company's or certain of its subsidiaries' indebtedness in an aggregate amount of $50 million or more. Upon the occurrence and during the continuation of an event of default under the 2014 Indenture, the 2014 Senior Notes (5-year) may become immediately due and payable either automatically or by the vote of the holders of more than 25% of the aggregate principal amount of all of the notes then outstanding.

On March 9, 2015, the Company issued € 500 million aggregate principal amount of senior unsecured notes in a public offering. The 2015 Senior Notes bear interest at a fixed rate of 1.75% and mature on March 9, 2027. Interest on the 2015 Senior Notes is due annually on March 9 of each year, commencing March 9, 2016. The Company may prepay the 2015 Senior Notes, in whole or in part, at any time at a price equal to 100% of the principal amount being prepaid, plus accrued and unpaid interest and a Make-Whole Amount. Additionally, at the option of the holders of the notes, the Company may be required to purchase all or a portion of the notes upon occurrence of a "Change of Control Triggering Event," as defined in the 2015 Indenture, at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of purchase. The 2015 Indenture contains covenants that limit the ability of the Company and certain of its subsidiaries to, among other things, incur or create liens and enter into sale and leaseback transactions. In addition, the 2015 Indenture contains a covenant that limits the ability of the Company to consolidate or merge with another entity or to sell all or substantially all of its assets to another entity. The 2015 Indenture contains customary default provisions. In addition, an event of default will occur if the Company or certain of its subsidiaries fail to pay the principal of any indebtedness (as defined in the 2015 Indenture) when due at maturity in an aggregate amount of $50 million or more, or a default occurs that results in the acceleration of the maturity of the Company's or certain of its subsidiaries' indebtedness in an aggregate amount of $50 million or more. Upon the occurrence and during the continuation of an event of default under the 2015 Indenture, the 2015 Senior Notes may become immediately due and payable either automatically or by the vote of the holders of more than 25% of the aggregate principal amount of all of the notes then outstanding. The Company has designated € 400 million of the 2015 Senior Notes as a net investment hedge as more fully discussed in Note 5.

The principal payments due on the Company's long-term borrowings for each of the next five years are presented in the table below:

Year Ending 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	Total
2016	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
2017	300.0	—	—	—	—	—	—	300.0
2018	—	—	—	—	—	—	—	—
2019	—	—	—	—	450.0	—	—	450.0
2020	—	500.0	—	—	—	—	—	500.0
Thereafter	—	—	500.0	500.0	—	600.0	543.1	2,143.1
Total	$ 300.0	$ 500.0	$ 500.0	$ 500.0	$ 450.0	$ 600.0	$ 543.1	$ 3,393.1

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

At December 31, 2015, the Company was in compliance with all covenants contained within all of the debt agreements. In addition to the covenants described above, the 2015 Facility, 2015 Senior Notes, 2014 Senior Notes (5-year), 2014 Senior Notes (30-year), the Series 2007-1 Notes, the 2010 Senior Notes, the 2012 Senior Notes and the 2013 Senior Notes 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 December 31, 2015, there are no such cross defaults.

INTEREST EXPENSE, NET

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

	Year Ended December 31,		
	2015	2014	2013
Income	**$ 9.7**	$ 6.7	$ 5.5
Expense on borrowings (a)	**(120.6)**	(118.4)	(92.3)
Expense on UTPs and other tax related liabilities (b)	**(5.3)**	(5.8)	(8.6)
Legacy Tax (c)	**0.7**	0.7	3.6
Capitalized	**0.4**	—	—
Total	**$ (115.1)**	$ (116.8)	$ (91.8)
Interest paid (d)	**$ 108.3**	$ 113.7	$ 81.9

(a) Includes approximately $11 million in 2014 in net costs related to the prepayment of the Series 2005-1 Notes.

(b) The 2015 amount includes approximately $2 million in interest income on a tax refund and a $4 million interest reversal relating to the favorable resolution of a tax audit and an international tax audit. The 2014 amount includes a $2.0 million relating to a reversal of an interest accrual relating to the favorable resolution of an international tax matter.

(c) Represents a reduction of accrued interest related to the favorable resolution of Legacy Tax Matters.

(d) Interest paid includes net settlements on interest rate swaps more fully discussed in Note 5.

The Company's long-term debt is recorded at its carrying amount, which represents the issuance amount plus or minus any issuance premium or discount, except for the 2010 Senior Notes, and the 2014 Senior Notes (5-Year) which are recorded at the carrying amount adjusted for the fair value of an interest rate swap used to hedge the fair value of the note. The fair value and carrying value of the Company's long-term debt as of December 31, 2015 and 2014 are as follows:

	December 31, 2015		December 31, 2014	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Series 2007-1 Notes	**$ 300.0**	**$ 320.6**	$ 300.0	$ 334.6
2010 Senior Notes	**507.8**	**551.2**	503.8	564.4
2012 Senior Notes	**497.2**	**530.0**	496.9	537.1
2013 Senior Notes	**497.7**	**533.8**	497.5	548.4
2014 Senior Notes (5-Year)	**451.8**	**454.3**	450.7	454.3
2014 Senior Notes (30-Year)	**603.4**	**617.7**	298.4	333.9
2015 Senior Notes	**543.1**	**520.2**	—	—
Total	**$ 3,401.0**	**$ 3,527.8**	$ 2,547.3	$ 2,772.7

The fair value of the Company's long-term debt is estimated using discounted cash flows based on prevailing interest rates available to the Company for borrowings with similar maturities. 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 16 **CAPITAL STOCK**

Authorized Capital Stock

The total number of shares of all classes of stock that the Company has authority to issue under its Restated Certificate of Incorporation is 1.02 billion shares with a par value of $0.01, of which 1.0 billion are shares of common stock, 10.0 million are shares of preferred stock and 10.0 million are shares of series common stock. The preferred stock and series common stock can be issued with varying terms, as determined by the Board.

Share Repurchase Program

The Company implemented a systematic share repurchase program in the third quarter of 2005 through an SEC Rule 10b5-1 program. Moody's may also purchase opportunistically when conditions warrant. As a result, Moody's share repurchase activity will continue to vary from quarter to quarter. The table below summarizes the Company's remaining authority under the various share repurchase programs as of December 31, 2015:

Date Authorized	Amount Authorized	Remaining Authority
December 16, 2014	**$ 1,000.0**	**$ 465.6**
December 15, 2015	**$ 1,000.0**	**$ 1,000.0**

During 2015, Moody's repurchased 10.9 million shares of its common stock under its share repurchase program and issued 3.2 million shares under employee stock-based compensation plans.

Dividends

The Company's cash dividends were:

	Dividends Per Share Year ended December 31,					
	2015		2014		2013	
	Declared	Paid	Declared	Paid	Declared	Paid
First quarter	**$ —**	**$ 0.34**	$ —	$ 0.28	$ —	$ 0.20
Second quarter	**0.34**	**0.34**	0.28	0.28	0.20	0.20
Third quarter	**0.34**	**0.34**	0.28	0.28	0.25	0.25
Fourth quarter	**0.71**	**0.34**	0.62	0.28	0.53	0.25
Total	**$ 1.39**	**$ 1.36**	$ 1.18	$ 1.12	$ 0.98	$ 0.90

On December 15, 2015, the Board of the Company approved the declaration of a quarterly dividend of $0.37 per share of Moody's common stock, payable on March 10, 2016 to shareholders of record at the close of business on February 19, 2016. The continued payment of dividends at the rate noted above, or at all, is subject to the discretion of the Board.

NOTE 17 LEASE COMMITMENTS

Moody's operates its business from various leased facilities, which are under operating leases that expire over the next 12 years. Moody's also leases certain computer and other equipment under operating leases that expire over the next four years. Rent expense, including lease incentives, is amortized on a straight-line basis over the related lease term. Rent expense under operating leases for the years ended December 31, 2015, 2014 and 2013 was $87.6 million, $83.9 million and $74.2 million, respectively.

The 21-year operating lease for the Company's headquarters at 7WTC which commenced on October 20, 2006 contains a total of 20 years of renewal options. These renewal options apply to both the original lease as well as additional floors leased by the Company beginning in 2014. Additionally, the 17.5 year operating lease for the Company's London, England office which commenced on February 6, 2008 contains a total of 15 years of renewal options.

The minimum rent for operating leases at December 31, 2015 is as follows:

Year Ending December 31,	Operating Leases
2016	$ 94.8
2017	88.7
2018	83.2
2019	72.7
2020	68.7
Thereafter	417.4
Total minimum lease payments	$ 825.5

NOTE 18 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. 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.

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. (CalPERS subsequently released the Fitch entities from the case). The action relates 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 seeks 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 is 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. In October 2010, the defendants filed a special motion to dismiss the remaining negligent misrepresentation claim under California's "anti-SLAPP" statute, which limits the maintenance of lawsuits based on speech on matters of public interest. In January 2012, the Superior Court denied the anti-SLAPP motion, ruling that, although the ratings qualify as protected speech activity under California law, the plaintiff had provided sufficient evidence in support of its claims to proceed. The defendants appealed this decision to the California Court of Appeal, which affirmed the Superior Court's rulings in May 2014, and in September 2014, the Supreme Court of California declined to review the Court of Appeal's decision. The action has been returned to the Superior Court, where the parties have been conducting discovery. On March 11, 2015, pursuant to a settlement agreement in which S&P agreed to pay CalPERS $125 million, S&P was dismissed from the action. On December 23, 2015, following the close of fact discovery, the Company and MIS filed a motion for summary judgment. If the Company and MIS do not prevail on the motion, the Superior Court has scheduled trial to begin in May 2016.

In November 2008, Pursuit Partners, LLC and Pursuit Investment Management, LLC filed an amended complaint adding the Company as a defendant to an existing action, which was then pending in the Superior Court of Connecticut in Stamford against UBS AG, UBS Securities LLC, and a UBS employee (collectively, "UBS"). The Company was served in January 2009, and in October 2011, the Company's rating agency subsidiary, MIS, was substituted for the Company as a defendant. The action arose out of UBS's sale of five collateralized debt obligations ("CDOs") to the plaintiffs, who purchased them on the secondary market in 2007 on behalf of two investment funds under their management. With respect to UBS, the plaintiffs alleged, among other things, that UBS made material misrepresentations and omissions in pre-sale communications with the plaintiffs. With respect to MIS, the plaintiffs alleged, among other things, that, prior to the plaintiffs' purchases, MIS provided UBS with non-public information about potential downgrades of the ratings of the CDOs while maintaining inappropriate investment-grade ratings on the CDOs. As to all defendants, plaintiffs sought compensatory damages for alleged investment losses of approximately $44 million, as well as, among other things, attorney's fees, costs, interest, and punitive damages. Plaintiffs' initial complaint against the Company asserted claims for fraud, violation of the Connecticut Uniform Securities Act ("CUSA"), aiding and abetting fraud and civil theft by UBS, negligent/reckless conduct, unjust enrichment, and civil conspiracy. In March 2012, the court granted MIS's motion to strike the claim for unjust enrichment but denied MIS's motion to strike the other claims. In June 2012, after the close of discovery, MIS moved to dismiss all claims against it for lack of standing and also moved for summary judgment. In October 2012, the court granted the motion to dismiss, but in July 2014, the court granted the plaintiffs' motion for reconsideration and reinstated the action. In October 2014, MIS filed a new motion to dismiss on jurisdictional grounds, which was denied on February 11, 2015. MIS's motion for summary judgment, originally filed in June 2012, was denied on June 17, 2015. Jury selection for trial began on August 18, 2015, in the Superior Court of Connecticut in Waterbury. On August 21, 2015, prior to the conclusion of jury selection, plaintiffs withdrew all claims against Moody's, with prejudice, pursuant to a confidential settlement agreement.

For claims, litigation and proceedings and governmental investigations and inquires 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 19 **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.

In January 2014, the Company revised its operating segments to create the new Copal Amba operating segment. The new operating segment consists of all operations from Copal and the operations of Amba which was acquired in December 2013. The Copal Amba operating segment provides offshore research and analytic services to the global financial and corporate sectors. The Company has determined that the Copal Amba and MA operating segments have similar economic characteristics as set forth in ASC 280. As such, Copal Amba has been combined with MA to form the MA reportable segment and Copal Amba's revenue is reported in the PS LOB.

In the fourth quarter of 2014, pursuant to the acquisition of ICRA, Moody's realigned certain components of its reportable segments to better align with the current management structure of the Company. The effect of this realignment was to combine non-ratings ICRA operations with certain immaterial research and financial instruments pricing operations in the Asia-Pacific region that were previously reported in the RD&A LOB of MA. All of these operations are managed by MIS and their revenue is now reported in the MIS Other LOB. All operating expenses from these operations are reported in the MIS reportable segment. The impact of this realignment did not have a significant impact on previously reported results for the reportable segments and all prior year comparative periods have been restated to reflect this realignment.

The MIS segment now 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.

In July 2014, a subsidiary of the Company acquired WebEquity, a leading provider of cloud-based loan origination solutions for financial institutions. WebEquity is part of the MA reportable segment and its revenue is included in the ERS LOB. In October 2014, the Company acquired Lewtan, a leading provider of analytical tools and data for the global structured finance market. Lewtan is part of the MA reportable segment and its revenue is included in the RD&A LOB.

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.

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.

	Year Ended December 31,							
	2015				2014			
	MIS	MA	Eliminations	Consolidated	MIS	MA	Eliminations	Consolidated
Revenue	**$2,427.7**	**$1,163.4**	**$ (106.6)**	**$ 3,484.5**	$2,353.4	$1,081.8	$ (100.9)	$ 3,334.3
Operating, SG&A	**1,120.3**	**883.9**	**(106.6)**	**1,897.6**	1,076.2	824.3	(100.9)	1,799.6
Adjusted Operating Income	**1,307.4**	**279.5**	**—**	**1,586.9**	1,277.2	257.5	—	1,534.7
Less:								
Depreciation and amortization	**66.0**	**47.5**	**—**	**113.5**	49.4	46.2	—	95.6
Operating income	**$1,241.4**	**$ 232.0**	**$ —**	**$ 1,473.4**	$1,227.8	$ 211.3	$ —	$ 1,439.1

	Year Ended December 31,			
	2013			
	MIS	MA	Eliminations	Consolidated
Revenue	$2,150.2	$ 913.3	$ (91.0)	$ 2,972.5
Operating, SG&A	1,034.0	701.5	(91.0)	1,644.5
Adjusted Operating Income	1,116.2	211.8	—	1,328.0
Less:				
Depreciation and amortization	46.7	46.7	—	93.4
Operating income	$1,069.5	$ 165.1	$ —	$ 1,234.6

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MIS AND MA REVENUE BY LINE OF BUSINESS

The tables below present revenue by LOB:

	Year Ended December 31,		
	2015	**2014**	**2013**
MIS:			
Corporate finance (CFG)	**$ 1,112.7**	$ 1,109.3	$ 996.8
Structured finance (SFG)	**449.1**	426.5	382.5
Financial institutions (FIG)	**365.6**	354.7	338.8
Public, project and infrastructure finance (PPIF)	**376.4**	357.3	341.3
Total ratings revenue	**2,303.8**	2,247.8	2,059.4
MIS Other	**30.4**	18.0	12.2
Total external revenue	**2,334.2**	2,265.8	2,071.6
Intersegment royalty	**93.5**	87.6	78.6
Total	**2,427.7**	2,353.4	2,150.2
MA:			
Research, data and analytics (RD&A)	**626.4**	571.8	519.8
Enterprise risk solutions (ERS)	**374.0**	328.5	262.5
Professional services (PS)	**149.9**	168.2	118.6
Total external revenue	**1,150.3**	1,068.5	900.9
Intersegment revenue	**13.1**	13.3	12.4
Total	**1,163.4**	1,081.8	913.3
Eliminations	**(106.6)**	(100.9)	(91.0)
Total MCO	**$ 3,484.5**	$ 3,334.3	$ 2,972.5

CONSOLIDATED REVENUE AND LONG-LIVED ASSETS INFORMATION BY GEOGRAPHIC AREA

	Year Ended December 31,		
	2015	2014	2013
Revenue:			
U.S.	**$ 2,009.0**	$ 1,814.5	$ 1,626.5
International:			
EMEA	**882.3**	952.8	862.8
Asia-Pacific	**364.2**	338.3	286.1
Americas	**229.0**	228.7	197.1
Total International	**1,475.5**	1,519.8	1,346.0
Total	**$ 3,484.5**	$ 3,334.3	$ 2,972.5
Long-lived assets at December 31:			
United States	**$ 657.5**	$ 657.6	$ 552.3
International	**924.3**	1,011.3	613.2
Total	**$ 1,581.8**	$ 1,668.9	$ 1,165.5

NOTE 2 0 **VALUATION AND QUALIFYING ACCOUNTS**

Accounts receivable allowances primarily represent adjustments to customer billings that are estimated when the related revenue is recognized and also represents an estimate for uncollectible accounts. The valuation allowance on deferred tax assets relates to foreign net operating losses for which realization is uncertain. Below is a summary of activity for both allowances:

Year Ended December 31,	Balance at Beginning of the Year	Charged to costs and expenses	Deductions	Balance at End of the Year
2015				
Accounts receivable allowance	**$ (29.4)**	**$ (9.0)**	**$ 10.9**	**$ (27.5)**
Deferred tax assets – valuation allowance	**$ (6.9)**	**$ 2.4**	**$ 0.2**	**$ (4.3)**
2014				
Accounts receivable allowance	$ (28.9)	$ (8.9)	$ 8.4	$ (29.4)
Deferred tax assets – valuation allowance	$ (8.4)	$ 0.5	$ 1.0	$ (6.9)
2013				
Accounts receivable allowance	$ (29.1)	$ (8.0)	$ 8.2	$ (28.9)
Deferred tax assets – valuation allowance	$ (15.2)	$ 4.7	$ 2.1	$ (8.4)

NOTE 21 **OTHER NON-OPERATING INCOME, NET**

The following table summarizes the components of other non-operating income (expense), net as presented in the consolidated statements of operations:

	Year Ended December 31,		
	2015	2014	2013
FX gain (a)	**$ 1.1**	$ 20.3	$ —
Legacy Tax (b)	**6.4**	6.4	19.2
Joint venture income	**11.8**	9.6	8.8
Other	**2.0**	(0.4)	(1.5)
Total	**$ 21.3**	$ 35.9	$ 26.5

(a) The FX gain in 2014 reflects the U.S. dollar strengthening against the euro and GBP for U.S. dollar denominated assets held by the Company's international subsidiaries.

(b) The 2015 and 2014 amount relate to the expiration of a statute of limitations for Legacy Tax Matters. The 2013 amount represents a reversal relating to favorable resolution of a Legacy Tax Matter for the 2007-2009 tax years.

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NOTE 22 **RELATED PARTY TRANSACTIONS**

Moody's Corporation made grants of $4 million and $8 million to The Moody's Foundation during the years ended December 31, 2014 and 2013, respectively. The Company did not make a grant to the Foundation in 2015. The Foundation carries out philanthropic activities primarily in the areas of education and health and human services. Certain members of Moody's senior management are on the board of the Foundation.

NOTE 23 **QUARTERLY FINANCIAL DATA (UNAUDITED)**

	Three Months Ended			
(amounts in millions, except EPS)	March 31	June 30	September 30	December 31
2015				
Revenue	**$ 865.6**	**$ 918.1**	**$ 834.9**	**$ 865.9**
Operating Income	**$ 371.3**	**$ 419.3**	**$ 349.7**	**$ 333.1**
Net income attributable to Moody's	**$ 230.1**	**$ 261.7**	**$ 231.6**	**$ 217.9**
EPS:				
Basic	**$ 1.14**	**$ 1.30**	**$ 1.16**	**$ 1.11**
Diluted	**$ 1.11**	**$ 1.28**	**$ 1.14**	**$ 1.09**
2014				
Revenue	$ 767.2	$ 873.5	$ 816.1	$ 877.5
Operating income	$ 333.0	$ 411.7	$ 349.7	$ 344.7
Net income attributable to Moody's	$ 218.0	$ 319.2	$ 215.2	$ 236.3
EPS:				
Basic	$ 1.02	$ 1.51	$ 1.02	$ 1.14
Diluted	$ 1.00	$ 1.48	$ 1.00	$ 1.12

Basic and diluted EPS are computed for each of the periods presented. The number of weighted average shares outstanding changes as common shares are issued pursuant to employee stock-based compensation plans and for other purposes or as shares are repurchased. Therefore, the sum of basic and diluted EPS for each of the four quarters may not equal the full year basic and diluted EPS.

Additionally, the quarterly financial data includes the ICRA Gain in the three months ended June 30, 2014. There were benefits of $6.4 million to net income related to the resolution of Legacy Tax Matters for both the three months ended September 30, 2015 and 2014.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable

ITEM 9A. 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 times 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.

Changes In Internal Control Over Financial Reporting

Information in response to this Item is set forth under the caption "Management's Report on Internal Control Over Financial Reporting", in Part II, Item 8 of this annual report on Form 10-K.

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 this report.

ITEM 9B. OTHER INFORMATION

Not applicable.

PART III

Except for the information relating to the executive officers of the Company set forth in Part I of this annual report on Form 10-K, the information called for by Items 10-13 is contained in the Company's definitive proxy statement for use in connection with its annual meeting of stockholders scheduled to be held on April 12, 2016, and is incorporated herein by reference.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

ITEM 11. EXECUTIVE COMPENSATION

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The Audit Committee has established a policy setting forth the requirements for the pre-approval of audit and permissible non-audit services to be provided by the Company's independent registered public accounting firm. Under the policy, the Audit Committee pre-approves the annual audit engagement terms and fees, as well as any other audit services and specified categories of non-audit services, subject to certain pre-approved fee levels. In addition, pursuant to the policy, the Audit Committee authorized its chair to pre-approve other audit and permissible non-audit services in 2014 up to $50,000 per engagement and a maximum of $250,000 per year. The policy requires that the Audit Committee chair report any pre-approval decisions to the full Audit Committee at its next scheduled meeting. For the year ended December 31, 2015, the Audit Committee approved all of the services provided by the Company's independent registered public accounting firm, which are described below.

AUDIT FEES

The aggregate fees for professional services rendered for (i) the integrated audit of the Company's annual financial statements for the years ended December 31, 2015 and 2014, (ii) the review of the financial statements included in the Company's Reports on Forms 10-Q and 8-K, and (iii) statutory audits of subsidiaries, were approximately $3.0 million and $3.1 million in 2015 and 2014, respectively. These fees included amounts accrued but not billed of $2.0 million and $2.2 million in the years ended December 31, 2015 and 2014, respectively.

AUDIT-RELATED FEES

The aggregate fees billed for audit-related services rendered to the Company were approximately $0.1 million in both of the years ended December 31, 2015 and 2014. Such services included employee benefit plan audits.

TAX FEES

The aggregate fees billed for professional services rendered for tax services rendered by the auditors for the years ended December 31, 2015 and 2014 were approximately $0 and $0, respectively.

ALL OTHER FEES

The aggregate fees billed for all other services rendered to the Company by KPMG LLP for the years ended December 31, 2015 and 2014 were approximately $0 and $0, respectively.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

LIST OF DOCUMENTS FILED AS PART OF THIS REPORT.

(1) Financial Statements.
See Index to Financial Statements on page 57, in Part II. Item 8 of this Form 10-K.

(2) Financial Statement Schedules.
None.

(3) Exhibits.
See Index to Exhibits on pages 116-119 of this Form 10-K.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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
(Registrant)

By: /s/ RAYMOND W. MCDANIEL, JR.

Raymond W. McDaniel, Jr.
President and Chief Executive Officer

Date: February 24, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

/s/ RAYMOND W. MCDANIEL, JR.

Raymond W. McDaniel, Jr.,
President and Chief Executive Officer
(principal executive officer)

/s/ LINDA S. HUBER

Linda S. Huber,
Executive Vice President and Chief Financial Officer
(principal financial officer)

/s/ JOSEPH MCCABE

Joseph McCabe,
Senior Vice President – Corporate
Controller (principal accounting officer)

/s/ BASIL L. ANDERSON

Basil L. Anderson,
Director

/s/ JORGE A. BERMUDEZ

Jorge A. Bermudez,
Director

/s/ DARRELL DUFFIE

Darrell Duffie,
Director

/s/ KATHRYN M. HILL

Kathryn M. Hill,
Director

/s/ EWALD KIST

Ewald Kist,
Director

/s/ HENRY A. MCKINNELL, JR.

Henry A. McKinnell, Jr. Ph.D.,
Chairman

/s/ LESLIE F. SEIDMAN

Leslie F. Seidman,
Director

/s/ JOHN K. WULFF

John K. Wulff,
Director

Date: February 24, 2016

INDEX TO EXHIBITS

S-K EXHIBIT NUMBER		
3	**Articles Of Incorporation And By-laws**	
	.1	Restated Certificate of Incorporation of the Registrant, 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	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).
4	**Instruments Defining The Rights Of Security Holders, Including Indentures**	
	.1	Specimen Common Stock certificate (incorporated by reference to Exhibit 4.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed October 4, 2000)
	.2	Note Purchase Agreement, dated as of September 7, 2007, by and among Moody's Corporation and the note purchasers party thereto, including the form of the 6.06% Series 2007-1 Senior Unsecured Note due 2017 (incorporated by reference to Exhibit 4.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed September 13, 2007)
	.3	Five-Year Credit Agreement dated as of May 11, 2015, among Moody's Corporation, the Borrowing Subsidiaries Party Thereto, the Lenders Party Thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, Bank of America, N.A. and Citibank, N.A. as Co-Syndication Agents, and TD Bank, N.A., The Bank of Tokyo-Mitsubishi UFJ, Ltd. and Barclays Bank as Co-Documentation Agents (incorporated by reference to Exhibit 4.2 to the Report on Form 8-K of the Registrant, file number 1-14037, filed May 14, 2015)
	.4	Indenture, dated as of August 19, 2010, between Moody's Corporation and Wells Fargo, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed August 19, 2010)
	.5	Supplemental Indenture, dated as of August 19, 2010, between Moody's Corporation and Wells Fargo, National Association, as trustee, including the form of the 5.50% Senior Notes due 2020 (incorporated by reference to Exhibit 4.2 to the Report on Form 8-K of the Registrant, file number 1-14037, filed August 19, 2010)
	.6	Second Supplemental Indenture, dated as of August 20, 2012, between Moody's Corporation and Wells Fargo, National Association, as trustee, including the form of the 4.50% Senior Notes due 2022 (incorporated by reference to Exhibit 4.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed August 20, 2012)
	.7	Third Supplemental Indenture, dated as of August 12, 2013, between Moody's Corporation and Wells Fargo, National Association, as trustee, including the form of the 4.875% Senior Notes due 2023 (incorporated by reference to Exhibit 4.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed August 20, 2013)
	.8	Fourth Supplemental Indenture, dated July 16, 2014, between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed July 16, 2014).
	.9	Fifth Supplemental Indenture, dated March 9, 2015, between the Company, Wells Fargo Bank, National Association, as trustee and Elavon Financial Services Limited, UK Branch as paying agent and transfer agent and Elavon Financial Services Limited as registrar (incorporated by reference to Exhibit 4.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed March 9, 2015).
10	**Material Contracts**	
	.1	Distribution Agreement, dated as of September 30, 2000, between the Registrant and The Dun & Bradstreet Corporation (f.k.a. The New D&B Corporation) (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed October 4, 2000)
	.2	Tax Allocation Agreement, dated as of September 30, 2000, between the Registrant and The Dun & Bradstreet Corporation (f.k.a. The New D&B Corporation) (incorporated by reference to Exhibit 10.2 to the Report on Form 8-K of the Registrant, file number 1-14037, filed October 4, 2000)
	.3†*	The Moody's Corporation Nonfunded Deferred Compensation Plan for Non-Employee Directors (as amended and restated December 16, 2008 and October 20, 2015).
	.4†*	1998 Moody's Corporation Non-Employee Directors' Stock Incentive Plan (Adopted September 8, 2000; Amended and Restated as of December 11, 2012, October 20, 2015 and December 14, 2015).

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.5†	1998 Moody's Corporation Key Employees' Stock Incentive Plan (incorporated by reference to Exhibit 10.16 to the Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed November 14, 2000)
.6	Distribution Agreement, dated as of June 30, 1998, between R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation) and the Registrant (f.k.a. The New Dun & Bradstreet Corporation) (incorporated by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed August 14, 1998)
.7†	Moody's Corporation Deferred Compensation Plan, effective as of January 1, 2008 (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed October 26, 2007)
.8	Form of Separation Agreement and General Release used by the Registrant with its Career Transition Plan. (incorporated by reference to Exhibit 99.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed November 20, 2007)
.9†	Amended and Restated 2001 Moody's Corporation Key Employees' Stock Incentive Plan (as amended, December 11, 2012) (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed April 22, 2013)
.10	Tax Allocation Agreement, dated as of June 30, 1998, between R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation) and the Registrant (f.k.a. The New Dun & Bradstreet Corporation) (incorporated by reference to Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed August 14, 1998)
.11	Distribution Agreement, dated as of October 28, 1996, among R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation), Cognizant Corporation and ACNielsen Corporation (incorporated by reference to Exhibit 10(x) to R.H. Donnelley Corporation's (f.k.a. The Dun & Bradstreet Corporation) Annual Report on Form 10-K, file number 1-7155, filed March 27, 1997)
.12	Tax Allocation Agreement, dated as of October 28, 1996, among R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation), Cognizant Corporation and ACNielsen Corporation (incorporated by reference to Exhibit 10(y) to R.H. Donnelley Corporation's (f.k.a. The Dun & Bradstreet Corporation) Annual Report on Form 10-K, file number 1-7155, filed March 27, 1997)
.13†	Form of Employee Non-Qualified Stock Option and Restricted Stock Grant Agreement for the Amended and Restated 2001 Moody's Corporation Key Employees' Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed November 3, 2004)
.14†	Form of Non-Employee Director Restricted Stock Grant Agreement for the 1998 Moody's Corporation Non-Employee Directors' Stock Incentive Plan (as amended on April 23, 2001) (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed November 3, 2004)
.15†	2004 Moody's Corporation Covered Employee Cash Incentive Plan (as amended on February 10, 2015) (incorporated by reference to Exhibit 10.15 to the Registrant's Annual Report on Form 10-K, file number 1-14037, filed February 26, 2015)
.16†	Description of Bonus Terms under the 2004 Moody's Corporation Covered Employee Cash Incentive Plan (as amended, December 15, 2009) (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed November 3, 2004)
.17†	Director Compensation Arrangements (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed May 2, 2006)
.18	Agreement of Lease, dated September 7, 2006, between Moody's Corporation and 7 World Trade Center, LLC (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed November 2, 2006)
.19	Agreement for Lease, dated February 6, 2008, among CWCB Properties (DS7) Limited, CWCB Properties (DS7) Limited and CW Leasing DS7F Limited, Canary Wharf Holdings Limited, Moody's Investors Service Limited, and Moody's Corporation (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed February 12, 2008)
.20	Agreement for Lease, dated February 6, 2008, among Canary Wharf (Car Parks) Limited, Canary Wharf Holdings Limited, Canary Wharf Management Limited, Moody's Investors Service Limited, and Moody's Corporation (incorporated by reference to Exhibit 10.2 to the Report on Form 8-K of the Registrant, file number 1-14037, filed February 12, 2008)

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	.21	Storage Agreement for Lease dated February 6, 2008 among Canary Wharf (Car Parks) Limited, Canary Wharf Holdings Limited, Canary Wharf Management Limited, Moody's Investors Service Limited, and Moody's Corporation (incorporated by reference to Exhibit 10.2 to the Report on Form 8-K of the Registrant file number 1-14037, filed February 12, 2008)
	.22	Moody's Corporation 1999 Employee Stock Purchase Plan (as amended and restated December 15, 2008) (formerly, The Dun & Bradstreet Corporation 1999 Employee Stock Purchase Plan) (incorporated by reference to Exhibit 10.38 to the Registrant's Annual Report on Form 10-K, file number 1-14037, filed February 27, 2009)
	.23†	Supplemental Executive Benefit Plan of Moody's Corporation, amended and restated as of January 1, 2008 (incorporated by reference to Exhibit 10.38 to the Registrant's Annual Report on Form 10-K, file number 1-14037, filed February, 29, 2008)
	.24†	Pension Benefit Equalization Plan of Moody's Corporation, amended and restated as of January 1, 2008 (incorporated by reference to Exhibit 10.39 to the Registrant's Annual Report on Form 10-K, file number 1-14037, filed February, 29, 2008)
	.25†	Moody's Corporation Retirement Account, amended and restated as of December 18, 2013 (incorporated by reference to Exhibit 10.25 to the Registrant's Annual Report on Form 10-K, file number 1-14037, filed February 27, 2014)
	.26†	First Amendment to the Moody's Corporation Retirement Account, amended and restated as of December 18, 2013 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on form 10-Q, file number 1-14037, filed July 30, 2015)
	.27†	Profit Participation Plan of Moody's Corporation (amended and restated as of January 1, 2014) (incorporated by reference to Exhibit 10.26 to the Registrant's Annual Report on Form 10-K, file number 1-14037, filed February 26, 2015)
	.28†	First Amendment to the Profit Participation Plan of Moody's Corporation (amended and restated as of January 1, 2014) (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on form 10-Q, file number 1-14037, filed May 4, 2015)
	.29†	Moody's Corporation Career Transition Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed May 8, 2008)
	.30†	First Amendment to the Moody's Corporation Career Transition Plan (incorporated by reference to Exhibit 10.42 to the Registrant's Annual Report on Form 10-K, file number 1-14037, filed February 26, 2013)
	.31†	Second Amendment to the Moody's Career Transition Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed July 31, 2014)
	.32†	Third Amendment to the Moody's Career Transition Plan (incorporated by reference to Exhibit 10.30 to the Registrant's Annual Report on Form 10-K, file number 1-14037, filed February 26, 2015)
	.33†	Moody's Corporation Cafeteria Plan, effective January 1, 2008 (incorporated by reference to Exhibit 10.46 to the Registrant's Annual Report on Form 10-K, file number 1-14037, filed February 27, 2009)
	.34†	First Amendment to the Moody's Corporation Cafeteria Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on form 10-Q, file number 1-14037, filed July 31, 2014)
	.35†	Second Amendment to the Moody's Corporation Cafeteria Plan (incorporated by reference to Exhibit 10.33 to the Registrant's Annual Report on Form 10-K, file number 1-14037, filed February 26, 2015)
	.36†	Separation Agreement and general release between the Company and Brian M. Clarkson, dated May 7, 2008 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed August 4, 2008)
	.37†	Moody's Corporation Change in Control Severance Plan (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed December 20, 2010)
	.38†	Form of Performance Share Award Letter for the Amended and Restated 2001 Moody's Corporation Key Employees' Stock Incentive Plan (incorporated by reference to Exhibit 10.48 to the Registrant's Annual Report on Form 10-K, file number 1-14037, filed February 28, 2011)
12*		Statement of Computation of Ratios of Earnings to Fixed Charges
21*		SUBSIDIARIES OF THE REGISTRANT List of Active Subsidiaries as of December 31, 2015
23		CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

S-K EXHIBIT NUMBER		
	.1*	Consent of KPMG LLP
31		CERTIFICATIONS 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

† Management contract of compensatory plan or arrangement

Exhibit 10.3

THE MOODY'S CORPORATION
NONFUNDED DEFERRED COMPENSATION PLAN
FOR NONEMPLOYEE DIRECTORS
(as amended and restated December 16, 2008 and October 20, 2015)

1. Members of the Board of Directors ("Directors") of the Company who are not employees of the Company or any of its subsidiaries ("Nonemployee Directors") may elect on or before December 31 of any year to have payment of all or a specified part of all fees payable to them for their services as Directors (including fees payable to them for services as members of a committee of the Board of Directors of the Company (the "Board")) during the calendar year following such election and succeeding calendar years deferred until they separate from service as Directors of the Company as determined pursuant to Section 409A ("Section 409A") of the Internal Revenue Code of 1986, as amended (the "Code"), and applicable guidance issued thereunder. Any person, not an employee, who shall become a Director during any calendar year, and who was not a Director of the Company on the preceding December 31, may elect, within 30 days of the date on which his or her term as a Director begins, to have payment of all or a specified part of such fees for the portion of the calendar year following such election and for succeeding calendar years so deferred. Any such election shall be made by written notice delivered to the Secretary of the Company. The "Company" means The Dun & Bradstreet Corporation, to be renamed the "Moody's Corporation" after the shares of The New D&B Corporation ("New D&B") are distributed as a dividend to the shareholders of The Dun & Bradstreet Corporation ("D&B") (the "Spinoff").

2. All deferred fees shall be held in the general funds of the Company, shall be credited to the Director's account under The Moody's Corporation Nonfunded Deferred Compensation Plan for Nonemployee Directors (the "Plan") and shall be deemed to have been invested in one or more of the funds made available by the Committee hereunder from time to time in the Committee's sole discretion, as such Director shall have most recently elected. Such election shall be made on a Deferred Compensation Election Form filed with the Secretary of the Company. The Director's account shall be credited with deferred fees and with the investment performance of the respective funds in which the account is invested on the same basis and in the same manner as is applicable to employees participating in the Moody's Corporation Deferred Compensation Plan. Directors may elect to have deferred amounts held and invested in one or more of the funds in multiples of 10%. Subject to the foregoing limitation on multiples of 10%, each Director may, at any time, make a revised investment election applicable to amounts deferred, or elect to have the amount credited to his or her account reallocated among the investment funds, such revised election or reallocation to be effective from and after the first day of the month following receipt of a Deferred Compensation Election Form by the Secretary of the Company. In the event a Director fails to make an investment election, his or her entire account shall be credited to the Special Fixed Income Fund.

3. With respect to each Nonemployee Director who was a nonemployee director of D&B prior to the Spinoff and continues to be a Nonemployee Director of the Company following the Spinoff, each such Director's account shall be credited with the balance in the Director's account as of the effective date of the Spinoff under The Dun & Bradstreet Corporation Nonfunded Deferred Compensation Plan for Non-Employee Directors ("Prior Plan"), giving effect to the election by each such Director to transfer such funds into the funds available under the Company's Profit Participation Plan or successor plan; provided , however , that with respect to amounts deemed to be invested in the Dun & Bradstreet Common Stock Fund under the Prior Plan (the "D&B Fund"), each Director shall have (i) an amount of New D&B stock credited to the Dun & Bradstreet Common Stock Fund under the Plan equal to the number of shares of New D&B stock such Director would have received pursuant to the Spinoff if such Director owned the D&B stock credited to the D&B Fund as at the record date of the Spinoff and (ii) an amount of Company stock credited to the Moody's Common Stock Fund under the Plan equal to the number of deemed shares of D&B stock such Director held under the D&B Fund; provided , further , that a Director may not reallocate his or her account, or elect to defer any additional amounts, into the New D&B Common Stock Fund.

4. The aggregate balance in the Director's account, giving effect to the investment performance of the fund(s) to which deferred fees were credited, shall be paid to the Director in five or ten annual installments or in a lump sum, as the Director shall elect in the notice referred to in Paragraph 1 above. The first installment (or lump sum payment if the Director so elects) shall be paid on the tenth day of the calendar year immediately following the calendar year in which the Director separates from service as a Director of the Company, and subsequent installments shall be made on the tenth day of each succeeding calendar year until the entire amount credited to the Director's account shall have been paid. The amount of each installment shall be determined by multiplying the balance credited to the Director's account as of the December 31 immediately preceding the installment payment date by a fraction, the numerator of which shall be one and the denominator of which shall be the number of installment payments over which payment of such amount is to be made, less the number of installments theretofore made. Thus, if payment is to be made in ten installments, the fraction for the first installment shall be 1/10th, for the second installment 1/9th, and so on.

5. If a Director should die before full payment of all amounts credited to the Director's account, the full amount credited to the account as of December 31 of the year of the Director's death shall be paid on the tenth day of the calendar year following the year of death to the Director's estate or to such beneficiary or beneficiaries as previously designated by the Director in a written notice delivered to the Secretary of the Company.

6. A Director's election to defer compensation shall continue until a Director separates from service as a Director or until the Director changes or terminates such election by written notice delivered to the Secretary of the Company. Any such notice of change or termination shall become effective as of the end of the calendar year in which such notice is given. Amounts credited to the account of a Director prior to the effective date of such change or termination shall not be affected thereby and shall be paid to the Director only in accordance with paragraph 4 (or Paragraph 5 in the event of death) above.

7. The right of a Director to any deferred fees and/or the interest thereon shall not be subject to assignment by the Director. If a Director does make an assignment of any deferred fees and/or the interest thereon, the Company may disregard such assignment and discharge its obligation hereunder by making payment as though no such assignment has been made.

8. If there is a "Change in Control" of the Company, as defined in Paragraph 9:

a) With respect to deferrals (and earnings thereon) attributable to years prior to 2016:

i. The total amount to the credit of each Director's account as of the date of such Change in Control under the Plan shall be paid to the Director in a lump sum within 30 days from the date of such Change in Control; provided, however, if such payment is not made within such 30-day period, the amount to the credit of the Director's account shall be credited with interest from the date of such Change in Control until the actual payment date at an annual rate equal to the yield on 90-day U.S. Treasury Bills plus one percentage point. For this purpose the yield on U.S. Treasury Bills shall be the rate published in The Wall Street Journal on the first business day of the calendar month in which the Change in Control occurred.

ii. The total amount credited to each Director's account under the Plan from the date of the Change in Control until the date the Director separates from service as a Director shall be paid to the Director in a lump sum within 30 days from the date the Director separates from service as a Director.

b) With respect to deferrals for 2016 and subsequent years, the Director may elect at the time the Director makes a deferral election for such year pursuant to Section 1 either (i) the treatment specified in Section 8(a), or (ii) that amounts credited to the Director's account be distributed at the time specified in Section 4 or Section 5, as applicable. Such election shall be made with respect to deferrals for each year pursuant to the Deferred Compensation Election Form. If no such election is made for a year, the most recent election shall continue to apply (or, if there is no prior election, the deferrals (and earnings attributable thereto) for such year shall be distributed as specified in Section 8(a)).

9. A "Change in Control" of the Company means a change in ownership of Moody's Corporation, a change in the effective control of Moody's Corporation, or a change in the ownership of a substantial portion of the assets of Moody's Corporation. For this purpose, a change in the ownership of Moody's Corporation occurs on the date that any one person, or more than one person acting as a group (as determined pursuant to the regulations under Section 409A), acquires ownership of stock of Moody's Corporation that, together with stock held by such person or group, constitutes more than 50 percent of the total fair market value or total voting power of the stock of Moody's Corporation. A change in effective control of Moody's Corporation occurs on either of the following dates: (1) the date any one person, or more than one person acting as a group acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) ownership of stock of Moody's Corporation possessing 50 percent or more of the total voting power of the stock of Moody's Corporation, or (2) the date a majority of members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election. A change in the ownership of a substantial portion of the assets of the Corporation occurs on the date that any one person, or more than one person acting as a group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from the Corporation that have a total gross fair market value (as determined pursuant to the regulations under Section 409A) equal to or more than 40 percent of the total gross fair market value of all of the assets of the Corporation immediately before such acquisition or acquisitions.

10. Notwithstanding any provision herein to the contrary, amounts payable under this Plan shall not be funded and shall be made out of the general funds of the Company; provided, however, that the Company reserves the right to establish one or more "rabbi" trusts to provide alternate sources of benefit payments under this Plan; provided, further, however, that upon the occurrence of a "Potential Change in Control" of the Company, as defined below, the appropriate officers of the Company are authorized to make

transfers to such a trust fund, established as an alternate source of benefits payable under the Plan, as are necessary to fund the lump sum payments to Directors required pursuant to Paragraph 8 of this Plan in the event of a Change in Control of the Company. In addition, upon a "Change in Control" of the Company, any benefits that are not distributed in connection with the Change in Control pursuant to Section 8(b)(ii) shall be fully funded through such a trust fund immediately prior to such Change in Control. If payments are made from such trust fund, described in this Section 10, such payments will satisfy the Company's obligations under this Plan to the extent made from such trust fund. For the purposes of this Plan, "Potential Change in Control" means:

a) the Company enters into an agreement, the consummation of which would result in the occurrence of a Change in Control of the Company;

b) any person (including the Company) publicly announces an intention to take or to consider taking actions which if consummated would constitute a Change in Control of the Company;

c) any person, other than a trustee or other fiduciary holding securities under an employee benefit plan of the Company (or a company owned, directly or indirectly, by the shareholders of the Company in substantially the same proportions as their ownership of stock of the Company), who is or becomes the beneficial owner, directly or indirectly, of securities of the Company representing 9.5% or more of the combined voting power of the Company's then outstanding securities, increases such person's beneficial ownership of such securities by 5% or more over the percentage so owned by such person; or

d) the Board adopts a resolution to the effect that, for purposes of this Plan, a Potential Change in Control of the Company has occurred.

11. The Governance and Compensation Committee of the Board (the "Committee") shall be responsible for the administration of the Plan and may delegate to any management committee, employee, Director or agent its responsibility to perform any act hereunder, including without limitation those matters involving the exercise of discretion, provided that such delegation shall be subject to revocation at any time at its discretion. The Committee shall have full authority to interpret the provisions of the Plan and construe all of its terms, to adopt, amend and rescind rules and regulations for the administration of the Plan, and generally to conduct and administer the Plan and to make all determinations in connection with the Plan as may be necessary or advisable, other than those determinations delegated to management employees or independent third parties by the Board. All of its rules, interpretations and decisions shall be applied in a uniform manner to all Directors similarly situated and decisions of the Committee shall be conclusive and binding on all persons. Any action permitted to be taken by the Committee may be taken by the Board, in its discretion.

12. Neither participation in the Plan nor any action under the Plan shall be construed to give any Director a right to be retained in the service of the Company.

13. The Plan may be modified, amended or revoked at any time by the Board.

14. The Plan shall be governed by and construed in accordance with the laws of the State of Delaware applicable to contracts made and to be performed in the State of Delaware.

15. The Plan is intended to comply with the provisions of Section 409A of the Code in order to avoid taxation of amounts deferred hereunder before such amounts are distributed from the Plan, and the Plan will be interpreted accordingly.

Exhibit 10.4

AMENDED AND RESTATED
1998 MOODY'S CORPORATION
NON-EMPLOYEE DIRECTORS' STOCK INCENTIVE PLAN
(Adopted September 8, 2000; Amended and Restated as of December 11, 2012, October 20, 2015 and December 14, 2015)

1. **Purpose of the Plan**

The purpose of the Plan is to aid the Company in attracting, retaining and compensating non-employee directors and to enable them to increase their ownership of Shares. The Plan will be beneficial to the Company and its stockholders since it will allow non-employee directors of the Board to have a greater personal financial stake in the Company through the ownership of Shares, in addition to underscoring their common interest with stockholders in increasing the value of the Shares on a long-term basis.

2. **Definitions**

The following capitalized terms used in the Plan have the respective meanings set forth in this Section:

(a) *Act* : The Securities Exchange Act of 1934, as amended, or any successor thereto.

(b) *Award* : An Option, Share of Restricted Stock or Performance Share granted pursuant to the Plan.

(c) *Beneficial Owner* : As such term is defined in Rule 13d-3 under the Act (or any successor rule thereto).

(d) *Board* : The Board of Directors of the Company.

(e) *Change in Control* : The occurrence of a change in ownership of Moody's Corporation, a change in the effective control of Moody's Corporation, or a change in the ownership of a substantial portion of the assets of Moody's Corporation. For this purpose, a change in the ownership of Moody's Corporation occurs on the date that any one person, or more than one person acting as a group (as determined pursuant to the regulations under Section 409A), acquires ownership of stock of Moody's Corporation that, together with stock held by such person or group, constitutes more than 50 percent of the total fair market value or total voting power of the stock of Moody's Corporation. A change in effective control of Moody's Corporation occurs on either of the following dates: (1) the date any one person, or more than one person acting as a group acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) ownership of stock of Moody's Corporation possessing 50 percent or more of the total voting power of the stock of Moody's Corporation, or (2) the date a majority of members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election. A change in the ownership of a substantial portion of the assets of Moody's Corporation occurs on the date that any one person, or more than one person acting as a group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from Moody's Corporation that have a total gross fair market value (as determined pursuant to the regulations under Section 409A) equal to or more than 40 percent of the total gross fair market value of all of the assets of Moody's Corporation immediately before such acquisition or acquisitions.

(f) *Code* : The Internal Revenue Code of 1986 and the regulations thereunder, as amended from time to time.

(g) *Committee* : The Governance and Compensation Committee of the Board, or any successor thereto or other committee designated by the Board to assume the obligations of the Committee hereunder.

(h) *Company* : Moody's Corporation.

(i) *Disability* : Inability to continue to serve as a non-employee director due to a medically determinable physical or mental impairment which constitutes a permanent and total disability, as determined by the Committee (excluding any member thereof whose own Disability is at issue in a given case) based upon such evidence as it deems necessary and appropriate.

(j) *Effective Date* : The date on which the Plan takes effect, as defined pursuant to Section 14 of the Plan.

(k) *Fair Market Value* : On a given date, the arithmetic mean of the high and low prices of the Shares as reported on such date on the Composite Tape of the principal national securities exchange on which such Shares are listed or admitted to trading, or, if no Composite Tape exists for such national securities exchange on such date, then on the principal national securities exchange on which such Shares are listed or admitted to trading, or, if the Shares are not listed or admitted on a national securities exchange, the arithmetic mean of the per Share closing bid price and per Share closing asked price on such date as quoted on the National Association of Securities Dealers Automated Quotation System (or such market in which such prices are regularly quoted), or, if there is no market on which the Shares are regularly quoted, the Fair Market Value shall be the value established by the Committee in good faith. If no sale of Shares shall have been reported on such Composite Tape or such national securities exchange on such date or quoted on the National Association of Securities Dealers Automated Quotation System on such date, then the immediately preceding date on which sales of the Shares have been so reported or quoted shall be used.

(l) *Option* : A stock option granted pursuant to Section 6 of the Plan.
(m) *Option Price* : The purchase price per Share of an Option, as determined pursuant to Section 6(b) of the Plan.
(n) *Participant* : Any director of the Company who is not an employee of the Company or any Subsidiary of the Company as of the date that an Award is granted.
(o) *Performance Period* : The calendar year or such other period of at least 12 consecutive months as shall be designated by the Committee from time to time.
(p) *Performance Share* : A periodic bonus award, payable in unrestricted Shares, granted pursuant to Section 8(a) of the Plan.
(q) *Person* : As such term is used for purposes of Section 13(d) or 14(d) of the Act (or any successor section thereto).
(r) *Plan* : The 1998 Moody's Corporation Non-Employee Directors' Stock Incentive Plan, as amended and restated.
(s) *Restricted Stock* : A Share of restricted stock granted pursuant to Section 7 of the Plan.
(t) *Retirement* : Termination of service with the Company after such Participant has attained age 70, regardless of the length of such Participant's service; or, with the prior written consent of the Committee (excluding any member thereof whose own Retirement is at issue in a given case), termination of service at an earlier age after the Participant has completed six or more years of service with the Company.
(u) *Section 409A* : Section 409A of the Code and applicable guidance issued thereunder.
(v) *Service Period* : The period of time designated by the Committee from time to time during which services must be rendered and at the end of which Restricted Stock grants shall vest.
(w) *Shares* : Shares of common stock, par value $0.01 per share, of the Company.
(x) *Subsidiary* : A subsidiary corporation, as defined in Section 424(f) of the Code (or any successor section thereto).
(y) *Termination of Service* : A Participant's "separation from service" with the Company as determined pursuant to Section 409A.

3. **Shares Subject to the Plan**

The total number of Shares which may be issued under the Plan is 1,700,000 (subject to adjustment in accordance with the provisions of Section 9 hereof). The Shares may consist, in whole or in part, of unissued Shares or treasury Shares. The issuance of Awards shall reduce the total number of Shares available under the Plan. Shares which are subject to Awards which terminate or lapse may be granted again under the Plan.

4. **Administration**

The Plan shall be administered by the Committee, which may delegate its duties and powers in whole or in part to any subcommittee thereof consisting solely of at least two "non-employee directors" within the meaning of Rule 16b-3 under the Act (or any successor rule thereto); provided , however , that any action permitted to be taken by the Committee may be taken by the Board, in its discretion. The Committee is authorized to interpret the Plan, to establish, amend and rescind any rules and regulations relating to the Plan, and to make any other determinations that it deems necessary or desirable for the administration of the Plan. The Committee may correct any defect or omission or reconcile any inconsistency in the Plan in the manner and to the extent the Committee deems necessary or desirable. Any decision of the Committee in the interpretation and administration of the Plan, as described herein, shall lie within its sole and absolute discretion and shall be final, conclusive and binding on all parties concerned (including, but not limited to, Participants and their beneficiaries or successors).

5. **Eligibility/Annual Limitation on Grants**

All Participants shall be eligible to participate under this Plan. In no event shall the number of Shares subject to Awards granted to any Participant in a calendar year exceed the lesser of (a) 20,000 Shares and (b) Shares with a Fair Market Value of $400,000.

6. **Terms and Conditions of Options**

Options granted under the Plan shall be non-qualified stock options for federal income tax purposes, as evidenced by the related Option agreements, and shall be subject to the foregoing and the following terms and conditions and to such other terms and conditions, not inconsistent therewith, as the Committee shall determine:

(a) *Grants* . A Participant may receive, on such dates as determined by the Committee in its sole discretion, grants consisting of such number of Options as determined by the Committee in its sole discretion.
(b) *Option Price* . The Option Price per Share shall be determined by the Committee, but shall not be less than 100% of the Fair Market Value of the Shares on the date an Option is granted.
(c) *Exercisability* . Options granted under the Plan shall be exercisable at such time and upon such terms and conditions as may be determined by the Committee, but in no event shall an Option be exercisable more than ten years after the date it is granted.

(d) *Exercise of Options* . Except as otherwise provided in the Plan or in a related Option agreement, an Option may be exercised for all, or from time to time any part, of the Shares for which it is then exercisable. For purposes of Section 6 of the Plan, the exercise date of an Option shall be the later of the date a notice of exercise is received by the Company and, if applicable, the date payment is received by the Company pursuant to clauses (i), (ii) or (iii) in the following sentence. The purchase price for the Shares as to which an Option is exercised shall be paid to the Company in full at the time of exercise at the election of the Participant (i) in cash, (ii) in Shares, having a Fair Market Value equal to the aggregate Option Price for the Shares being purchased and satisfying such other requirements as may be imposed by the Committee, (iii) partly in cash and partly in such Shares, or (iv) through the delivery of irrevocable instructions to a broker to deliver promptly to the Company an amount equal to the aggregate Option Price for the Shares being purchased. No Participant shall have any rights to dividends or other rights of a stockholder with respect to Shares subject to an Option until the occurrence of the exercise date (determined as set forth above) and, if applicable, the satisfaction of any other conditions imposed by the Committee pursuant to the Plan.

(e) *Exercisability Upon Termination of Service by Death* . Upon a Termination of Service by reason of death after the first anniversary of the date on which an Option is granted, the unexercised portion of such Option shall immediately vest in full and may thereafter be exercised during the shorter of the remaining term of the Option or five years after the date of death.

(f) *Exercisability Upon Termination of Service by Disability or Retirement* . Upon a Termination of Service by reason of Disability or Retirement after the first anniversary of the date on which an Option is granted, the unexercised portion of such Option may thereafter be exercised during the shorter of the remaining term of the Option or five years after the date of such Termination of Service; provided , however , that if a Participant dies within a period of five years after such Termination of Service, the unexercised portion of the Option shall immediately vest in full and may thereafter be exercised, during the shorter of the remaining term of the Option or the period that is the longer of five years after the date of such Termination of Service or one year after the date of death.

(g) *Effect of Other Termination of Service* . Upon a Termination of Service by reason of Disability or Retirement prior to the first anniversary of the date on which an Option is granted (as described above), then, a pro rata portion of such Option shall immediately vest in full and may be exercised thereafter, during the shorter of (A) the remaining term of such Option or (B) five years after the date of such Termination of Service, for a prorated number of Shares (rounded down to the nearest whole number of Shares), equal to (i) the number of Shares subject to such Option multiplied by (ii) a fraction the numerator of which is the number of days the Participant served on the Board subsequent to the date on which such Option was granted and the denominator of which is 365. The portion of such Option which is not so exercisable shall terminate as of the date of Disability or Retirement. Upon a Termination of Service for any other reason prior to the first anniversary of the date on which an Option is granted, such Option shall thereupon terminate. Upon a Termination of Service for any reason other than death, Disability or Retirement after the first anniversary of the date on which an Option is granted, the unexercised portion of such Option shall thereupon terminate.

(h) *Nontransferability of Stock Options* . Except as otherwise provided in this Section 6(h), an Option shall not be transferable by the optionee otherwise than by will or by the laws of descent and distribution and during the lifetime of an optionee an Option shall be exercisable only by the optionee. An Option exercisable after the death of an optionee or a transferee pursuant to the following sentence may be exercised by the legatees, personal representatives or distributees of the optionee or such transferee. The Committee may, in its discretion, authorize all or a portion of the Options previously granted or to be granted to an optionee to be on terms which permit irrevocable transfer for no consideration by such optionee to any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships, of the optionee, trusts for the exclusive benefit of these persons, and any other entity owned solely by these persons (“Eligible Transferees”), provided that (x) the stock option agreement pursuant to which such Options are granted must be approved by the Committee, and must expressly provide for transferability in a manner consistent with this Section and (y) subsequent transfers of transferred Options shall be prohibited except those in accordance with the first sentence of this Section 6(h). The Committee may, in its discretion, amend the definition of Eligible Transferees to conform to the coverage rules of Form S-8 under the Securities Act of 1933 or any comparable Form from time to time in effect. Following transfer, any such Options shall continue to be subject to the same terms and conditions as were applicable immediately prior to transfer. The events of Termination of Service of Sections 6(e), 6(f) and 6(g) hereof shall continue to be applied with respect to the original optionee, following which the Options shall be exercisable by the transferee only to the extent, and for the periods specified, in Sections 6(e), 6(f) and 6(g). The Committee may delegate to a committee consisting of employees of the Company the authority to authorize transfers, establish terms and conditions upon which transfers may be made and establish classes of Options eligible to transfer Options, as well as to make other determinations with respect to Option transfers.

7. **Terms and Conditions of Restricted Stock**

Restricted Stock granted under the Plan shall be subject to the foregoing and the following terms and conditions and to such other terms and conditions, not inconsistent therewith, as the Committee shall determine:

(a) *Grants* . A Participant may receive, on such dates as determined by the Committee in its sole discretion, grants consisting of such amounts of Restricted Stock as determined by the Committee in its sole discretion.

(b) *Restrictions* . Restricted Stock granted under the Plan may not be sold, transferred, pledged, assigned or otherwise disposed of under any circumstances; provided , however , that the foregoing restrictions shall lapse at such time and upon such terms and conditions as may be specified by the Committee in the related Award agreement(s).

(c) *Vesting* . Any grant of Restricted Stock under the Plan shall be subject to a minimum one-year vesting requirement.

(d) *Forfeiture of Grants* . Except to the extent otherwise specified by the Committee in a related Award agreement(s), all Shares of Restricted Stock as to which restrictions have not previously lapsed pursuant to Section 7(b) of the Plan shall be forfeited upon a Participant's Termination of Service for any reason (including, without limitation, by reason of death, Disability or Retirement).

(e) *Other Provisions* . During the period prior to the date on which the foregoing restrictions lapse, Shares of Restricted Stock shall be registered in the Participant's name and such Participant shall have voting rights and receive dividends with respect to such Restricted Stock.

(f) *Authorization for Committee to Permit Deferral* . Notwithstanding anything in this Section 7 to the contrary, a Participant may, if and to the extent permitted by the Committee, elect to defer receipt of any Restricted Stock granted under the Plan; provided , however , that any such election must be made and become irrevocable not later than the close of the calendar year next preceding the year in which the Service Period commences; and further provided , that any such deferral shall be effected in accordance with the requirements of Section 409A of the Code. Any and all Restricted Stock for which a deferral election is made shall be contributed to a grantor "rabbi" trust established by the Company prior to the date on which the restrictions on such Restricted Stock lapse, which trust shall be administered by an independent trustee; provided , however , that distributions of Restricted Stock by such a trust to a Participant following the Participant's Termination of Service will satisfy the Company's obligations to the Participant with respect to Restricted Stock awarded under this Plan to the extent of such distributions.

8. **Terms and Conditions of Performance Shares**

(a) *Establishment of Annual Performance Target Levels and Number of Performance Shares* . Prior to the commencement of a given Performance Period, the Committee shall establish organizational or individual performance criteria within the meaning of Section 409A relating to such Performance Period ("Performance Goals"). The Committee shall also establish the number of Performance Shares that would be payable to Participants upon the attainment of various Performance Goals during such Performance Period.

(b) *Payment in Unrestricted Shares* . As soon as practicable following a given Performance Period, but in no event later than 30 days after the end of such Performance Period, Participants shall receive unrestricted Shares equal to the number of Performance Shares earned by such Participant during such Performance Period. A Participant who did not serve on the Board during an entire Performance Period shall receive a prorated number of Shares (rounded down to the nearest whole number of Shares) based upon (i) the number of days during the Performance Period during which such Participant served on the Board and (ii) the actual performance results.

(c) *Authorization for Committee to Permit Deferral* . Notwithstanding Section 8(b) of the Plan, a Participant may, if and to the extent permitted by the Committee, elect to defer payment of any unrestricted Shares payable as a result of any Performance Shares earned by such Participant; provided , however , that any such election must be made and become irrevocable (i) on or before the date that is six months before the end of the Performance Period, provided that the Participant performs services continuously from the later of the beginning of the Performance Period or the date the Performance Goals are established through the date an election is made pursuant to this Section 8(c), and (ii) in accordance with such terms and conditions as are established by the Committee in its sole discretion. Any and all Shares earned pursuant to Section 8(b) and the receipt of which is deferred by election pursuant to this Section 8(c) shall be distributed in accordance with the requirements of Section 409A of the Code.

(d) *Vesting* . Any grant of Performance Shares under the Plan shall be subject to a minimum one-year vesting requirement.

9. **Adjustments Upon Certain Events**

Notwithstanding any other provisions in the Plan to the contrary, the following provisions shall apply to all Awards granted under the Plan:

(a) *Generally* . In the event of any change in the outstanding Shares after the Effective Date by reason of any Share dividend or split, reorganization, recapitalization, merger, consolidation, spin-off, combination or exchange of Shares or other corporate exchange or similar transaction, or any distribution to stockholders of Shares other than regular cash dividends, the Committee shall adjust the following to the extent necessary to achieve an equitable result: (i) the number or kind of Shares or other securities issued or reserved for issuance pursuant to the Plan or pursuant to outstanding Awards, (ii) the Option Price, and/or (iii) any other affected terms of such Awards.

(b) *Change in Control* . Upon the occurrence of a Change in Control, (i) all restrictions on Shares of Restricted Stock shall lapse, (ii) each Participant shall receive the target number of Performance Shares for the Performance Period in which the Change in Control occurs (or, if no target number has been established for such Performance Period, the target number for the immediately preceding Performance Period shall be used), and (iii) all Stock Options shall vest and become exercisable.

10. **Successors and Assigns**

The Plan shall be binding on all successors and assigns of the Company and a Participant, including, without limitation, the estate of such Participant and the executor, administrator or trustee of such estate, or any receiver or trustee in bankruptcy or representative of the Participant's creditors.

11. **Amendments or Termination**

The Committee may amend, alter or discontinue the Plan, but no amendment, alteration or discontinuation shall be made which would impair the rights of any Participant under any Award theretofore granted without such Participant's consent.

12. **Nontransferability of Awards**

Except as provided in Section 6(h) of the Plan, an Award shall not be transferable or assignable by the Participant otherwise than by will or by the laws of descent and distribution. During the lifetime of a Participant, an Award shall be exercisable only by such Participant. An Award exercisable after the death of a Participant may be exercised by the legatees, personal representatives or distributees of the Participant. Notwithstanding anything to the contrary herein, the Committee, in its sole discretion, shall have the authority to waive this Section 12 (or any part thereof) to the extent that this Section 12 (or any part thereof) is not required under the rules promulgated under any law, rule or regulation applicable to the Company.

13. **Choice of Law**

The Plan shall be governed by and construed in accordance with the laws of the State of Delaware applicable to contracts made and to be performed in the State of Delaware.

14. **Effectiveness of the Plan**

The amendment and restatement of the Plan shall be effective as of December 14, 2015.

15. **Section 409A**

The Plan is intended to comply with the provisions of Section 409A in order to avoid taxation of amounts deferred hereunder before such amounts are distributed from the Plan, and the Plan will be interpreted accordingly.

STATEMENT OF COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES

amounts in millions, except fixed charges ratio	Years Ended December 31 2015	2014	2013	2012	2011
Earnings:					
Income before income taxes and noncontrolling interests	$ 1,379.6	$ 1,461.0	$ 1,169.3	$ 1,024.0	$ 839.8
Add:					
Fixed Charges (see below)	155.5	152.2	125.6	98.7	101.7
Amortization of capitalized interest	1.1	0.8	0.8	0.7	0.2
Less:					
Capitalized interest	0.4	—	—	—	3.1
Total earnings for computation of ratio	$ 1,535.8	$ 1,614.0	$ 1,295.7	$ 1,123.4	$ 938.6
Fixed Charges:					
Interest expense on borrowings (1)	$ 120.6	$ 118.4	$ 92.3	$ 73.8	$ 65.5
Interest expense (income), net on unrecognized tax benefits and other tax-related liabilities (2)	5.3	5.8	8.6	(0.4)	8.7
Interest capitalized	0.4	—	—	—	3.1
Estimated interest portion of rental expense (3)	29.2	28.0	24.7	25.3	24.4
Total Fixed Charges	$ 155.5	$ 152.2	$ 125.6	$ 98.7	$ 101.7
Ratio of earnings to fixed charges	9.9	10.6	10.3	11.4	9.2

(1) Amounts are net of gains and losses on certain interest rate swaps that the Company utilizes to mitigate interest rate risk on its borrowings.

(2) Represents net interest expense (income) related to unrecognized tax benefits and other tax-related liabilities. There may be periods whereby interest expense may be wholly or partially offset by reductions in accrued interest due to the completion of tax audits or updates to the Company's tax positions which could result in the reversal of accrued interest.

(3) Represents one third of rent expense which is our estimate of the interest component of rent expense.

EXHIBIT 21

SUBSIDIARIES OF MOODY'S CORPORATION

The following is a list of active, majority-owned subsidiaries of Moody's Corporation as of December 31, 2015.

U.S. Entities

Amba Research USA Inc.	Delaware
BPA Technologies, Inc.	California
CSI Global Education, US, Inc.	Delaware
Copal Partners (US) Inc.	Delaware
Foundation for Fiduciary Studies, Inc.	Delaware
Exevo Inc.	Delaware
ICRA Global Capital, Inc.	California
ICRA Sapphire, Inc.	Delaware
IMaCS Virtus Global Partners, Inc.	Delaware
Lewtan Technologies, Inc.	Massachusetts
MIS Asset Holdings, Inc.	Delaware
MIS Quality Management Corp.	Delaware
Moody's Advisors Inc.	Delaware
Moody's Analytics, Inc.	Delaware
Moody's Analytics Solutions, LLC	Delaware
Moody's Assurance Company, Inc.	New York
Moody's Assureco, Inc.	Delaware
Moody's Capital Markets Research, Inc.	Delaware
Moody's Credit Assessment Holdings, LLC	Delaware
Moody's Credit Assessment Inc.	Delaware
Moody's Holdings LLC	Delaware
Moody's International LLC	Delaware
Moody's Investors Service, Inc.	Delaware
Moody's Overseas Holdings, Inc.	Delaware
Moody's Risk Services Corporation	Delaware
Moody's Shared Services, Inc.	Delaware
The Moody's Foundation	New York

Non-US Entities

Administración de Calificadoras, S.A. de C.V..	Mexico
Amba Holdings Inc.	Mauritius
Amba Investment Services Ltd	British Virgin Islands
Amba Research Costa Rica Sociedad Anonima	Costa Rica
Amba Research Hongkong Ltd	Hong Kong
Amba Research (India) Pvt Ltd	India
Amba Research Lanka (Private) Limited	Sri Lanka
Amba Research Singapore Pte Ltd	Singapore
Amba Research UK Ltd	United Kingdom
BPA Technologies Private Limited	India
Copal Business Consulting (Beijing) Co. Limited	China
Copal Market Research Ltd	Mauritius
Copal Partners Limited	Jersey
Copal Partners (HK) Limited	Hong Kong
Copal Partners (UK) Limited	United Kingdom
Copal Research India Private Limited	India
Copal Research Limited	Mauritius

Equilibrium Clasificadora de Riesgo SA	Peru
Equilibrium Calificadora de Riesgo SA	Republic of Panama
Exevo India Private Limited	India
Fermat Finance SPRL	Belgium
Fermat GmbH	Germany
Fermat International SA	Belgium
ICRA Lanka Limited	Sri Lanka
ICRA Limited	India
ICRA Management Consulting Services Limited	India
ICRA Nepal Limited	Nepal
ICRA Online Limited	India
ICRA Techno Analytics Limited	India
Korea Investors Service, Inc.	Korea
KIS Pricing, Inc.	Korea
Lewtan Australia Pty. Ltd.	Australia
Lewtan Technologies Limited	United Kingdom
Midroog Ltd	Israel
MIS Support Center Private Limited	India
Moody’s America Latina Ltda.	Brazil
Moody’s Analytics Australia Pty. Ltd.	Australia
Moody’s Analytics Canada Inc.	Canada
Moody’s Analytics Czech Republic s.r.o.	Czech Republic
Moody’s Analytics Deutschland GmbH	Germany
Moody’s Analytics (DIFC) Limited	UAE (Dubai International Financial Center)
Moody’s Analytics do Brasil Ltda.	Brazil
Moody’s Analytics Global Education (Canada) Inc.	Canada
Moody’s Analytics Holdings (UK) Limited	United Kingdom
Moody’s Analytics Hong Kong Ltd.	Hong Kong
Moody’s Analytics International Licensing GmbH	Switzerland
Moody’s Analytics Ireland Ltd	Ireland
Moody’s Analytics Japan K.K.	Japan
Moody’s Analytics Korea Co. Ltd.	Korea
Moody’s Analytics (Malaysia) Sdn. Bhd.	Malaysia
Moody’s Analytics SAS	France
Moody’s Analytics Singapore Pte. Ltd.	Singapore
Moody’s Analytics Technical Services (Hong Kong) Ltd.	Hong Kong
Moody’s Analytics Technical Services (UK) Limited	United Kingdom
Moodys Analytics (Thailand) Co. Ltd.	Thailand
Moody’s Analytics UK Limited	United Kingdom
Moody’s Asia-Pacific Group (Singapore) Pte. Ltd.	Singapore
Moody’s Asia Pacific Limited	Hong Kong
Moody’s Canada, Inc.	Canada
Moody’s Canada LP	Canada
Moody’s China (B.V.I.) Limited	British Virgin Islands
Moody’s Company Hong Kong Limited	Hong Kong
Moody’s Credit Assessment India Private Limited	India
Moody’s de Mexico S.A. de C.V.	Mexico
Moody’s Deutschland GmbH	Germany
Moody’s Eastern Europe LLC	Russia
Moody’s EMEA Holdings Limited	United Kingdom
Moody’s Equilibrium I (BVI) Holding Corporation	British Virgin Islands
Moody’s Equilibrium II (BVI) Holding Corporation	British Virgin Islands
Moody’s Finance Company Limited	United Kingdom
Moody’s France SAS	France
Moody’s Group Australia Pty Ltd	Australia

Moody’s Group Cyprus Ltd	Cyprus
Moody’s Group Deutschland GmbH	Germany
Moody’s Group Finance Limited	United Kingdom
Moody’s Group France SAS	France
Moody’s Group Japan G.K.	Japan
Moody’s Group UK Ltd	United Kingdom
Moodys Group (Holdings) Limited	United Kingdom
Moody’s Holdings (BVI) Limited	British Virgin Islands
Moody’s Holdings Limited	United Kingdom
Moody’s Indonesia (B.V.I.) Limited	British Virgin Islands
Moody’s Information Consulting (Shenzhen) Co. Ltd.	China
Moody’s Interfax Rating Agency Ltd	Russia
Moody’s International (UK) Limited	United Kingdom
Moody’s Investment Company India Private Limited	India
Moody’s Investors Service (Beijing), Ltd.	China
Moody’s Investors Service (BVI) Limited	British Virgin Islands
Moody’s Investors Service Cyprus Limited	Cyprus
Moody’s Investors Service EMEA Limited	United Kingdom
Moody’s Investors Service Espana SA	Spain
Moody’s Investors Service Hong Kong Limited	Hong Kong
Moody’s Investors Service India Private Limited	India
Moody’s Investors Service (Korea) Inc.	Korea
Moody’s Investors Service Limited	United Kingdom
Moody’s Investors Service Middle East Limited	UAE (Dubai International Financial Center)
Moody’s Investors Service Pty Limited	Australia
Moody’s Investors Service Singapore Pte. Ltd.	Singapore
Moody’s Investors Service South Africa (Pty) Limited	South Africa
Moody’s Italia s.r.l.	Italy
Moody’s Israel Holdings Inc.	British Virgin Islands
Moody’s (Japan) K.K.	Japan
Moody’s Latin America Agente de Calificacion de Riesgo SA	Argentina
Moody’s Latin America Holding Corp	British Virgin Islands
Moody’s Mauritius Holdings Limited	Mauritius
Moody’s SF Japan K.K.	Japan
Moody’s Shared Services India Private Limited	India
Moody’s Shared Services UK Limited	United Kingdom
Moody’s Singapore Pte Ltd	Singapore
Moody’s South Africa (BVI) Limited	British Virgin Islands
Moody’s (UK) Limited	United Kingdom
Pragati Development Consulting Services Limited	India
PT ICRA Indonesia	Indonesia
PT Moody’s Indonesia	Indonesia

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Moody's Corporation:

We consent to the incorporation by reference in the registration statements on Forms S-3 and S-8 (No. 333- 168453, No. 333-190259, No. 333-170727, No. 333-170753, No. 333-145127, No. 333-126564, No. 333-103496, No. 333-47848, No. 333-81121, No. 333-68555, No. 333-64653, No. 333-60737, No. 333-57915, No. 333-57267, No. 333-192333, No. 333-192334) of Moody's Corporation of our report dated February 24, 2016, with respect to the consolidated balance sheets of Moody's Corporation as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income, shareholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2015 and the effectiveness of internal control over financial reporting as of December 31, 2015, which report appears in the December 31, 2015 annual report on Form 10-K of Moody's Corporation.

/s/ KPMG LLP

New York, New York
February 24, 2016

EXHIBIT 31.1

CHIEF EXECUTIVE OFFICER CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Raymond W. McDaniel, Jr., President and Chief Executive Officer of Moody's Corporation, certify that:

1. I have reviewed this annual report on Form 10-K of Moody's Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ RAYMOND W. MCDANIEL, JR.

Raymond W. McDaniel, Jr.
President and Chief Executive Officer

February 24, 2016

EXHIBIT 31.2

CHIEF FINANCIAL OFFICER CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Linda S. Huber, Executive Vice President and Chief Financial Officer of Moody's Corporation, certify that:

1. I have reviewed this annual report on Form 10-K of Moody's Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ LINDA S. HUBER

Linda S. Huber
Executive Vice President and Chief Financial Officer

February 24, 2016

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Moody's Corporation on Form 10-K for the year ended December 31, 2015 as filed with the SEC on the date hereof (the "Report"), I, Raymond W. McDaniel, Jr., President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ RAYMOND W. MCDANIEL, JR.

Raymond W. McDaniel, Jr.
President and Chief Executive Officer

February 24, 2016

EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Moody’s Corporation on Form 10-K for the year ended December 31, 2015 as filed with the SEC on the date hereof (the “Report”), I, Linda S. Huber, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ LINDA S. HUBER

Linda S. Huber
Executive Vice President and Chief Financial Officer

February 24, 2016