

MOODYS CORP /DE/
Form FWP
August 08, 2013

Free Writing Prospectus
Filed pursuant to Rule 433
Relating to the Preliminary
Prospectus Supplement
dated August 7, 2013 to
the Prospectus dated
July 30, 2013
Registration Statement
No. 333-190259

Moody's Corporation

Pricing Term Sheet

August 7, 2013

4.875% Senior Notes due 2024

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|-------------------------------------|---|
| Issuer: | Moody's Corporation |
| Size: | \$500,000,000 |
| Maturity: | February 15, 2024 |
| Coupon (Interest Rate): | 4.875% |
| Price to Public: | 99.431% of face amount |
| Yield to Maturity: | 4.945% |
| Spread to Benchmark Treasury: | 235 basis points |
| Benchmark Treasury: | 1.750% due May 15, 2013 |
| Benchmark Treasury Price and Yield: | 92-24 / 2.595% |
| Interest Payment Dates: | February 15 and August 15, commencing February 15, 2014 |
| Record Dates: | February 1 and August 1 |
| Make-whole Call: | Callable at any time prior to November 15, 2023 at the greater of par and the make-whole redemption price (Treasury plus 35 basis points) |
| Par Call: | On or after November 15, 2023 |
| Trade Date: | August 7, 2013 |
| Settlement: | T+3; August 12, 2013 |
| CUSIP/ISIN: | 615369 AC9 / US615369AC97 |
| Rating:* | BBB+ by Standard & Poor's Rating Services |

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Joint Book-Running Managers:

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

RBS Securities Inc.

Co-Managers:

Citigroup Global Markets Inc.

Fifth Third Securities, Inc.

Goldman, Sachs & Co.

Lloyds Securities Inc.

Mischler Financial Group, Inc.

Mitsubishi UFJ Securities (USA), Inc.

PNC Capital Markets LLC

Scotia Capital (USA) Inc.

SMBC Nikko Capital Markets Limited

U.S. Bancorp Investments, Inc.

TD Securities (USA) LLC

The Williams Capital Group, L.P.

Use of Proceeds:

Net proceeds (before expenses) from this offering will be approximately \$493.9 million and are expected to be used for general corporate purposes, including working capital, capital expenditures, acquisitions of or investments in businesses or assets, redemption and repayment of short-term or long-term borrowings, and purchases of the issuer's common stock under its ongoing stock repurchase program.

*** Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC (1-212-834-4533) or Merrill Lynch, Pierce, Fenner & Smith Incorporated (call 1-800-294-1322, or e-mail dg.prospectus_requests@baml.com).