

MOODYS CORP /DE/
Form FWP
August 16, 2012

Free Writing Prospectus
Filed pursuant to Rule 433
Relating to the Preliminary
Prospectus Supplement
dated August 15, 2012 to
the Prospectus dated
August 2, 2010
Registration Statement
No. 333-168453

Moody's Corporation

Pricing Term Sheet

August 15, 2012

4.500% Senior Notes due 2022

Issuer:	Moody's Corporation
Size:	\$500,000,000
Maturity:	September 1, 2022
Coupon (Interest Rate):	4.500%
Price to Public:	99.218% of face amount
Yield to Maturity:	4.598%
Spread to Benchmark Treasury:	Treasury plus 280 basis points
Benchmark Treasury:	1.625% due August 15, 2022
Benchmark Treasury Price and Yield:	98-13+; 1.798%
Interest Payment Dates:	March 1 and September 1, commencing March 1, 2013
Record Dates:	February 15 and August 15
Make-whole Call:	Callable at any time prior to June 1, 2022 at the greater of par and the make-whole redemption price (Treasury plus 45 basis points)
Par Call:	On or after June 1, 2022
Trade Date:	August 15, 2012
Settlement:	T+3; August 20, 2012
CUSIP/ISIN:	615369AB1 / US615369AB15

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Rating:*

BBB+ by Standard & Poor's Rating Services

Joint Book-Running Managers:

Citigroup Global Markets Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

J.P. Morgan Securities LLC

Lead Managers:

Goldman, Sachs & Co.

Mitsubishi UFJ Securities (USA), Inc.

RBS Securities Inc.

Co-Managers:

Fifth Third Securities, Inc.

Lloyds Securities Inc.

Morgan Stanley & Co. LLC

PNC Capital Markets LLC

Scotia Capital (USA) Inc.

TD Securities (USA) LLC

U.S. Bancorp Investments, Inc.

Sandler O'Neill & Partners, L.P.

SMBC Nikko Capital Markets Limited

The Williams Capital Group L.P.

Use of Proceeds:

Net proceeds (before expenses) from this offering will be approximately \$492.8 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 \$127.5 million of borrowings under the five-year senior, unsecured term loan facility; 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 Citigroup Global Markets Inc. toll-free at 1-877-858-5407 or Merrill Lynch, Pierce, Fenner & Smith Incorporated (call 1-800-294-1322, or e-mail dg.prospectus_requests@baml.com).