

Edgar Filing: MOODYS CORP /DE/ - Form FWP

MOODYS CORP /DE/
Form FWP
August 16, 2010

Free Writing Prospectus
Filed pursuant to Rule 433
Relating to the Preliminary
Prospectus Supplement
dated August 16, 2010 to
the Prospectus dated
August 2, 2010
Registration Statement
No. 333-168453

Moody's Corporation

Pricing Term Sheet

August 16, 2010

5.50% Senior Notes due 2020

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|-------------------------------------|--|
| Issuer: | Moody's Corporation |
| Size: | \$500,000,000 |
| Maturity: | September 1, 2020 |
| Coupon (Interest Rate): | 5.50% |
| Price to Public: | 99.374% of face amount |
| Yield to Maturity: | 5.582% |
| Spread to Benchmark Treasury: | 3.00% |
| Benchmark Treasury: | 2.625% due August 15, 2020 |
| Benchmark Treasury Price and Yield: | 100-12; 2.582% |
| Interest Payment Dates: | September 1 and March 1, commencing March 1, 2011 |
| Record Dates: | August 15 and February 15 |
| Make-whole call: | Callable at any time at the greater of par and the make-whole redemption price (Treasury plus 45 basis points) |
| Trade Date: | August 16, 2010 |
| Settlement: | T+3; August 19, 2010 |
| CUSIP/ISIN: | 615369AA3 / US615369AA32 |
| Rating:* | BBB+ by Standard & Poor's Rating Services |
| Joint Book-Running Managers: | Goldman, Sachs & Co. |

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J.P. Morgan Securities Inc.

Citigroup Global Markets Inc.

Wells Fargo Securities, LLC

Mitsubishi UFJ Securities (USA), Inc.

Morgan Stanley & Co. Incorporated

RBS Securities Inc.

SunTrust Robinson Humphrey, Inc.

Co-Lead Manager:

Co-Managers:

Use of Proceeds:

Net proceeds from this offering after expenses will be approximately \$492.9 million and are expected to be used for general corporate purposes, including the redemption and repayment of short-term or long-term borrowings, which may include repayment of up to \$150 million of borrowings under the five-year senior, unsecured revolving credit facility and repayment of up to \$196 million of commercial paper debt; working capital; capital expenditures; acquisitions of or investments in businesses or assets; and purchases of the issuer's common stock under its authorized 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 Goldman, Sachs & Co. toll-free at 1-866-471-2526 or J.P. Morgan Securities Inc. collect at 1-212-834-4533.