MARSH & MCLENNAN COMPANIES, INC.
Form 8-K
March 15, 2019

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) March 14, 2019

Marsh & McLennan Companies, Inc.

(Exact Name of Registrant as Specified in its 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 **10036**
(Address of Principal Executive Offices) **(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement

On March 14, 2019, Marsh & McLennan Companies, Inc. (the Company) entered into an underwriting agreement (attached hereto as Exhibit 1.1 and incorporated herein by reference) with Goldman Sachs & Co. LLC, Citigroup Global Markets Limited, Deutsche Bank AG, London Branch, HSBC Bank plc and Merrill Lynch International as representatives of the several underwriters named therein (the Underwriters), pursuant to which the Underwriters agreed to purchase from the Company 550 million aggregate principal amount of its 1.349% Senior Notes due 2026 and 550 million aggregate principal amount of its 1.979% Senior Notes due 2030 (together, the Notes).

The Notes were registered under the Company s effective shelf registration statement on Form S-3 (Registration No. 333-226427) under the Securities Act of 1933, as amended, as filed with the Securities and Exchange Commission (the SEC) on July 30, 2018 and are being offered by means of the Company s prospectus dated July 30, 2018, as supplemented by the prospectus supplement dated March 14, 2019.

The closing of the sale of the Notes is expected to occur on March 21, 2019, subject to the satisfaction of customary closing conditions. The Notes will be issued 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, to be supplemented by a twelfth supplemental indenture by and between the Company and the Trustee, to be dated as of March 21, 2019, which will be filed with the SEC on a subsequent Current Report on Form 8-K.

The foregoing description of the underwriting agreement is qualified in its entirety by the underwriting agreement included as Exhibit 1.1 hereto and incorporated by reference herein.

Item 8.01 Other Events

On March 14, 2019, 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.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
1.1	**Underwriting Agreement, dated March 14, 2019, among Marsh & McLennan Companies, Inc., and Goldman Sachs & Co. LLC, Citigroup Global Markets Limited, Deutsche Bank AG, London Branch, HSBC Bank plc and Merrill Lynch International, as representatives of the several Underwriters named therein.**
99.1	**Press release issued by Marsh & McLennan Companies, Inc. on March 14, 2019.**

EXHIBIT INDEX

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99.1	Press release issued by Marsh & McLennan Companies, Inc. on March 14, 2019.

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/ Katherine J. Brennan
Name: Katherine J. Brennan
Title: Deputy General Counsel, Chief Compliance Officer & Corporate Secretary

Date: March 15, 2019