

MARSH & MCLENNAN COMPANIES, INC.  
Form 8-K  
January 12, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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) January 9, 2017**

**Marsh & McLennan Companies, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-5998**  
**(Commission**  
  
**File Number)**

**36-2668272**  
**(IRS Employer**  
  
**Identification No.)**

**1166 Avenue of the Americas, New York, NY**  
**(Address of Principal Executive Offices)**

**10036**  
**(Zip Code)**

**Registrant's telephone number, including area code (212) 345-5000**

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 1.01 Entry into a Material Definitive Agreement.**

On January 9, 2017, Marsh & McLennan Companies, Inc. (the Company) entered into an Underwriting Agreement (attached hereto as Exhibit 1.1 and incorporated herein by reference) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein (the Underwriters), pursuant to which the Underwriters agreed to purchase from the Company \$500,000,000 aggregate principal amount of its 2.750% senior notes due 2022 (the 2022 Notes) and \$500,000,000 aggregate principal amount of its 4.350% senior notes due 2047 (the 2047 Notes, and together with the 2022 Notes, the Notes).

The Notes will be offered and sold pursuant to the Company's effective shelf registration statement (the Registration Statement) on Form S-3 (Registration No. 333-206217) under the Securities Act of 1933, as amended, filed with the Securities and Exchange Commission on August 7, 2015, a prospectus supplement dated January 9, 2017, and a prospectus supplement amendment dated January 11, 2017.

The Notes will be issued on January 12, 2017 pursuant to the Indenture dated July 15, 2011, by and between the Company and The Bank of New York Mellon, as trustee (the Trustee), filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, as supplemented by an Ninth Supplemental Indenture by and between the Company and the Trustee (attached hereto as Exhibit 4.1 and incorporated herein by reference). The forms of the 2022 Notes and the 2047 Notes are attached hereto as Exhibit 4.2 and Exhibit 4.3, respectively, and are incorporated herein by reference.

**Item 8.01 Other Events**

On January 9, 2017, the Company issued a press release announcing the pricing of the Notes. A copy of the press release is attached hereto as Exhibit 99.1.

A copy of the opinion of Davis Polk & Wardwell LLP, counsel to the Company, relating to the legality of the Notes is filed as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

- 1.1 Underwriting Agreement, dated January 9, 2017, among Marsh & McLennan Companies, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc., as representatives of the several Underwriters named therein.
- 4.1 Form of Ninth Supplemental Indenture between Marsh & McLennan Companies, Inc. and The Bank of New York Mellon, as trustee.
- 4.2 Form of 2.750% Senior Notes due 2022 (included as an exhibit to Exhibit 4.1 above).
- 4.3 Form of 4.350% Senior Notes due 2047 (included as an exhibit to Exhibit 4.1 above).
- 5.1 Opinion of Davis Polk & Wardwell LLP.
- 23.1 Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1 above).
- 99.1 Press release issued by Marsh & McLennan Companies, Inc. on January 9, 2017.



**SIGNATURES**

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.

MARSH & MCLENNAN COMPANIES, INC.

By: /s/ Carey Roberts

Name: Carey Roberts

Title: Deputy General Counsel, Chief Compliance

Officer & Corporate Secretary

Date: January 12, 2017

**EXHIBIT INDEX**

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