

MOODYS CORP /DE/  
Form SC 13G  
June 02, 2014

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No.)\*

Moody's  
Corporation  
(Name of  
Issuer)

Common Stock,  
par value \$0.01  
per share  
(Title of Class  
of Securities)

615369105  
(CUSIP  
Number)

May 23, 2014  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is  
filed:

¨ Rule 13d-1(b)  
 Rule 13d-1(c)  
¨ Rule 13d-1(d)

(Page  
1 of 12  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAME OF REPORTING PERSON
<b>1</b>	The Children's Investment Fund Management (UK) LLP
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	England
	SOLE VOTING POWER
<b>5</b>	
	0 SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	10,765,961 SOLE DISPOSITIVE POWER
<b>7</b>	
	0 SHARED DISPOSITIVE POWER
<b>8</b>	
	10,765,961
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10	10,765,961 CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (9)
12	5.0% TYPE OF REPORTING PERSON  PN

		NAME OF REPORTING PERSON
<b>1</b>		The Children's Investment Fund Management (Cayman) Ltd.
		CHECK THE APPROPRIATE
<b>2</b>		BOX IF A MEMBER (b) 1
		OF A GROUP
<b>3</b>		SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
		Cayman Islands
		SOLE VOTING
<b>5</b>		POWER
		0
		SHARED VOTING
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>6</b>	POWER
		9,860,215
		SOLE DISPOSITIVE
	<b>7</b>	POWER
		0
		SHARED DISPOSITIVE
	<b>8</b>	POWER
		9,860,215
<b>9</b>		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

9,860,215

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

4.6%

TYPE OF

REPORTING

**12**

PERSON

CO

		NAME OF REPORTING PERSON
<b>1</b>		The Children's Investment Master Fund
		CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP
<b>2</b>		
<b>3</b>		SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>		Cayman Islands
		SOLE VOTING POWER
<b>5</b>		
		0 SHARED VOTING POWER
<b>6</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		9,860,215 SOLE DISPOSITIVE POWER
<b>7</b>		
		0 SHARED DISPOSITIVE POWER
<b>8</b>		
<b>9</b>		9,860,215 AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9,860,215  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

4.6%  
TYPE OF  
REPORTING  
PERSON

12

CO



<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Talos Capital Limited CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Ireland
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	905,746 SOLE DISPOSITIVE POWER
<b>7</b>	0 SHARED DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	905,746 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING  
PERSON

905,746  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**11**

0.4%  
TYPE OF  
REPORTING  
PERSON

**12**

CO

<b>1</b>	NAME OF REPORTING PERSON
	Christopher Hohn
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United Kingdom
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	10,765,961
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	10,765,961 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,765,961  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
**10** ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)  
  
5.0%  
TYPE OF  
REPORTING  
**12** PERSON  
  
IN

**Item 1(a). NAME OF ISSUER**

The name of the issuer is Moody's Corporation (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 7 World Trade Center, 250 Greenwich Street, New York, NY 10007.

**Item 2(a). NAME OF PERSON FILING**

- (i) The Children's Investment Fund Management (UK) LLP, a United Kingdom limited liability partnership ("TCIF UK"), with respect to the shares of Common Stock of the Company, par value \$0.01 per share (the "Shares") held by the TCI Fund and Talos (each as defined below)
- (ii) The Children's Investment Fund Management (Cayman) Ltd., a Cayman Islands exempted company ("TCIF"), with respect to the Shares held by the TCI Fund;
- (iii) The Children's Investment Master Fund, a Cayman Islands exempted company (the "TCI Fund"), with respect to the Shares directly held by it;
- (iv) Talos Capital Limited, a private limited company incorporated under the laws of Ireland ("Talos"), with respect to the Shares directly held by it; and
- (v) Christopher Hohn ("Mr. Hohn", and collectively with TCIF UK, TCIF, the TCI Fund and Talos, the "Reporting Persons"), with respect to the Shares directly held by the TCI Fund and Talos.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

- (i) TCIF UK: 7 Clifford Street, London, W1S 2FT, United Kingdom;
- (ii) TCIF: PO Box 309GT, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies;
- (iii) The TCI Fund: PO Box 309GT, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies;
- (iv) Talos: Arthur Cox Building, Earlsfort Terrace, Dublin 2, Ireland; and
- (v) Mr. Hohn: 7 Clifford Street, London, W1S 2FT, United Kingdom.

**Item  
2(c). CITIZENSHIP**

TCIF UK is a limited liability partnership organized under the laws of the United Kingdom. TCIF and the TCI Fund are exempted companies organized under the laws of the Cayman Islands. Talos is a private limited company incorporated under the laws of Ireland. Mr. Hohn is a citizen of the United Kingdom.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

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Common Stock, par value \$0.01 per share

**Item 2(e). CUSIP NUMBER**

615369105

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP**

The TCI Fund falls under the management of both TCIF and TCIF UK. Talos falls under the management of TCIF UK. Christopher Hohn is the Managing Partner of TCIF UK and the 100% owner of TCIF. By reason of the provisions of Rule 13d-3 of the Act, Mr. Hohn may be deemed to beneficially own the shares held by the TCI Fund and Talos.

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Sections 13 of the Securities Exchange Act of 1934, the beneficial owner of these shares.

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A. TCIF UK and Mr. Hohn.

(a) Amount beneficially owned: 10,765,961

(b) Percent of class: 5.0% The percentages used herein and in the rest of this Schedule are calculated based upon the 213,700,000 shares of common stock issued and outstanding as of March 31, 2014 as reflected by the quarterly report on Form 10-Q for the quarter ended March 31, 2014 filed by the Company on April 30, 2014.

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 10,765,961

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 10,765,961

B. TCIF and the TCI Fund.

(a) Amount beneficially owned: 9,860,215

(b) Percent of class: 4.61

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 9,860,215

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 9,860,215

C. Talos.

(a) Amount beneficially owned: 905,746

(b) Percent of class: .042

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 905,746

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 905,746



**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: June 2, 2014

THE CHILDREN'S INVESTMENT FUND  
MANAGEMENT (UK) LLP

/s/ Christopher Hohn  
Name: Christopher Hohn  
Title: Managing Partner

THE CHILDREN'S INVESTMENT FUND  
MANAGEMENT (CAYMAN) LTD.

/s/ David DeRosa  
Name: David DeRosa  
Title: Director

THE CHILDREN'S INVESTMENT MASTER FUND

/s/ David DeRosa  
Name: David DeRosa  
Title: Director

TALOS CAPITAL LIMITED

/s/ Jackie Gilroy  
Name: Jackie Gilroy  
Title: Director

/s/ Christopher Hohn  
Christopher Hohn, individually

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EXHIBIT 1

JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: June 2, 2014

THE CHILDREN'S INVESTMENT FUND  
MANAGEMENT (UK) LLP

/s/ Christopher Hohn  
Name: Christopher Hohn  
Title: Managing Partner

THE CHILDREN'S INVESTMENT FUND  
MANAGEMENT (CAYMAN) LTD.

/s/ David DeRosa  
Name: David DeRosa  
Title: Director

THE CHILDREN'S INVESTMENT MASTER FUND

/s/ David DeRosa  
Name: David DeRosa  
Title: Director

TALOS CAPITAL LIMITED

/s/ Jackie Gilroy

Name: Jackie Gilroy  
Title: Director

/s/ Christopher Hohn  
Christopher Hohn, individually