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MOODYS CORP /DE/  
Form 8-K  
October 26, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):  
October 26, 2005 (October 25, 2005)

MOODY'S CORPORATION  
(Exact Name of Registrant as Specified in Charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 1-14037<br>(Commission<br>File Number) | 13-3998945<br>(IRS Employer<br>Identification No.) |
|---|--|--|

99 Church Street  
New York, New York 10007  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (212) 553-0300

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

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

Item 2.02, "Results of Operations and Financial Condition"

On October 26, 2005, Moody's Corporation (the "Company") announced its financial results for the quarter ended September 30, 2005. A copy of the press release

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containing the announcement is included as Exhibit 99.1 to this Current Report and is incorporated herein by reference. The Company does not intend for the information contained in this report on Form 8-K 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. The foregoing information is provided pursuant to Item 2.02, "Results of Operations and Financial Condition" of Form 8-K.

Item 7.01, "Regulation FD Disclosure"

The information set forth under Item 2.02, "Results of Operations and Financial Condition" is incorporated herein by reference. The foregoing information is provided pursuant to Item 7.01, "Regulation FD Disclosure" of Form 8-K.

Item 8.01, "Other Events"

On October 26, 2005, the Company issued a press release relating to the authorization of a share repurchase program and declaration of a quarterly dividend. A copy of the press release is included as Exhibit 99.2 to this Current Report and is incorporated herein by reference.

Item 9.01, "Financial Statements and Exhibits"

(d) Exhibits

- 99.1 Press release of Moody's Corporation dated October 26, 2005, announcing results for the quarter ended September 30, 2005.
- 99.2 Press release of Moody's Corporation dated October 26, 2005, announcing share repurchase program and declaration of quarterly dividend.

SIGNATURE

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

MOODY'S CORPORATION

By: /s/ John J. Goggins

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John J. Goggins  
Senior Vice President and General  
Counsel

Date: October 26, 2005