

MOODYS CORP /DE/
Form DEFA14A
March 18, 2009

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

[Amendment No.]

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

MOODY S CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with written preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(1) Amount Previously Paid:

(2) Form Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

MOODY S CORPORATION

7 World Trade Center at 250 Greenwich Street, New York, New York 10007

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on

Tuesday, April 28, 2009

The Proxy Statement, Annual Report and other proxy materials are available at:

<http://bnymellon.mobular.net/bnymellon/mco>

MOODY S CORPORATION

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 14, 2009 to facilitate timely delivery.

Dear Moody s Corporation Stockholder:

The 2009 Annual Meeting of Stockholders of Moody s Corporation (the Company) will be held at the Company s offices at 7 World Trade Center at 250 Greenwich Street, New York, New York 10007, on Tuesday, April 28, 2009, at 9:30 a.m. EST (local time).

Proposals to be considered at the Annual Meeting:

1. To elect three Class II directors of the Company to each serve a three-year term;
2. To ratify the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the year 2009;
3. To vote on a stockholder proposal that the chairman of the Company s board of directors be an independent director; and
4. To vote on a stockholder proposal to adopt a policy requiring senior executives to retain a significant percentage of Company shares until two years following termination of their employment.

Such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors recommends a vote FOR Items 1 and 2.

The Board of Directors recommends a vote AGAINST Items 3 and 4.

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The Board of Directors has fixed the close of business on March 2, 2009 as the record date (the Record Date) for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

CONTROL NUMBER



You may vote your proxy

when you view the materials on the Internet.

You will be asked to enter this 11-digit control number



Stockholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting. To obtain directions to attend the Annual Meeting where you may vote in person, please contact Investor Relations by sending an email to ir@moodys.com.

Meeting Location:

Moody's Corporation

7 World Trade Center at 250 Greenwich Street

New York, New York 10007

The following Proxy Materials are available for you to review online:

the Company's 2009 Proxy Statement (including all attachments thereto);

the Company's Annual Report for the year ended December 31, 2008 (which is not deemed to be part of the official proxy soliciting materials); and

any amendments to the foregoing materials that are required to be furnished to stockholders.

To request a paper copy of the Proxy Materials, (you must reference your 11 digit control number)

Telephone: **1-888-313-0164** (outside of the U.S and Canada call 201-680-6688),

Email: **shrrelations@bnymellon.com**

Internet **<http://bnymellon.mobular.net/bnymellon/mco>**

ACCESSING YOUR PROXY MATERIALS ONLINE

**YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER WHEN YOU REQUEST
A PAPER COPY OF THE PROXY MATERIALS OR TO VOTE YOUR PROXY ELECTRONICALLY.**

The Proxy Materials for Moody's Corporation are available to review at:

<http://bnymellon.mobular.net/bnymellon/mco>

Have this notice available when you request a PAPER copy of the Proxy Materials,

when you want to view your proxy materials online

OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.

VOTE BY INTERNET

Use the Internet to vote your shares. Have this card in hand when you access the above web site.

On the top right hand side of the website click on **Vote Now** to
access the electronic proxy card and vote your shares