

MOODYS CORP /DE/
Form 10-Q
August 02, 2018
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark one)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the quarterly period ended June 30, 2018

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from to

Commission file number 1-14037

Moody's Corporation

(Exact name of registrant as specified in its charter)

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

Delaware
(State of Incorporation)

13-3998945
(I.R.S. Employer Identification No.)

7 World Trade Center at

250 Greenwich Street, New York, N.Y.
(Address of Principal Executive Offices)

10007
(Zip Code)

Registrant's telephone number, including area code:

(212) 553-0300

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months, or for such shorter period that the registrant was required to submit and post such files. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Title of Each Class
Common Stock, par value \$0.01 per share

Shares Outstanding at June 30, 2018
191.9 million

Table of Contents**MOODY S CORPORATION****INDEX TO FORM 10-Q**

| | Page(s) |
|--|---|
| <u>Glossary of Terms and Abbreviations</u> | 3-9 |
| <u>PART I. FINANCIAL INFORMATION</u> | |
| Item 1. <u>Financial Statements</u> | |
| <u>Consolidated Statements of Operations (Unaudited) for the Three and Six Months Ended June 30, 2018 and 2017</u> | 10 |
| <u>Consolidated Statements of Comprehensive Income (Unaudited) for the Three and Six Months Ended June 30, 2018 and 2017</u> | 11 |
| <u>Consolidated Balance Sheets (Unaudited) at June 30, 2018 and December 31, 2017</u> | 12 |
| <u>Consolidated Statements of Cash Flows (Unaudited) for the Six Months Ended June 30, 2018 and 2017</u> | 13 |
| <u>Notes to Condensed Consolidated Financial Statements (Unaudited)</u> | 14-58 |
| Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | |
| <u>The Company</u> | 59 |
| <u>Critical Accounting Estimates</u> | 59 |
| <u>Reportable Segments</u> | 60 |
| <u>Results of Operations</u> | 61-74 |
| <u>Liquidity and Capital Resources</u> | 74-80 |
| <u>Recently Issued Accounting Standards</u> | 80 |
| <u>Contingencies</u> | 80 |
| <u>Regulation</u> | 80-81 |
| <u>Forward-Looking Statements</u> | 81-82 |
| Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u> | 82-83 |
| Item 4. <u>Controls and Procedures</u> | 83 |
| <u>PART II. OTHER INFORMATION</u> | |
| Item 1. <u>Legal Proceedings</u> | 84 |
| Item 1A. <u>Risk Factors</u> | 84 |
| Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | 84 |
| Item 5. <u>Other Information</u> | 84 |
| Item 6. <u>Exhibits</u> | 85 |
| <u>SIGNATURES</u> | |
| Exhibits Filed Herewith | |
| 12 | Statement of Computations of Ratio of Earnings to Fixed Charges |
| 31.1 | Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Principal Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Chief Executive Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Principal Financial Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.DEF | XBRL Definitions Linkbase Document |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Labels Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

Table of Contents**GLOSSARY OF TERMS AND ABBREVIATIONS**

The following terms, abbreviations and acronyms are used to identify frequently used terms in this report:

| TERM | DEFINITION |
|----------------------------------|--|
| Acquisition-Related Amortization | Amortization of definite-lived intangible assets acquired by the Company from all business combination transactions |
| Acquisition-Related Expenses | Consists of expenses incurred to complete and integrate the acquisition of Bureau van Dijk for which the integration will be a multi-year effort |
| Adjusted Diluted EPS | Diluted EPS excluding the impact of certain items as detailed in the section entitled Non-GAAP Financial Measures |
| Adjusted Net Income | Net Income excluding the impact of certain items as detailed in the section entitled Non-GAAP Financial Measures |
| Adjusted Operating Income | Operating income excluding depreciation and amortization |
| Adjusted Operating Margin | Adjusted Operating Income divided by revenue |
| Americas | Represents countries within North and South America, excluding the U.S. |
| AOCI | Accumulated other comprehensive income (loss); a separate component of shareholders' equity (deficit) |
| ASC | The FASB Accounting Standards Codification; the sole source of authoritative GAAP as of July 1, 2009 except for rules and interpretive releases of the SEC, which are also sources of authoritative GAAP for SEC registrants |
| ASC 605 | The U.S. GAAP authoritative guidance for revenue accounting prior to the adoption of ASU No. 2014-09, Revenue from Contracts with Customers (ASC Topic 606). |
| Asia-Pacific | Represents Australia and countries in Asia including but not limited to: China, India, Indonesia, Japan, Korea, Malaysia, Singapore, Sri Lanka and Thailand |
| ASU | The FASB Accounting Standards Update to the ASC. It also provides background information for accounting guidance and the bases for conclusions on the changes in the ASC. ASUs are not considered authoritative until codified into the ASC |
| Board | The board of directors of the Company |
| BPS | Basis points |
| Bureau van Dijk | Bureau van Dijk Electronic Publishing, B.V., a global provider of business intelligence and company information; acquired by the Company on August 10, 2017 via the acquisition of Yellow Maple I B.V., an indirect parent of Bureau van Dijk. |

Table of Contents

| TERM | DEFINITION |
|--------------|--|
| CCXI | China Cheng Xin International Credit Rating Co. Ltd.; China's first and largest domestic credit rating agency approved by the People's Bank of China; the Company acquired a 49% interest in 2006; currently Moody's owns 30% of CCXI. |
| CCXI Gain | In the first quarter of 2017 CCXI, as part of a strategic business realignment, issued additional capital to its majority shareholder in exchange for a ratings business wholly-owned by the majority shareholder and which has the right to rate a different class of debt instrument in the Chinese market. The capital issuance by CCXI in exchange for this ratings business diluted Moody's ownership interest in CCXI to 30% of a larger business and resulted in a \$59.7 million non-cash, non-taxable gain. |
| CFG | Corporate finance group; an LOB of MIS |
| CLO | Collateralized loan obligation |
| CMBS | Commercial mortgage-backed securities; part of the CREF asset class within SFG |
| Commission | European Commission |
| Common Stock | The Company's common stock |
| Company | Moody's Corporation and its subsidiaries; MCO; Moody's |
| Council | Council of the European Union |
| CP | Commercial Paper |
| CP Notes | Unsecured commercial paper issued under the CP Program |
| CP Program | A program entered into on August 3, 2016 allowing the Company to privately place CP up to a maximum of \$1 billion for which the maturity may not exceed 397 days from the date of issue and which is backstopped by the 2015 facility. |
| CRAs | Credit rating agencies |
| CRA3 | Regulation (EU) No 462/2013 of the European Parliament and of the Council, which updated the regulatory regimes imposing additional procedural requirements on CRAs |
| CREF | Commercial real estate finance which includes REITs, commercial real estate CDOs and mortgage-backed securities; part of SFG |
| D&A | Depreciation and amortization |
| DBPPs | Defined benefit pension plans |
| Debt/EBITDA | Ratio of Total Debt to EBITDA |

Table of Contents

| TERM | DEFINITION |
|----------------------|---|
| EBITDA | Earnings before interest, taxes, depreciation and amortization |
| EMEA | Represents countries within Europe, the Middle East and Africa |
| EPS | Earnings per share |
| ERS | The Enterprise Risk Solutions LOB within MA, which offers risk management software solutions as well as related risk management advisory engagements services |
| ESA | Economics and Structured Analytics; part of the RD&A line of business within MA |
| ESMA | European Securities and Markets Authority |
| ETR | Effective tax rate |
| EU | European Union |
| EUR | Euros |
| EURIBOR | The Euro Interbank Offered Rate |
| Excess Tax Benefits | The difference between the tax benefit realized at exercise of an option or delivery of a restricted share and the tax benefit recorded at the time the option or restricted share is expensed under GAAP |
| Exchange Act | The Securities Exchange Act of 1934, as amended |
| FASB | Financial Accounting Standards Board |
| FIG | Financial institutions group; an LOB of MIS |
| Financial Reform Act | Dodd-Frank Wall Street Reform and Consumer Protection Act |
| Free Cash Flow | Net cash provided by operating activities less cash paid for capital additions |
| FSTC | Financial Services Training and Certifications; part of the PS LOB and a reporting unit within the MA reportable segment; consists of on-line and classroom-based training services and CSI Global Education, Inc. |
| FX | Foreign exchange |
| GAAP | U.S. Generally Accepted Accounting Principles |
| GBP | British pounds |
| ICRA | ICRA Limited; a leading provider of credit ratings and research in India. The Company previously held 28.5% equity ownership and in June 2014, increased that ownership stake to just over 50% through the acquisition of additional shares |
| IRS | Internal Revenue Service |

Table of Contents

| TERM | DEFINITION |
|---------------------------------|--|
| IT | Information technology |
| KIS | Korea Investors Service, Inc; a leading Korean rating agency and consolidated subsidiary of the Company |
| KIS Pricing | Korea Investors Service Pricing, Inc; a leading Korean provider of fixed income securities pricing and consolidated subsidiary of the Company |
| KIS Research | Korea Investors Service Research; a Korean provider of financial research and consolidated subsidiary of the Company |
| Korea | Republic of South Korea |
| LIBOR | London Interbank Offered Rate |
| LOB | Line of business |
| M&A | Mergers and acquisitions |
| MA | Moody's Analytics a reportable segment of MCO which provides a wide range of products and services that support financial analysis and risk management activities of institutional participants in global financial markets; consists of three LOBs - RD&A, ERS and PS |
| Make Whole Amount | The prepayment penalty amount relating to the Series 2007-1 Notes, 2010 Senior Notes, 2012 Senior Notes, 2013 Senior Notes, 2014 Senior Notes (5-year), 2014 Senior Notes (30-year), 2015 Senior Notes, 2017 Senior Notes and 2018 Senior Notes which is a premium based on the excess, if any, of the discounted value of the remaining scheduled payments over the prepaid principal |
| MAKS | Moody's Analytics Knowledge Services; formerly known as Copal Amba; provides offshore research and analytic services to the global financial and corporate sectors; part of the PS LOB and a reporting unit within the MA reportable segment |
| MCO | Moody's Corporation and its subsidiaries; the Company; Moody's |
| MD&A | Management's Discussion and Analysis of Financial Condition and Results of Operations |
| MIS | Moody's Investors Service - a reportable segment of MCO; consists of five LOBs - SFG, CFG, FIG, PPIF and MIS Other |
| MIS Other | Consists of non-ratings revenue from ICRA, KIS Pricing and KIS Research. These businesses are components of MIS; MIS Other is an LOB of MIS |
| Moody's | Moody's Corporation and its subsidiaries; MCO; the Company |
| Net Income | Net income attributable to Moody's Corporation, which excludes net income from consolidated noncontrolling interests belonging to the minority interest holder |
| New Revenue Accounting Standard | Updates to the ASC pursuant to ASU No. 2014-09, Revenue from Contracts with Customers (ASC Topic 606) . This new accounting guidance significantly changes the accounting framework under U.S. GAAP relating to revenue recognition and to the accounting for the deferral of incremental costs of obtaining or fulfilling a contract with a customer |

Table of Contents

| TERM | DEFINITION |
|---------------------------|--|
| NM | Percentage change is not meaningful |
| Non-GAAP | A financial measure not in accordance with GAAP; these measures, when read in conjunction with the Company's reported results, can provide useful supplemental information for investors analyzing period-to-period comparisons of the Company's performance, facilitate comparisons to competitors operating results and to provide greater transparency to investors of supplemental information used by management in its financial and operational decision making |
| NRSRO | Nationally Recognized Statistical Rating Organization |
| OCI | Other comprehensive income (loss); includes gains and losses on cash flow and net investment hedges, unrealized gains and losses on available for sale securities (in periods prior to January 1, 2018), certain gains and losses relating to pension and other retirement benefit obligations and foreign currency translation adjustments |
| Other Retirement Plan | The U.S. retirement healthcare and U.S. retirement life insurance plans |
| PCS | Post-Contract Customer Support |
| PPIF | Public, project and infrastructure finance; an LOB of MIS |
| Profit Participation Plan | Defined contribution profit participation plan that covers substantially all U.S. employees of the Company |
| PS | Professional Services, an LOB within MA consisting of MAKES and FSTC that provides research and analytical services as well as financial training and certification programs |
| Purchase Price Hedge | Foreign currency collar and forward contracts entered into by the Company to economically hedge the Bureau van Dijk euro denominated purchase price |
| Purchase Price Hedge Gain | Gain on foreign currency collars to economically hedge the Bureau van Dijk euro denominated purchase price |
| RD&A | Research, Data and Analytics; an LOB within MA that distributes research and data developed by MIS as part of the ratings process, including in-depth research on major debt issuers, industry studies and commentary on topical credit-related events. Also, produces economic research and data and analytical tools such as quantitative credit risk scores as well as business intelligence and company information products. |
| Reform Act | Credit Rating Agency Reform Act of 2006 |
| REIT | Real Estate Investment Trust |
| Relationship Revenue | For MIS represents recurring monitoring fees of a rated debt obligation and/or entities that issue such obligations, as well as revenue from programs such as commercial paper, medium-term notes and shelf registrations. For MIS Other represents subscription-based revenue. For MA, represents subscription-based revenue and software maintenance revenue |
| Retirement Plans | Moody's funded and unfunded pension plans, the healthcare plans and life insurance plans |
| SCDM | SCDM Financial, a leading provider of analytical tools for participants in securitization markets. Moody's acquired SCDM's structured finance data and analytics business in February 2017 |
| SEC | U.S. Securities and Exchange Commission |
| Securities Act | Securities Act of 1933, as amended |

Table of Contents

| TERM | DEFINITION |
|---------------------|---|
| Series 2007-1 Notes | Principal amount of \$300 million, 6.06% senior unsecured notes due in September 2017 pursuant to the 2007 Agreement; prepaid in March 2017 |
| Settlement Charge | Charge of \$863.8 million recorded in the fourth quarter of 2016 related to an agreement entered into on January 13, 2017 with the U.S. Department of Justice and the attorneys general of 21 U.S. states and the District of Columbia to resolve pending and potential civil claims related to credit ratings that MIS assigned to certain structured finance instruments in the financial crisis era |
| SFG | Structured finance group; an LOB of MIS |
| SG&A | Selling, general and administrative expenses |
| SSP | Standalone selling price |
| T&M | Time-and-Material |
| Tax Act | The Tax Cuts and Jobs Act enacted into U.S. law on December 22, 2017 which significantly amends the tax code in the U.S. |
| Total Debt | All indebtedness of the Company as reflected on the consolidated balance sheets |
| Transaction Revenue | For MIS, represents the initial rating of a new debt issuance as well as other one-time fees. For MIS Other, represents revenue from professional services as well as data services, research and analytical engagements. For MA, represents perpetual software license fees and revenue from software implementation services, risk management advisory projects, training and certification services, and research and analytical engagements |
| U.K. | United Kingdom |
| U.S. | United States |
| USD | U.S. dollar |
| UTPs | Uncertain tax positions |
| VSOE | Vendor specific objective evidence; as defined in the ASC, evidence of selling price limited to either of the following: the price charged for a deliverable when it is sold separately, or for a deliverable not yet being sold separately, the price established by management having the relevant authority |
| 2007 Agreement | Note purchase agreement dated September 7, 2007, relating to the Series 2007-1 Notes |
| 2010 Indenture | Supplemental indenture and related agreements dated August 19, 2010, relating to the 2010 Senior Notes |
| 2010 Senior Notes | Principal amount of \$500 million, 5.50% senior unsecured notes due in September 2020 pursuant to the 2010 Indenture |
| 2012 Indenture | Supplemental indenture and related agreements dated August 18, 2012, relating to the 2012 Senior Notes |
| 2012 Senior Notes | Principal amount of \$500 million, 4.50% senior unsecured notes due in September 2022 pursuant to the 2012 Indenture |
| 2013 Indenture | Supplemental indenture and related agreements dated August 12, 2013, relating to the 2013 Senior Notes |

Table of Contents

| TERM | DEFINITION |
|---------------------------------|---|
| 2013 Senior Notes | Principal amount of \$500 million, 4.875% senior unsecured notes due in February 2024 pursuant to the 2013 Indenture |
| 2014 Indenture | Supplemental indenture and related agreements dated July 16, 2014, relating to the 2014 Senior Notes |
| 2014 Senior Notes (5-Year) | Principal amount of \$450 million, 2.75% senior unsecured notes due in July 2019 |
| 2014 Senior Notes (30-Year) | Principal amount of \$600 million, 5.25% senior unsecured notes due in July 2044 |
| 2015 Facility | Five-year unsecured revolving credit facility, with capacity to borrow up to \$1 billion; backstops CP issued under the CP Program |
| 2015 Indenture | Supplemental indenture and related agreements dated March 9, 2015, relating to the 2015 Senior Notes |
| 2015 Senior Notes | Principal amount of \$500 million, 1.75% senior unsecured notes issued March 9, 2015 and due in March 2027 |
| 2017 Floating Rate Senior Notes | Principal amount of \$300 million, floating rate senior unsecured notes due in September 2018 |
| 2017 Indenture | Collectively the Supplemental indenture and related agreements dated March 2, 2017, relating to the 2017 Floating Rate Senior Notes and 2017 Notes Due 2023 and 2028, and the supplemental indenture and related agreements dated June 12, 2017, relating to the 2017 Notes Due 2023 and 2028 |
| 2017 Senior Notes Due 2023 | Principal amount of \$500 million, 2.625% senior unsecured notes due January 15, 2023 |
| 2017 Senior Notes Due 2028 | Principal amount of \$500 million, 3.250% senior unsecured notes due January 15, 2028 |
| 2017 Senior Notes Due 2021 | Principal amount of \$500 million, 2.75% senior unsecured notes due in December 2021 |
| 2017 Term Loan | \$500 million, three-year term loan facility entered into on June 6, 2017 for which the Company drew down \$500 million on August 8, 2017 to fund the acquisition of Bureau van Dijk |
| 2018 Senior Notes | Principal amount of \$300 million, 3.250% senior unsecured notes due June 7, 2021 |

Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****MOODY S CORPORATION****CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

(Amounts in millions, except per share data)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|-------------------|------------------------------|-------------------|
| | 2018 | 2017 | 2018 | 2017 |
| Revenue | \$ 1,175.1 | \$ 1,000.5 | \$ 2,301.8 | \$ 1,975.7 |
| Expenses | | | | |
| Operating | 320.2 | 284.8 | 635.1 | 560.1 |
| Selling, general and administrative | 270.5 | 216.1 | 541.6 | 436.8 |
| Depreciation and amortization | 48.4 | 32.9 | 97.5 | 65.4 |
| Acquisition-Related Expenses | 2.0 | 6.6 | 2.8 | 6.6 |
| Total expenses | 641.1 | 540.4 | 1,277.0 | 1,068.9 |
| Operating income | 534.0 | 460.1 | 1,024.8 | 906.8 |
| Non-operating (expense) income, net | | | | |
| Interest expense, net | (53.4) | (49.7) | (104.1) | (97.1) |
| Other non-operating income, net | 14.9 | 10.4 | 15.9 | 2.7 |
| Purchase Price Hedge Gain | | 41.2 | | 41.2 |
| CCXI Gain | | | | 59.7 |
| Total non-operating (expense) income, net | (38.5) | 1.9 | (88.2) | 6.5 |
| Income before provisions for income taxes | 495.5 | 462.0 | 936.6 | 913.3 |
| Provision for income taxes | 117.6 | 148.4 | 181.9 | 253.8 |
| Net income | 377.9 | 313.6 | 754.7 | 659.5 |
| Less: Net income attributable to noncontrolling interests | 1.7 | 1.4 | 5.6 | 1.7 |
| Net income attributable to Moody s | \$ 376.2 | \$ 312.2 | \$ 749.1 | \$ 657.8 |
| Earnings per share attributable to Moody s common shareholders | | | | |
| Basic | \$ 1.96 | \$ 1.63 | \$ 3.91 | \$ 3.44 |
| Diluted | \$ 1.94 | \$ 1.61 | \$ 3.85 | \$ 3.39 |
| Weighted average number of shares outstanding | | | | |

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

| | | | | |
|--|---------|---------|---------|---------|
| Basic | 191.9 | 191.0 | 191.6 | 191.1 |
| Diluted | 194.4 | 193.8 | 194.5 | 194.1 |
| Dividends declared per share attributable to Moody's common shareholders | \$ 0.44 | \$ 0.38 | \$ 0.88 | \$ 0.38 |

The accompanying notes are an integral part of the consolidated financial statements.

Table of Contents**MOODY S CORPORATION****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**

(Amounts in millions)

| | Three Months Ended June 30, 2018 | | | Three Months Ended June 30, 2017 | | |
|---|-------------------------------------|----------------|----------------------|-------------------------------------|----------------|----------------------|
| | Pre-tax amounts | Tax amounts | After-tax amounts | Pre-tax amounts | Tax amounts | After-tax amounts |
| Net Income | | | \$ 377.9 | | | \$ 313.6 |
| Other Comprehensive Income (loss): | | | | | | |
| Foreign Currency Adjustments: | | | | | | |
| Foreign currency translation adjustments, net | \$ (250.3) | \$ (9.2) | (259.5) | \$ 35.1 | \$ 15.4 | 50.5 |
| Cash Flow Hedges: | | | | | | |
| Net realized and unrealized gain (loss) on cash flow hedges | | | | 5.1 | (1.9) | 3.2 |
| Reclassification of gains included in net income | (0.1) | | (0.1) | (6.1) | 2.8 | (3.3) |
| Available for Sale Securities: | | | | | | |
| Net unrealized gains on available for sale securities | | | | 0.6 | | 0.6 |
| Pension and Other Retirement Benefits: | | | | | | |
| Amortization of actuarial losses and prior service costs included in net income | 1.0 | (0.3) | 0.7 | 1.9 | (0.8) | 1.1 |
| Net actuarial gains and prior service costs | 1.6 | (0.4) | 1.2 | 7.9 | (3.0) | 4.9 |
| Total Other Comprehensive (loss) income | \$ (247.8) | \$ (9.9) | (257.7) | \$ 44.5 | \$ 12.5 | 57.0 |
| Comprehensive income | | | 120.2 | | | 370.6 |
| Less: comprehensive (loss) income attributable to noncontrolling interests | | | (3.2) | | | 10.8 |
| Comprehensive Income Attributable to Moody's | | | \$ 123.4 | | | \$ 359.8 |

| | Six Months Ended June 30, 2018 | | | Six Months Ended June 30, 2017 | | |
|---|-----------------------------------|----------------|----------------------|-----------------------------------|----------------|----------------------|
| | Pre-tax amounts | Tax amounts | After-tax amounts | Pre-tax amounts | Tax amounts | After-tax amounts |
| Net Income | | | \$ 754.7 | | | \$ 659.5 |
| Other Comprehensive Income (loss): | | | | | | |
| Foreign Currency Adjustments: | | | | | | |
| Foreign currency translation adjustments, net | \$ (128.7) | \$ (5.6) | (134.3) | \$ 49.5 | \$ 13.1 | 62.6 |
| Cash Flow Hedges: | | | | | | |
| Net realized and unrealized gain (loss) on cash flow hedges | 1.9 | (0.4) | 1.5 | 4.8 | (1.8) | 3.0 |
| Reclassification of gains included in net income | (0.2) | | (0.2) | (7.5) | 3.3 | (4.2) |
| Available for Sale Securities: | | | | | | |
| Net unrealized gains on available for sale securities | | | | 1.1 | | 1.1 |
| Pension and Other Retirement Benefits: | | | | | | |
| Amortization of actuarial losses and prior service costs included in net income | 2.4 | (0.7) | 1.7 | 4.3 | (1.7) | 2.6 |
| Net actuarial gains and prior service costs | 1.6 | (0.4) | 1.2 | 7.9 | (3.0) | 4.9 |

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

| | | | | | | |
|---|------------|----------|-----------------|---------|--------|-----------------|
| Total other comprehensive (loss) income | \$ (123.0) | \$ (7.1) | (130.1) | \$ 60.1 | \$ 9.9 | 70.0 |
| Comprehensive income | | | 624.6 | | | 729.5 |
| Less: comprehensive income attributable to noncontrolling interests | | | 5.7 | | | 16.5 |
| Comprehensive Income Attributable to Moody s | | | \$ 618.9 | | | \$ 713.0 |

The accompanying notes are an integral part of the condensed consolidated financial statements.

Table of Contents

MOODY S CORPORATION
CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(Amounts in millions, except share and per share data)

| | June 30, 2018 | December 31, 2017 |
|---|-------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 1,314.5 | \$ 1,071.5 |
| Short-term investments | 101.2 | 111.8 |
| Accounts receivable, net of allowances of \$36.3 in 2018 and \$36.6 in 2017 | 1,137.1 | 1,147.2 |
| Other current assets | 286.9 | 250.1 |
| Total current assets | 2,839.7 | 2,580.6 |
| Property and equipment, net of accumulated depreciation of \$748.2 in 2018 and \$706.0 in 2017 | 312.2 | 325.1 |
| Goodwill | 3,662.7 | 3,753.2 |
| Intangible assets, net | 1,541.4 | 1,631.6 |
| Deferred tax assets, net | 136.6 | 143.8 |
| Other assets | 259.0 | 159.9 |
| Total assets | \$ 8,751.6 | \$ 8,594.2 |
| LIABILITIES, NONCONTROLLING INTERESTS AND SHAREHOLDERS EQUITY (DEFICIT) | | |
| Current liabilities: | | |
| Accounts payable and accrued liabilities | \$ 593.6 | \$ 750.3 |
| Commercial paper | 89.9 | 129.9 |
| Current portion of long-term debt | 299.9 | 299.5 |
| Deferred revenue | 860.5 | 883.6 |
| Total current liabilities | 1,843.9 | 2,063.3 |
| Non-current portion of deferred revenue | 126.0 | 140.0 |
| Long-term debt | 4,934.2 | 5,111.1 |
| Deferred tax liabilities, net | 363.2 | 341.6 |
| Unrecognized tax benefits | 398.3 | 389.1 |
| Other liabilities | 625.9 | 664.0 |
| Total liabilities | 8,291.5 | 8,709.1 |
| Contingencies (Note 16) | | |
| Shareholders' equity (deficit): | | |
| Preferred stock, par value \$.01 per share; 10,000,000 shares authorized; no shares issued and outstanding | | |
| Series common stock, par value \$.01 per share; 10,000,000 shares authorized; no shares issued and outstanding | | |
| Common stock, par value \$.01 per share; 1,000,000,000 shares authorized; 342,902,272 shares issued at June 30, 2018 and December 31, 2017, respectively. | 3.4 | 3.4 |
| Capital surplus | 538.6 | 528.6 |
| Retained earnings | 8,204.6 | 7,465.4 |
| Treasury stock, at cost; 151,012,009 and 151,932,157 shares of common stock at June 30, 2018 and December 31, 2017, respectively | (8,198.9) | (8,152.9) |
| Accumulated other comprehensive loss | (304.8) | (172.2) |
| Total Moody's shareholders' equity (deficit) | 242.9 | (327.7) |

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

| | | |
|--|-------------------|-------------------|
| Noncontrolling interests | 217.2 | 212.8 |
| Total shareholders' equity (deficit) | 460.1 | (114.9) |
| Total liabilities, noncontrolling interests and shareholders' equity (deficit) | \$ 8,751.6 | \$ 8,594.2 |

The accompanying notes are an integral part of the consolidated financial statements.

Table of Contents**MOODY S CORPORATION****CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

(Amounts in millions)

| | Six Months Ended June 30 | |
|---|-----------------------------|----------------|
| | 2018 | 2017 |
| Cash flows from operating activities | | |
| Net income | \$ 754.7 | \$ 659.5 |
| Reconciliation of net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 97.5 | 65.4 |
| Stock-based compensation | 69.5 | 57.1 |
| CCXI Gain | | (59.7) |
| Purchase Price Hedge Gain | | (41.2) |
| Deferred income taxes | (12.1) | 193.5 |
| Changes in assets and liabilities: | | |
| Accounts receivable | 17.8 | (16.5) |
| Other current assets | (10.2) | (91.0) |
| Other assets | (14.3) | 8.9 |
| Accounts payable and accrued liabilities | (163.2) | (877.4) |
| Deferred revenue | 55.3 | 43.9 |
| Unrecognized tax benefits and other non-current tax liabilities | (33.6) | 8.4 |
| Other liabilities | 15.9 | 8.5 |
| Net cash provided by (used in) operating activities | 777.3 | (40.6) |
| Cash flows from investing activities | | |
| Capital additions | (37.9) | (42.8) |
| Purchases of investments | (92.2) | (75.3) |
| Sales and maturities of investments | 79.1 | 161.6 |
| Cash paid for acquisitions, net of cash acquired | | (5.0) |
| Receipts from settlements of net investment hedges | | 1.4 |
| Cash received upon disposal of a subsidiary, net of cash transferred to purchaser | 5.7 | |
| Net cash (used in) provided by investing activities | (45.3) | 39.9 |
| Cash flows from financing activities | | |
| Issuance of notes | 299.6 | 1,791.9 |
| Repayment of notes | (450.0) | (300.0) |
| Issuance of commercial paper | 359.4 | 703.7 |
| Repayment of commercial paper | (399.4) | (703.7) |
| Proceeds from stock-based compensation plans | 36.9 | 39.1 |
| Repurchase of shares related to stock-based compensation | (61.5) | (47.9) |
| Treasury shares | (81.0) | (134.5) |
| Dividends | (168.6) | (145.2) |
| Dividends to noncontrolling interests | (1.3) | (0.8) |
| Payment for noncontrolling interest | | (6.2) |
| Debt issuance costs, extinguishment costs and related fees | (1.7) | (25.9) |
| Net cash (used in) provided by financing activities | (467.6) | 1,170.5 |
| Effect of exchange rate changes on cash and cash equivalents | (21.4) | 59.6 |

| | | |
|--|-------------------|------------|
| Increase in cash and cash equivalents | 243.0 | 1,229.4 |
| Cash and cash equivalents, beginning of period | 1,071.5 | 2,051.5 |
| Cash and cash equivalents, end of period | \$ 1,314.5 | \$ 3,280.9 |

The accompanying notes are an integral part of the consolidated financial statements

Table of Contents

MOODY S CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(tabular dollar and share amounts in millions, except per share data)

NOTE 1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Moody's is a provider of (i) credit ratings; (ii) credit, capital markets and economic research, data and analytical tools; (iii) software solutions that support financial risk management activities; (iv) quantitatively derived credit scores; (v) financial services training and certification services; (vi) offshore financial research and analytical services; and (vii) company information and business intelligence products. Moody's reports in two reportable segments: MIS and MA.

MIS, the credit rating agency, publishes credit ratings on a wide range of debt obligations and the entities that issue such obligations in markets worldwide. Revenue is primarily derived from the originators and issuers of such transactions who use MIS ratings in the distribution of their debt issues to investors. Additionally, MIS earns revenue from certain non-ratings-related operations which consist primarily of financial instrument pricing services in the Asia-Pacific region as well as revenue from ICRA's non-ratings operations. The revenue from these operations is included in the MIS Other LOB and is not material to the results of the MIS segment.

The MA segment develops a wide range of products and services that support financial analysis and risk management activities of institutional participants in global financial markets. Within its RD&A business, MA distributes research and data developed by MIS as part of its ratings process, including in-depth research on major debt issuers, industry studies and commentary on topical credit-related events. The RD&A business also produces economic research and data and analytical tools such as quantitative credit risk scores as well as business intelligence and company information products. Within its ERS business, MA provides software solutions as well as related risk management services. The PS business provides offshore analytical and research services along with financial training and certification programs.

These interim financial statements have been prepared in accordance with the instructions to Form 10-Q and should be read in conjunction with the Company's consolidated financial statements and related notes in the Company's 2017 annual report on Form 10-K filed with the SEC on February 27, 2018. The results of interim periods are not necessarily indicative of results for the full year or any subsequent period. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation of financial position, results of operations and cash flows at the dates and for the periods presented have been included. The year-end consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

Certain reclassifications have been made to prior period amounts to conform to the current presentation.

Adoption of New Accounting Standards

On January 1, 2018, the Company adopted ASU No. 2014-09, Revenue from Contracts with Customers (ASC Topic 606) using the modified retrospective approach which Moody's has elected to apply only to those contracts which were not completed as of January 1, 2018. Additionally, the Company has not retrospectively restated contract positions for contract modifications made prior to the adoption. ASU No. 2014-09 also includes updates related to the accounting for the deferral of incremental costs of obtaining or fulfilling a contract with a customer (ASC Subtopic 340-40). Hereunder, discussion of the provisions of ASC Topic 606 and ASC Subtopic 340-40 are both individually and collectively referred to as the New Revenue Accounting Standard. Results for reporting periods beginning on January 1, 2018 are presented under the guidance set forth in the New Revenue Accounting Standard, while prior period amounts have not been adjusted and continue to be reported in accordance with the previous accounting guidance.

Table of Contents

The most significant impacts to the Company's financial statements from adopting the New Revenue Accounting Standard are primarily related to: i) the accounting for certain installed software subscription revenue in MA whereby the license rights within the arrangement are recognized at the inception of the contract based on SSP with the remainder recognized over the subscription period (compared to ASC Topic 605 whereby all installed software subscription revenue was previously recognized over the subscription period); ii) the accounting for certain ERS and ESA revenue arrangements where VSOE was not available under ASC Topic 605 now results in the acceleration of revenue recognition (compared to ASC Topic 605 whereby revenue was deferred due to lack of VSOE until all elements without VSOE had been delivered); iii) sales commissions incurred in the MA segment will be capitalized and amortized over an extended period which is generally based upon the average economic life of products/services sold and incorporates anticipated subscription renewals (compared to previous accounting guidance whereby capitalized sales commissions were amortized over the committed subscription period only); iv) the immediate expensing of software implementation project costs to fulfill a contract for its ERS and ESA businesses which under previous accounting guidance were capitalized and expensed when related project revenue was recognized; v) the capitalization of work-in-process costs for in-progress MIS ratings at the end of each reporting period which under ASC Topic 605 were expensed as incurred; vi) the timing of when revenue for certain MIS ratings products is recognized; and vii) the estimation of variable consideration at contract inception whereas under ASC Topic 605 companies were not required to consider the amount of consideration for which it expected to be entitled.

The Company does not anticipate that applying the provisions of the New Revenue Accounting Standard will have a material impact to its 2018 consolidated Net Income. However, there could be quarterly fluctuations in the financial results of both MIS and MA, or there could be increases or decreases in revenues and expenses which would largely offset and not be material to total consolidated Net Income for the full year.

The table below provides detail relating to the adjustment to the Company's retained earnings balance upon adoption of the New Revenue Accounting Standard:

| Transition adjustment | Benefit to / (reduction of) January 1, 2018 Retained Earnings | Corresponding Balance Sheet Line Item |
|---|--|--|
| Recognition of MA deferred revenue / increase in MA unbilled receivables ⁽¹⁾ | \$108 million | Deferred revenue, Non-current portion of deferred revenue, Accounts receivable, Other assets |
| Increase to capitalized MA sales commissions ⁽²⁾ | \$78 million | Other current assets, Other assets, Accounts payable and accrued liabilities |
| Capitalization of work-in-process for in-progress ratings | \$9 million | Other current assets |
| Net impact of all other adjustments | \$4 million | Various |
| Net increase in tax liability on the above | (\$43 million) | Deferred tax liabilities, net |
| Total post-tax adjustment | \$156 million | |

⁽¹⁾ Represents deferred revenue as of December 31, 2017 as well as amounts then unbilled that would have been recognized as revenue in 2017 or earlier if the New Revenue Accounting Standard was then in effect. These amounts will not be recognized as revenue in future statements of operations. Conversely, revenue will be recorded to the Company's statement of operations in 2018 under the New Revenue Accounting Standard, which otherwise would have been recognized in periods subsequent to 2018 if accounted for under ASC Topic 605.

⁽²⁾ Represents sales commissions that would have been capitalized as of December 31, 2017 if the New Revenue Accounting Standard was then in effect, but had previously been expensed by the Company under the previous accounting guidance. These sales commissions, as well as sales commissions incurred in 2018 related to new sales and renewals, will be amortized to expense in the statements of operations beginning in 2018 over an extended period generally based upon the average economic life of the products sold or over the period in which implementation and advisory services will be provided.

Table of Contents

The table below presents the cumulative effect of the changes made to the Company's consolidated balance sheet at January 1, 2018 for the adoption of the New Revenue Accounting Standard:

| | As Reported December 31, 2017 | Adjustment Due to New Revenue Accounting Standard | Balance at January 1, 2018 |
|---|--|--|-------------------------------|
| ASSETS | | | |
| Current assets: | | | |
| Cash and cash equivalents | \$ 1,071.5 | \$ | \$ 1,071.5 |
| Short-term investments | 111.8 | | 111.8 |
| Accounts receivable, net of allowances | 1,147.2 | 16.8 | 1,164.0 |
| Other current assets | 250.1 | 32.9 | 283.0 |
| Total current assets | 2,580.6 | 49.7 | 2,630.3 |
| Property and equipment, net | 325.1 | | 325.1 |
| Goodwill | 3,753.2 | | 3,753.2 |
| Intangible assets, net | 1,631.6 | | 1,631.6 |
| Deferred tax assets, net | 143.8 | | 143.8 |
| Other assets | 159.9 | 71.3 | 231.2 |
| Total assets | \$ 8,594.2 | \$ 121.0 | \$ 8,715.2 |
| LIABILITIES, NONCONTROLLING INTERESTS AND SHAREHOLDERS (DEFICIT)/EQUITY | | | |
| Current liabilities: | | | |
| Accounts payable and accrued liabilities | \$ 750.3 | \$ (0.8) | \$ 749.5 |
| Commercial paper | 129.9 | | 129.9 |
| Current portion of long-term debt | 299.5 | | 299.5 |
| Deferred revenue | 883.6 | (69.3) | 814.3 |
| Total current liabilities | 2,063.3 | (70.1) | 1,993.2 |
| Non-current portion of deferred revenue | 140.0 | (8.0) | 132.0 |
| Long-term debt | 5,111.1 | | 5,111.1 |
| Deferred tax liabilities, net | 341.6 | 42.7 | 384.3 |
| Unrecognized tax benefits | 389.1 | | 389.1 |
| Other liabilities | 664.0 | 0.3 | 664.3 |
| Total liabilities | 8,709.1 | (35.1) | 8,674.0 |
| Shareholders' (deficit) equity: | | | |
| Common stock | 3.4 | | 3.4 |
| Capital surplus | 528.6 | | 528.6 |
| Retained earnings | 7,465.4 | 156.1 | 7,621.5 |
| Treasury stock | (8,152.9) | | (8,152.9) |
| Accumulated other comprehensive loss | (172.2) | | (172.2) |
| Total Moody's shareholders' (deficit) equity | (327.7) | 156.1 | (171.6) |
| Noncontrolling interests | 212.8 | | 212.8 |
| Total shareholders' (deficit) equity | (114.9) | 156.1 | 41.2 |
| Total liabilities, noncontrolling interests and shareholders' (deficit) equity | \$ 8,594.2 | \$ 121.0 | \$ 8,715.2 |

Table of Contents

The below table presents the impacts on the Company's statement of operations for the current reporting period from applying the provisions of the New Revenue Accounting Standard compared to the accounting standard in effect before the change:

| | For the Three Months Ended June 30, 2018 | | |
|---|--|---------------------------------------|---------------------------------------|
| | As Reported | Under previous accounting guidance | Effect of Change Higher/(Lower) |
| Revenue | \$ 1,175.1 | \$ 1,169.9 | \$ 5.2 |
| Expenses | | | |
| Operating | 320.2 | 320.7 | (0.5) |
| Selling, general and administrative | 270.5 | 272.5 | (2.0) |
| Depreciation and amortization | 48.4 | 48.4 | |
| Acquisition-related expenses | 2.0 | 2.0 | |
| Total expenses | 641.1 | 643.6 | (2.5) |
| Operating income | 534.0 | 526.3 | 7.7 |
| Non-operating (expense) income, net | | | |
| Interest expense, net | (53.4) | (53.4) | |
| Other non-operating income, net | 14.9 | 14.9 | |
| Total non-operating (expense) income, net | (38.5) | (38.5) | |
| Income before provision for income taxes | 495.5 | 487.8 | 7.7 |
| Provision for income taxes | 117.6 | 115.7 | 1.9 |
| Net income | 377.9 | 372.1 | 5.8 |
| Less: Net income attributable to noncontrolling interests | 1.7 | 1.7 | |
| Net income attributable to Moody's | \$ 376.2 | \$ 370.4 | \$ 5.8 |
| Earnings per share | | | |
| Basic | \$ 1.96 | \$ 1.93 | \$ 0.03 |
| Diluted | \$ 1.94 | \$ 1.91 | \$ 0.03 |
| Weighted average shares outstanding | | | |
| Basic | 191.9 | 191.9 | |
| Diluted | 194.4 | 194.4 | |

Table of Contents

| | For the Six Months Ended June 30, 2018 | | |
|---|--|---------------------------------------|---------------------------------------|
| | As Reported | Under previous accounting guidance | Effect of Change Higher/(Lower) |
| Revenue | \$ 2,301.8 | \$ 2,296.3 | \$ 5.5 |
| Expenses | | | |
| Operating | 635.1 | 636.2 | (1.1) |
| Selling, general and administrative | 541.6 | 544.0 | (2.4) |
| Depreciation and amortization | 97.5 | 97.5 | |
| Acquisition-related expenses | 2.8 | 2.8 | |
| Total expenses | 1,277.0 | 1,280.5 | (3.5) |
| Operating income | 1,024.8 | 1,015.8 | 9.0 |
| Non-operating (expense) income, net | | | |
| Interest expense, net | (104.1) | (104.1) | |
| Other non-operating income, net | 15.9 | 15.9 | |
| Total non-operating (expense) income, net | (88.2) | (88.2) | |
| Income before provision for income taxes | 936.6 | 927.6 | 9.0 |
| Provision for income taxes | 181.9 | 179.2 | 2.7 |
| Net income | 754.7 | 748.4 | 6.3 |
| Less: Net income attributable to noncontrolling interests | 5.6 | 5.6 | |
| Net income attributable to Moody's | \$ 749.1 | \$ 742.8 | \$ 6.3 |
| Earnings per share | | | |
| Basic | \$ 3.91 | \$ 3.88 | \$ 0.03 |
| Diluted | \$ 3.85 | \$ 3.82 | \$ 0.03 |
| Weighted average shares outstanding | | | |
| Basic | 191.6 | 191.6 | |
| Diluted | 194.5 | 194.5 | |

Table of Contents

The below table presents the impacts on the Company's consolidated balance sheet at the end of the current reporting period from applying the provisions of the New Revenue Accounting Standard compared to the accounting standard in effect before the change:

| | As Reported June 30, 2018 | Under previous accounting guidance June 30, 2018 | Effect of Change Higher/(Lower) |
|---|---------------------------------|--|---------------------------------------|
| ASSETS | | | |
| Current assets: | | | |
| Cash and cash equivalents | \$ 1,314.5 | \$ 1,314.5 | \$ |
| Short-term investments | 101.2 | 101.2 | |
| Accounts receivable, net of allowances | 1,137.1 | 1,122.9 | 14.2 |
| Other current assets | 286.9 | 264.2 | 22.7 |
| Total current assets: | 2,839.7 | 2,802.8 | 36.9 |
| Property and equipment, net | 312.2 | 312.2 | |
| Goodwill | 3,662.7 | 3,662.7 | |
| Intangible assets, net | 1,541.4 | 1,541.4 | |
| Deferred tax assets, net | 136.6 | 136.5 | 0.1 |
| Other assets | 259.0 | 189.0 | 70.0 |
| Total assets | \$ 8,751.6 | \$ 8,644.6 | \$ 107.0 |
| LIABILITIES, NONCONTROLLING INTERESTS AND SHAREHOLDERS' EQUITY | | | |
| Accounts payable and accrued liabilities | \$ 593.6 | \$ 593.4 | \$ 0.2 |
| Commercial paper | 89.9 | 89.9 | |
| Current portion of long-term debt | 299.9 | 299.9 | |
| Deferred revenue | 860.5 | 930.8 | (70.3) |
| Total current liabilities | 1,843.9 | 1,914.0 | (70.1) |
| Non-current portion of deferred revenue | 126.0 | 133.6 | (7.6) |
| Long-term debt | 4,934.2 | 4,934.2 | |
| Deferred tax liabilities, net | 363.2 | 335.1 | 28.1 |
| Unrecognized tax benefits | 398.3 | 398.3 | |
| Other liabilities | 625.9 | 625.6 | 0.3 |
| Total liabilities | 8,291.5 | 8,340.8 | (49.3) |
| Shareholders' equity: | | | |
| Common stock | 3.4 | 3.4 | |
| Capital surplus | 538.6 | 538.6 | |
| Retained earnings | 8,204.6 | 8,048.3 | 156.3 |
| Treasury stock | (8,198.9) | (8,198.9) | |
| Accumulated other comprehensive loss | (304.8) | (304.8) | |
| Total Moody's shareholders' equity | 242.9 | 86.6 | 156.3 |
| Noncontrolling interests | 217.2 | 217.2 | |
| Total shareholders' equity | 460.1 | 303.8 | 156.3 |
| Total liabilities, noncontrolling interests and shareholders' equity | \$ 8,751.6 | \$ 8,644.6 | \$ 107.0 |

Table of Contents

The below table presents the impacts on various line items within the operating cash flow within the Company's statement of cash flows for the current reporting period from applying the provisions of the New Revenue Accounting Standard compared to the accounting standard in effect before the change.

| | For the Six Months Ended June 30, 2018 | | |
|--|---|---|-----------------------------|
| | As Reported | Under previous accounting guidance | Effect of Change |
| Cash flows from operating activities | | | |
| Net income | \$ 754.7 | \$ 748.4 | \$ 6.3 |
| Reconciliation of net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 97.5 | 97.5 | |
| Stock-based compensation | 69.5 | 69.5 | |
| Deferred income taxes | (12.1) | 2.0 | (14.1) |
| Changes in assets and liabilities: | | | |
| Accounts receivable | 17.8 | 15.2 | 2.6 |
| Other current assets | (10.2) | (20.4) | 10.2 |
| Other assets | (14.3) | (21.0) | 6.7 |
| Accounts payable and accrued liabilities | (163.2) | (158.1) | (5.1) |
| Deferred revenue | 55.3 | 55.9 | (0.6) |
| Unrecognized tax benefits and other non-current tax liabilities | (33.6) | (33.6) | |
| Other liabilities | 15.9 | 21.9 | (6.0) |
| Net cash provided by operating activities | \$ 777.3 | \$ 777.3 | \$ |

The New Revenue Accounting Standard did not have any impact on individual line items within investing or financing cash flows in the Company's consolidated statement of cash flows. In 2018, the adoption of the New Revenue Accounting Standard will likely result in higher cash taxes as the cumulative catch-up adjustment to retained earnings is taxable and there is expected to be acceleration of revenue recognition under the New Revenue Accounting Standard.

Table of Contents

On January 1, 2018, the Company adopted ASU No. 2017-07, Compensation Retirement Benefits (Topic 715), Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. As required by this ASU, the components of net periodic pension costs were disaggregated in the statement of operations on a retrospective basis. The Company has continued to reflect the service cost component in either Operating or SG&A expenses in Moody's statement of operations. The other components of net benefit cost are presented within non-operating (expense) income, net, within the statement of operations. The adoption of this ASU has no impact on Net Income in the Company's statements of operations. The impact to the Company's statements of operations for the three and six months ended June 30, 2018 and 2017 related to the adoption of this ASU are set forth in the table below:

| | For the Three Months Ended June 30, 2018 | | | For the Three Months Ended June 30, 2017 | | |
|---|--|------------------------------|-----------------------|--|------------------------------|-----------------------|
| | As | Under | Effect of | As | Under | Effect of |
| | Reported | previous accounting guidance | Change Higher/(Lower) | Adjusted | previous accounting guidance | Change Higher/(Lower) |
| Operating expenses | \$ 320.2 | \$ 321.0 | \$ (0.8) | \$ 284.8 | \$ 285.8 | \$ (1.0) |
| Selling, general and administrative expenses | 270.5 | 271.7 | (1.2) | 216.1 | 217.7 | (1.6) |
| Operating income | 534.0 | 532.0 | 2.0 | 460.1 | 457.5 | 2.6 |
| Interest expense, net | (53.4) | (48.5) | (4.9) | (49.7) | (45.0) | (4.7) |
| Other non-operating income (expense), net | 14.9 | 12.0 | 2.9 | 10.4 | 8.3 | 2.1 |

| | For the Six Months Ended June 30, 2018 | | | For the Six Months Ended June 30, 2017 | | |
|---|--|------------------------------|-----------------------|--|------------------------------|-----------------------|
| | As | Under | Effect of | As | Under | Effect of |
| | Reported | previous accounting guidance | Change Higher/(Lower) | Adjusted | previous accounting guidance | Change Higher/(Lower) |
| Operating expenses | \$ 635.1 | \$ 637.4 | \$ (2.3) | \$ 560.1 | \$ 563.2 | \$ (3.1) |
| Selling, general and administrative expenses | 541.6 | 543.7 | (2.1) | 436.8 | 439.6 | (2.8) |
| Operating income | 1,024.8 | 1,020.4 | 4.4 | 906.8 | 900.9 | 5.9 |
| Interest expense, net | (104.1) | (94.5) | (9.6) | (97.1) | (87.4) | (9.7) |
| Other non-operating income (expense), net | 15.9 | 10.7 | 5.2 | 2.7 | (1.1) | 3.8 |

On January 1, 2018, the Company adopted ASU No. 2016-01 Financial Instruments Overall (Subtopic 825-10), Recognition and Measurement of Financial Assets and Financial Liabilities (ASU 2016-01). The amendments in this ASU update various aspects of recognition, measurement, presentation and disclosures relating to financial instruments. Upon adoption, the Company recorded a \$2.3 million cumulative adjustment to reclassify net unrealized gains on investments in equity securities previously classified as available-for-sale under the previous guidance from AOCI to retained earnings. Beginning in the first quarter of 2018, the Company will measure equity investments with readily determinable fair values (except those accounted for under the equity method, those that result in consolidation of the investee and certain other investments) at fair value and recognize any changes in fair value in net income. The adoption of this ASU did not have material impact on the Company's financial statements for the three and six months ended June 30, 2018.

Table of Contents

In March 2018, the FASB issued ASU No. 2018-05, Income Taxes (Topic 740) Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118. This ASU adds SEC paragraphs to the codification pursuant to the SEC Staff Accounting Bulletin No. 118, which addresses the application of U.S. GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to finalize the calculations for the 2017 income tax effects of the Tax Act. This ASU provides entities with a one year measurement period from the December 22, 2017 enactment date, in order to complete the accounting for the effects of the Tax Act. The Company has recorded a provisional estimate for the transition tax relating to the Tax Act which is more fully described in Note 5. This provisional estimate may be impacted by a number of additional considerations, including but not limited to the issuance of regulations and the Company's ongoing analysis of the new law.

On January 1, 2018, the Company adopted ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a Consensus of the Emerging Issues Task Force) on a retrospective basis. This ASU reduces diversity in practice in how certain transactions are reflected in the statement of cash flows. Pursuant to the adoption of this ASU, the Company reclassified \$7.1 million in cash paid in the first half of 2017 relating to a Make-Whole provision upon the repayment of the Series 2007-1 Notes from cash flows used in operations to cash flows provided by financing activities.

During the second quarter of 2018, the Company early adopted ASU No. 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities. This ASU fosters enhanced transparency relating to risk management activities and simplifies the application of hedge accounting in certain circumstances. The adoption of this ASU did not have an impact on the Company's financial statements at the date of adoption. Refer to Note 9 for further discussion on the prospective impact of this ASU on the Company's financial statements.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company adopted the New Revenue Accounting Standard on January 1, 2018 using the modified retrospective transition method. Below are the Company's revised accounting policies reflecting the provisions of the New Revenue Accounting Standard; ASU 2016-01 (as codified under ASC Topic 321) relating to the accounting for financial instruments; and the amendments to ASC Topic 815 as a result of the Company's second quarter adoption of ASU 2017-12 relating to derivative instruments and hedging activities. The Company's adoption of these ASUs is further discussed in Note 1. All other significant accounting policies described in the Form 10-K for the year ended December 31, 2017 remain unchanged. Also, refer to Note 3 of the condensed consolidated financial statements for certain quantitative disclosures relating to the Company's revenue from contracts with customers.

Revenue Recognition and Costs to Obtain or Fulfill a Contract with a Customer*Revenue recognition:*

Revenue is recognized when control of promised goods or services is transferred to the customer, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

When contracts with customers contain multiple performance obligations, the Company accounts for individual performance obligations separately if they are distinct. The transaction price is allocated to each distinct performance obligation on a relative SSP basis. The Company determines the SSP by using the price charged for a deliverable when sold separately or uses management's best estimate of SSP for goods or services not sold separately based on the maximum number of observable data points, including: internal factors relevant to its pricing practices such as costs and margin objectives; standalone sales prices of similar products; percentage of the fee charged for a primary product or service relative to a related product or service; and customer segment and geography. Additional consideration is also given to market conditions such as competitor pricing strategies and market trends.

Sales, usage-based, value added and other taxes are excluded from revenues.

Table of Contents

MIS Revenue

In the MIS segment, revenue arrangements are generally comprised of two distinct performance obligations, an initial rating and the related monitoring service. Revenue attributed to initial ratings of issued securities is generally recognized when the rating is delivered to the issuer. Revenue attributed to monitoring of issuers or issued securities is recognized ratably over the period in which the monitoring is performed, generally one year. In the case of certain structured finance products, primarily CMBS, issuers can elect to pay all of the annual monitoring fees upfront. These fees are deferred and recognized over the future monitoring periods based on the expected lives of the rated securities.

MIS arrangements generally have standard contractual terms for which the stated payments are due at conclusion of the ratings process for initial ratings and either upfront or in arrears for monitoring services; and are signed by customers either on a per issue basis or at the beginning of the relationship with the customer. However, customer fee arrangements may be adjusted for which the Company accounts for as variable consideration at inception using the expected value method based on analysis of similar contracts in the same line of business, which is constrained based on the Company's assessment of the realization of the adjustment amount.

The Company allocates the transaction price within arrangements that include both the initial rating and the related monitoring service based upon the relative SSP of each service. The Company generally uses management's best estimate based on observable pricing points in determining SSP for its initial ratings as the Company rarely provides initial ratings separately without providing related monitoring services. The SSP for monitoring fees in these arrangements are generally based upon directly observable selling prices where the monitoring service is sold separately.

MA Revenue

In the MA segment, products and services offered by the Company include hosted research and data subscriptions, installed software subscriptions, perpetual installed software licenses and related maintenance, or PCS, and professional services. Subscription and PCS contracts are generally invoiced in advance of the contractual coverage period, which is principally one year, but can range from 3-5 years; while perpetual software licenses are generally invoiced upon delivery and professional services are invoiced as those services are provided. Payment terms and conditions vary by contract type, but primarily include a requirement of payment within 30 to 60 days.

Revenue from research, data and other hosted subscriptions is recognized ratably over the related subscription period. A large portion of these services are invoiced in the months of November, December and January.

Revenue from the sale of a software license, when considered distinct from the related software implementation services, is generally recognized at the time the product master or first copy is delivered or transferred to the customer. However, in instances where the software license (perpetual or subscription) and related implementation services are considered to be one combined performance obligation, revenue is recognized on a percentage-of-completion basis (input method) as implementation services are performed over time, which is consistent with the pattern of recognition for the software implementation services if considered to be a separate distinct performance obligation. The Company exercises judgment in determining the level of integration and interdependency between the promise to grant the software license and the promise to deliver the related implementation services. This determination influences whether the software license is considered distinct and accounted for separately, or not distinct and accounted for together with the implementation services and recognized over time. PCS is generally recognized ratably over the contractual period commencing when the software license is fully delivered. Revenue from installed software subscriptions, which includes PCS, is bifurcated into a software license performance obligation and a PCS performance obligation, which follow the patterns of recognition described above.

For implementation services and other service projects within the ERS and ESA LOBs for which fees are fixed, the Company determined progress towards completion is most accurately measured on a percentage-of-completion basis (input method) as this approach utilizes the most directly observable data points and is therefore used to recognize the related revenue. For implementation services where price varies based on time expended, a time-based measure of progress towards completion of the performance obligation is utilized.

Revenue from professional services rendered within the PS LOB is generally recognized as the services are performed over time.

Table of Contents

Products and services offered within the MA segment are sold either stand-alone or together in various combinations. In instances where an arrangement contains multiple performance obligations, the Company accounts for the individual performance obligations separately if they are considered distinct. Revenue is generally allocated to all performance obligations based upon the relative SSP at contract inception. Judgment is often required to determine the SSP for each distinct performance obligation. Revenue is recognized for each performance obligation based upon the conditions for revenue recognition noted above.

In the MA segment, customers usually pay a fixed fee for the products and services based on signed contracts. However, accounting for variable consideration is applied mainly for: i) estimates for cancellation rights and price concessions and ii) T&M based services.

The Company estimates the variable consideration associated with cancellation rights and price concessions based on the expected amount to be provided to customers and reduces the amount of revenue to be recognized. T&M based contracts represent about half of MA's service projects within the ERS and ESA LOBs. The Company provides agreed upon services at a contracted daily or hourly rate. The commitment represents a series of goods and services that are substantially the same and have the same pattern of transfer to the customer. As such, if T&M services are sold with other MA products, the Company allocates the variable consideration entirely to the T&M performance obligation if the services are sold at standard pricing or at a similar discount level compared to other performance obligations in the same revenue contract. If these criteria are not met, the Company estimates variable consideration for each performance obligation upfront.

Each form of variable consideration is included in the transaction price only to the extent that it is probable that a significant reversal of any incremental revenue will not occur.

Costs to Obtain or Fulfill a Contract with a Customer:

Costs incurred to obtain customer contracts, such as sales commissions, are deferred and recorded within other current assets and other assets when such costs are determined to be incremental to obtaining a contract, would not have been incurred otherwise and the Company expects to recover those costs. These costs are amortized to expense consistent with the recognition pattern of the related revenue over time. Depending on the line of business to which the contract relates, this may be based upon the average economic life of the products sold or average period for which services are provided, inclusive of anticipated contract renewals. Determining the estimated economic life of the products sold requires judgment with respect to anticipated future technological changes. The Company had a balance of \$92.2 million in such deferred costs as of June 30, 2018 and recognized \$8.1 million and \$16.7 million of related amortization during the three and six-month periods ended June 30, 2018, respectively, which is included within SG&A expenses in the consolidated statement of operations. Costs incurred to obtain customer contracts are only in the MA segment.

Costs incurred to fulfill customer contracts, are deferred and recorded within other current assets and other assets when such costs relate directly to a contract, generate or enhance resources of the Company that will be used in satisfying performance obligations in the future and the Company expects to recover those costs.

The Company capitalizes work-in-process costs for in-progress MIS ratings, which is recognized consistent with the rendering of the related services to the customers, as ratings are issued. The Company had a balance of \$10.3 million in such deferred costs as of June 30, 2018 and recognized \$10.1 million and \$19.5 million of amortization of the costs during the three and six-month periods ended June 30, 2018, respectively, which is included within operating expenses in the consolidated statement of operations.

In addition, within the MA segment, the Company capitalizes royalty costs related to third-party information data providers associated with hosted company information and business intelligence products. These costs are amortized to expense consistent with the recognition pattern of the related revenue over time. The Company had a balance of \$28.2 million in such deferred costs as of June 30, 2018 and recognized \$14.1 million and \$28.3 million of related amortization during the three and six-month periods ended June 30, 2018, respectively, which is included within operating expenses in the consolidated statement of operations.

Table of Contents

Fair Value of Financial Instruments

The Company's financial instruments include cash, cash equivalents, trade receivables and payables, all of which are short-term in nature and, accordingly, approximate fair value. Additionally, the Company invests in certain short-term investments consisting primarily of certificates of deposit that are carried at cost, which approximates fair value due to their short-term maturities.

The Company also has certain investments in closed-ended and open-ended mutual funds in India which are accounted for as equity securities with readily determinable fair values under ASC Topic 321. Beginning in the first quarter of 2018, the Company will measure these investments at fair value with both realized gains and losses and unrealized holding gains and losses for these investments included in net income.

Prior to January 1, 2018, the investments in closed-ended and open-ended mutual funds in India were designated as "available for sale" under Topic 320 of the ASC. Accordingly, unrealized gains and losses on these investments were recorded to other comprehensive income and were reclassified out of accumulated other comprehensive income to the statement of operations when the investment matured or was sold using a specific identification method.

Also, the Company uses derivative instruments to manage certain financial exposures that occur in the normal course of business. These derivative instruments are carried at fair value on the Company's consolidated balance sheets.

Fair value is defined by the ASC as the price that would be received from selling an asset or paid to transfer a liability (i.e., an exit price) in an orderly transaction between market participants at the measurement date. The determination of this fair value is based on the principal or most advantageous market in which the Company could commence transactions and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions and risk of nonperformance. Also, determination of fair value assumes that market participants will consider the highest and best use of the asset.

The ASC establishes a fair value hierarchy whereby the inputs contained in valuation techniques used to measure fair value are categorized into three broad levels as follows:

Level 1: quoted market prices in active markets that the reporting entity has the ability to access at the date of the fair value measurement;

Level 2: inputs other than quoted market prices described in Level 1 that are observable for the asset or liability, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities;

Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair value measurement of the assets or liabilities.

Table of Contents

Derivative Instruments and Hedging Activities

Based on the Company's risk management policy, from time to time the Company may use derivative financial instruments to reduce exposure to changes in foreign exchange rates and interest rates. The Company does not enter into derivative financial instruments for speculative purposes. All derivative financial instruments are recorded on the balance sheet at their respective fair values. The changes in the value of derivatives that qualify as fair value hedges are recorded in the same income statement line item in earnings in which the corresponding adjustment to the carrying value of the hedged item is presented. The entire change in the fair value of derivatives that qualify as cash flow hedges is recorded to OCI and such amounts are reclassified from AOCI to the same income statement line in earnings in the same period or periods during which the hedged transaction affects income. Effective with the Company's early adoption of ASC 2017-12, the Company changed the method by which it assesses effectiveness for net investment hedges from the forward-method to the spot-method. The Company considers the spot-method an improved method of assessing hedge effectiveness, as spot rate changes relating to the hedging instrument's notional amount perfectly offset the currency translation adjustment on the hedged net investment in the Company's foreign subsidiaries. The entire change in the fair value of derivatives that qualify as net investment hedges is initially recorded to OCI. Those changes in fair value attributable to components included in the assessment of hedge effectiveness in a net investment hedge are recorded in the currency translation adjustment component of OCI and remain in AOCI until the period in which the hedged item affects earnings. Those changes in fair value attributable to components excluded from the assessment of hedge effectiveness in a net investment hedge are recorded to OCI and amortized to earnings using a systematic and rational method over the duration of the hedge. Any changes in the fair value of derivatives that the Company does not designate as hedging instruments under Topic 815 of the ASC are recorded in the consolidated statements of operations in the period in which they occur. Refer to Note 9 for further information regarding the Company's derivative financial instruments and hedging activities.

Table of Contents**NOTE 3. REVENUES****Revenue by Category**

The following table presents the Company's revenues disaggregated by LOB:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|-----------------------------|---------------------|---------------------------|---------------------|
| | 2018 | 2017 ⁽¹⁾ | 2018 | 2017 ⁽¹⁾ |
| MIS: | | | | |
| Corporate finance (CFG) | | | | |
| Investment-grade | \$ 67.3 | \$ 84.6 | \$ 148.4 | \$ 156.7 |
| High-yield | 58.6 | 62.7 | 116.5 | 126.9 |
| Bank loans | 117.9 | 90.3 | 226.0 | 191.7 |
| Other accounts ⁽²⁾ | 133.8 | 118.2 | 264.4 | 233.3 |
| Total CFG | 377.6 | 355.8 | 755.3 | 708.6 |
| Structured finance (SFG) | | | | |
| Asset-backed securities | 27.9 | 24.1 | 56.1 | 46.8 |
| Residential mortgage backed securities | 26.8 | 22.4 | 51.1 | 42.8 |
| Commercial real estate finance | 31.6 | 29.9 | 64.8 | 59.2 |
| Structured credit | 54.5 | 42.2 | 97.9 | 69.6 |
| Other accounts | 0.8 | 0.6 | 1.4 | 1.0 |
| Total SFG | 141.6 | 119.2 | 271.3 | 219.4 |
| Financial institutions (FIG) | | | | |
| Banking | 77.3 | 70.4 | 154.3 | 149.5 |
| Insurance | 32.9 | 23.4 | 61.2 | 48.5 |
| Managed investments | 7.2 | 5.9 | 12.9 | 11.0 |
| Other accounts | 3.2 | 2.7 | 6.5 | 5.7 |
| Total FIG | 120.6 | 102.4 | 234.9 | 214.7 |
| Public, project and infrastructure finance (PPIF) | | | | |
| Public finance / sovereign | 51.7 | 53.2 | 98.6 | 106.2 |
| Project and infrastructure | 56.4 | 51.5 | 102.7 | 96.6 |
| Total PPIF | 108.1 | 104.7 | 201.3 | 202.8 |
| Total ratings revenue | 747.9 | 682.1 | 1,462.8 | 1,345.5 |
| MIS Other | 4.4 | 4.6 | 9.4 | 9.4 |
| Total external revenue | 752.3 | 686.7 | 1,472.2 | 1,354.9 |
| Intersegment royalty | 30.6 | 27.0 | 60.4 | 53.0 |
| Total MIS | 782.9 | 713.7 | 1,532.6 | 1,407.9 |
| MA: | | | | |
| Research, data and analytics (RD&A) | 279.9 | 180.9 | 549.1 | 356.3 |

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

| | | | | |
|---------------------------------|-------------------|------------|-------------------|------------|
| Enterprise risk solutions (ERS) | 105.5 | 97.3 | 205.6 | 193.2 |
| Professional services (PS) | 37.4 | 35.6 | 74.9 | 71.3 |
| Total external revenue | 422.8 | 313.8 | 829.6 | 620.8 |
| Intersegment revenue | 2.4 | 3.8 | 7.4 | 7.5 |
| Total MA | 425.2 | 317.6 | 837.0 | 628.3 |
| Eliminations | (33.0) | (30.8) | (67.8) | (60.5) |
| Total MCO | \$ 1,175.1 | \$ 1,000.5 | \$ 2,301.8 | \$ 1,975.7 |

- (1) Prior period amounts have not been adjusted under the modified retrospective method of adoption for the New Revenue Accounting Standard.
- (2) Other includes: recurring monitoring fees of a rated debt obligation and/or entities that issue such obligations as well as fees from programs such as commercial paper, medium term notes, and ICRA corporate finance revenue.

Table of Contents

The following table presents the Company's revenues disaggregated by LOB and geographic area:

| | Three Months Ended June 30, 2018 | | | Three Months Ended June 30, 2017 ⁽¹⁾ | | |
|---|----------------------------------|---------------|------------|---|---------------|------------|
| | United States | International | Total | United States | International | Total |
| MIS: | | | | | | |
| Corporate finance (CFG) | \$ 242.3 | \$ 135.3 | \$ 377.6 | \$ 220.8 | \$ 135.0 | \$ 355.8 |
| Structured finance (SFG) | 93.3 | 48.3 | 141.6 | 81.6 | 37.6 | 119.2 |
| Financial institutions (FIG) | 54.4 | 66.2 | 120.6 | 43.9 | 58.5 | 102.4 |
| Public, project and infrastructure finance (PPIF) | 61.1 | 47.0 | 108.1 | 66.0 | 38.7 | 104.7 |
| Total ratings revenue | 451.1 | 296.8 | 747.9 | 412.3 | 269.8 | 682.1 |
| MIS Other | 0.1 | 4.3 | 4.4 | 0.1 | 4.5 | 4.6 |
| Total MIS | 451.2 | 301.1 | 752.3 | 412.4 | 274.3 | 686.7 |
| MA: | | | | | | |
| Research, data and analytics (RD&A) | 118.2 | 161.7 | 279.9 | 101.7 | 79.2 | 180.9 |
| Enterprise risk solutions (ERS) | 42.6 | 62.9 | 105.5 | 40.4 | 56.9 | 97.3 |
| Professional services (PS) | 13.4 | 24.0 | 37.4 | 13.3 | 22.3 | 35.6 |
| Total MA | 174.2 | 248.6 | 422.8 | 155.4 | 158.4 | 313.8 |
| Total MCO | \$ 625.4 | \$ 549.7 | \$ 1,175.1 | \$ 567.8 | \$ 432.7 | \$ 1,000.5 |

| | Six Months Ended June 30, 2018 | | | Six Months Ended June 30, 2017 ⁽¹⁾ | | |
|---|--------------------------------|---------------|------------|---|---------------|------------|
| | United States | International | Total | United States | International | Total |
| MIS: | | | | | | |
| Corporate finance (CFG) | \$ 489.0 | \$ 266.3 | \$ 755.3 | \$ 464.6 | \$ 244.0 | \$ 708.6 |
| Structured finance (SFG) | 177.9 | 93.4 | 271.3 | 146.6 | 72.8 | 219.4 |
| Financial institutions (FIG) | 102.9 | 132.0 | 234.9 | 94.5 | 120.2 | 214.7 |
| Public, project and infrastructure finance (PPIF) | 114.5 | 86.8 | 201.3 | 129.0 | 73.8 | 202.8 |
| Total ratings revenue | 884.3 | 578.5 | 1,462.8 | 834.7 | 510.8 | 1,345.5 |
| MIS Other | 0.3 | 9.1 | 9.4 | 0.2 | 9.2 | 9.4 |
| Total MIS | 884.6 | 587.6 | 1,472.2 | 834.9 | 520.0 | 1,354.9 |
| MA: | | | | | | |
| Research, data and analytics (RD&A) | 230.8 | 318.3 | 549.1 | 203.1 | 153.2 | 356.3 |
| Enterprise risk solutions (ERS) | 81.1 | 124.5 | 205.6 | 80.6 | 112.6 | 193.2 |
| Professional services (PS) | 26.6 | 48.3 | 74.9 | 27.0 | 44.3 | 71.3 |
| Total MA | 338.5 | 491.1 | 829.6 | 310.7 | 310.1 | 620.8 |
| Total MCO | \$ 1,223.1 | \$ 1,078.7 | \$ 2,301.8 | \$ 1,145.6 | \$ 830.1 | \$ 1,975.7 |

- (1) Prior period amounts have not been adjusted under the modified retrospective method of adoption for the New Revenue Accounting Standard.

Table of Contents

The tables below summarize the split between transaction and relationship revenue. In the MIS segment, excluding MIS Other, transaction revenue represents the initial rating of a new debt issuance as well as other one-time fees while relationship revenue represents the recurring monitoring fees of a rated debt obligation and/or entities that issue such obligations, as well as revenue from programs such as commercial paper, medium-term notes and shelf registrations. In MIS Other, transaction revenue represents revenue from professional services and outsourcing engagements and relationship revenue represents subscription-based revenues. In the MA segment, relationship revenue represents subscription-based revenues and software maintenance revenue. Transaction revenue in MA represents perpetual software license fees and revenue from software implementation services, risk management advisory projects, training and certification services, and outsourced research and analytical engagements.

| | Three Months Ended June 30, | | | | | |
|--|------------------------------------|--------------|------------|----------------------------|--------------|------------|
| | 2018 | | | 2017 ⁽²⁾ | | |
| | Transaction | Relationship | Total | Transaction | Relationship | Total |
| Corporate Finance | \$ 274.3 | \$ 103.3 | \$ 377.6 | \$ 262.5 | \$ 93.3 | \$ 355.8 |
| | 73% | 27% | 100% | 74% | 26% | 100% |
| Structured Finance | \$ 95.3 | \$ 46.3 | \$ 141.6 | \$ 75.2 | \$ 44.0 | \$ 119.2 |
| | 67% | 33% | 100% | 63% | 37% | 100% |
| Financial Institutions | \$ 56.2 | \$ 64.4 | \$ 120.6 | \$ 43.9 | \$ 58.5 | \$ 102.4 |
| | 47% | 53% | 100% | 43% | 57% | 100% |
| Public, Project and Infrastructure Finance | \$ 69.7 | \$ 38.4 | \$ 108.1 | \$ 67.2 | \$ 37.5 | \$ 104.7 |
| | 64% | 36% | 100% | 64% | 36% | 100% |
| MIS Other | \$ 0.4 | \$ 4.0 | \$ 4.4 | \$ 0.3 | \$ 4.3 | \$ 4.6 |
| | 9% | 91% | 100% | 7% | 93% | 100% |
| Total MIS | \$ 495.9 | \$ 256.4 | \$ 752.3 | \$ 449.1 | \$ 237.6 | \$ 686.7 |
| | 66% | 34% | 100% | 65% | 35% | 100% |
| Moody's Analytics | \$ 66.5 ⁽¹⁾ | \$ 356.3 | \$ 422.8 | \$ 62.8 | \$ 251.0 | \$ 313.8 |
| | 16% | 84% | 100% | 20% | 80% | 100% |
| Total Moody's Corporation | \$ 562.4 | \$ 612.7 | \$ 1,175.1 | \$ 511.9 | \$ 488.6 | \$ 1,000.5 |
| | 48% | 52% | 100% | 51% | 49% | 100% |

| | Six Months Ended June 30, | | | | | |
|--|----------------------------------|--------------|------------|----------------------------|--------------|------------|
| | 2018 | | | 2017 ⁽²⁾ | | |
| | Transaction | Relationship | Total | Transaction | Relationship | Total |
| Corporate Finance | \$ 549.2 | \$ 206.1 | \$ 755.3 | \$ 523.1 | \$ 185.5 | \$ 708.6 |
| | 73% | 27% | 100% | 74% | 26% | 100% |
| Structured Finance | \$ 178.4 | \$ 92.9 | \$ 271.3 | \$ 132.7 | \$ 86.7 | \$ 219.4 |
| | 66% | 34% | 100% | 60% | 40% | 100% |
| Financial Institutions | \$ 106.2 | \$ 128.7 | \$ 234.9 | \$ 97.3 | \$ 117.4 | \$ 214.7 |
| | 45% | 55% | 100% | 45% | 55% | 100% |
| Public, Project and Infrastructure Finance | \$ 124.1 | \$ 77.2 | \$ 201.3 | \$ 126.4 | \$ 76.4 | \$ 202.8 |
| | 62% | 38% | 100% | 62% | 38% | 100% |
| MIS Other | \$ 1.0 | \$ 8.4 | \$ 9.4 | \$ 0.6 | \$ 8.8 | \$ 9.4 |
| | 11% | 89% | 100% | 6% | 94% | 100% |
| Total MIS | \$ 958.9 | \$ 513.3 | \$ 1,472.2 | \$ 880.1 | \$ 474.8 | \$ 1,354.9 |
| | 65% | 35% | 100% | 65% | 35% | 100% |
| Moody's Analytics | \$ 127.3 ⁽¹⁾ | \$ 702.3 | \$ 829.6 | \$ 127.4 | \$ 493.4 | \$ 620.8 |
| | 15% | 85% | 100% | 21% | 79% | 100% |
| Total Moody's Corporation | \$ 1,086.2 | \$ 1,215.6 | \$ 2,301.8 | \$ 1,007.5 | \$ 968.2 | \$ 1,975.7 |
| | 47% | 53% | 100% | 51% | 49% | 100% |

(1) Revenue from software implementation services and risk management advisory projects, while classified by management as transactional revenue, is recognized over time under the New Revenue Accounting Standard (please also refer to the table below).

(2) Prior period amounts have not been adjusted under the modified retrospective method of adoption for the New Revenue Accounting Standard.

Table of Contents

The following table presents the timing of revenue recognition:

| | Three Months Ended June 30, 2018 | | | Six Months Ended June 30, 2018 | | |
|---------------------------------------|-------------------------------------|-----------------|-------------------|-----------------------------------|-----------------|-------------------|
| | MIS | MA | Total | MIS | MA | Total |
| Revenue recognized at a point in time | \$ 495.9 | \$ 14.0 | \$ 509.9 | \$ 958.9 | \$ 29.5 | \$ 988.4 |
| Revenue recognized over time | 256.4 | 408.8 | 665.2 | 513.3 | 800.1 | 1,313.4 |
| Total | \$ 752.3 | \$ 422.8 | \$ 1,175.1 | \$ 1,472.2 | \$ 829.6 | \$ 2,301.8 |

Unbilled receivables, Deferred revenue and Remaining performance obligations**Unbilled receivables**

At June 30, 2018, accounts receivable included approximately \$336.7 million of unbilled receivables related to the MIS segment. Certain MIS arrangements contain contractual terms whereby the customers are billed in arrears for annual monitoring services, requiring revenue to be accrued as an unbilled receivable as such services are provided. Additionally, there are other instances in which the timing of when the Company has the unconditional right to consideration and recognizes revenue prior to invoicing the customer, for which an unbilled receivable is recorded.

In addition, for certain MA arrangements, the timing of when the Company has the unconditional right to consideration and recognizes revenue occurs prior to invoicing the customer. Consequently, at June 30, 2018, accounts receivable included approximately \$34.1 million of unbilled receivables related to the MA segment.

Historically, the Company has not had material differences between the estimated revenue and the actual billings.

Table of Contents**Deferred revenue**

The Company recognizes deferred revenue when a contract requires a customer to pay consideration to the Company in advance of when revenue related to that contract is recognized. This deferred revenue is relieved when the Company satisfies the related performance obligation and revenue is recognized.

Significant changes in the deferred revenue balances during the three and six months ended June 30, 2018 are as follows:

| | Three Months Ended June 30, 2018 | | |
|---|----------------------------------|----------|------------|
| | MIS | MA | Total |
| Balance at March 31, 2018 | \$ 397.5 | \$ 729.0 | \$ 1,126.5 |
| Changes in deferred revenue | | | |
| Revenue recognized that was included in the deferred revenue balance at the beginning of the period | (127.2) | (230.0) | (357.2) |
| Increases due to amounts billable excluding amounts recognized as revenue during the period | 112.6 | 132.1 | 244.7 |
| Effect of exchange rate changes | (5.4) | (22.1) | (27.5) |
| Total changes in deferred revenue | (20.0) | (120.0) | (140.0) |
| Balance at June 30, 2018 | \$ 377.5 | \$ 609.0 | \$ 986.5 |

| | Six Months Ended June 30, 2018 | | |
|---|--------------------------------|----------|----------|
| | MIS | MA | Total |
| Balance at January 1, 2018 (after New Revenue Accounting Standard transition adjustment) | \$ 334.7 | \$ 611.6 | \$ 946.3 |
| Changes in deferred revenue | | | |
| Revenue recognized that was included in the deferred revenue balance at the beginning of the period | (165.4) | (307.2) | (472.6) |
| Increases due to amounts billable excluding amounts recognized as revenue during the period | 212.6 | 315.2 | 527.8 |
| Effect of exchange rate changes | (4.4) | (10.6) | (15.0) |
| Total changes in deferred revenue | 42.8 | (2.6) | 40.2 |
| Balance at June 30, 2018 | \$ 377.5 | \$ 609.0 | \$ 986.5 |

| | | | |
|-------------------------------|----------|----------|----------|
| Deferred revenue - current | \$ 255.9 | \$ 604.6 | \$ 860.5 |
| Deferred revenue - noncurrent | \$ 121.6 | \$ 4.4 | \$ 126.0 |

For the MIS segment, the changes in the deferred revenue balance during the three and six months ended June 30, 2018 were primarily related to the significant portion of contract renewals that occur during the first quarter of 2018 and are generally recognized over a one year period.

For the MA segment, the decrease in deferred revenue for the three months ended June 30, 2018 was primarily due to the recognition of annual subscription and maintenance billings in December 2017 and January 2018. For the six months ended June 30, 2018, the impact of the high concentration of January 2018 billings on the deferred revenue balance was mostly offset by the recognition of revenues related to the aforementioned December 2017 and January 2018 billings.

Remaining performance obligations

The following tables include the expected recognition period for the remaining performance obligations for each reportable segment as of June 30, 2018:

| Total | Less than 1 year | 1 - 5 years | MIS | 11 - 15 years | 16-20 years | Over 20 Years |
|-------|------------------|-------------|--------------|---------------|-------------|---------------|
| | | | 6 - 10 Years | | | |

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

| | | | | | | | | | | | | |
|-----------------|-----------|------------|-----------|-------------|-----------|-------------|-----------|------------|-----------|------------|-----------|------------|
| \$ 131.9 | \$ | 6.2 | \$ | 65.6 | \$ | 41.7 | \$ | 8.0 | \$ | 4.3 | \$ | 6.1 |
|-----------------|-----------|------------|-----------|-------------|-----------|-------------|-----------|------------|-----------|------------|-----------|------------|

The balances in the MIS table above largely reflect deferred revenue related to monitoring fees for certain structured finance products, primarily CMBS, where the issuers can elect to pay the monitoring fees for the life of the security in advance. With respect to the remaining performance obligations for the MIS segment, the Company has applied a practical expedient set forth in ASC Topic 606 permitting the omission from the table above for unsatisfied performance obligations relating to contracts with an original expected length of one year or less.

Table of Contents

| | MA | | | |
|-------------------|-------------------|-----------------|-----------------|--|
| Total | Less than 1 Year | 1 -2 Years | Over 2 Years | |
| \$ 1,384.7 | \$ 1,050.1 | \$ 232.6 | \$ 102.0 | |

The balances in the MA table above include both amounts recorded as deferred revenue on the balance sheet as of June 30, 2018 as well as amounts not yet invoiced to customers as of June 30, 2018 largely reflecting future revenue related to signed multi-year arrangements for hosted and installed subscription based products.

NOTE 4. STOCK-BASED COMPENSATION

Presented below is a summary of the stock-based compensation cost and associated tax benefit included in the accompanying consolidated statements of operations:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|-------------------------------|--------------------------------|---------|------------------------------|---------|
| | 2018 | 2017 | 2018 | 2017 |
| Stock-based compensation cost | \$ 34.4 | \$ 28.7 | \$ 69.5 | \$ 57.1 |
| Tax benefit | \$ 7.3 | \$ 9.4 | \$ 14.5 | \$ 18.5 |

During the first six months of 2018, the Company granted 0.2 million employee stock options, which had a weighted average grant date fair value of \$45.87 per share based on the Black-Scholes option-pricing model. The Company also granted 0.7 million shares of restricted stock in the first six months of 2018, which had a weighted average grant date fair value of \$167.48 per share. Both the employee stock options and restricted stock generally vest ratably over a four-year period. Additionally, the Company granted 0.1 million shares of performance-based awards whereby the number of shares that ultimately vest are based on the achievement of certain non-market based performance metrics of the Company over a three-year period. The weighted average grant date fair value of these awards was \$162.42 per share.

The following weighted average assumptions were used in determining the fair value for options granted in 2018:

| | |
|---------------------------|------------------|
| Expected dividend yield | 1.05% |
| Expected stock volatility | 25.6% |
| Risk-free interest rate | 2.81% |
| Expected holding period | 6.2 years |
| Grant date fair value | \$ 45.87 |

Table of Contents

Unrecognized stock-based compensation expense at June 30, 2018 was \$9.7 million and \$191.4 million for stock options and unvested restricted stock, respectively, which is expected to be recognized over a weighted average period of 1.4 years and 1.7 years, respectively. Additionally, there was \$37.5 million of unrecognized stock-based compensation expense relating to the aforementioned non-market based performance-based awards, which is expected to be recognized over a weighted average period of 1.0 years.

The following tables summarize information relating to stock option exercises and restricted stock vesting:

| | Six Months Ended June 30, | |
|--------------------------------------|------------------------------|---------|
| | 2018 | 2017 |
| Exercise of stock options: | | |
| Proceeds from stock option exercises | \$ 31.9 | \$ 35.3 |
| Aggregate intrinsic value | \$ 84.4 | \$ 52.2 |
| Tax benefit realized upon exercise | \$ 20.6 | \$ 18.3 |
| Number of shares exercised | 0.7 | 0.8 |

| | Six Months Ended June 30, | |
|-------------------------------------|------------------------------|----------|
| | 2018 | 2017 |
| Vesting of restricted stock: | | |
| Fair value of shares vested | \$ 148.7 | \$ 107.9 |
| Tax benefit realized upon vesting | \$ 34.3 | \$ 34.1 |
| Number of shares vested | 0.9 | 1.0 |

| | Six Months Ended June 30, | |
|---|------------------------------|---------|
| | 2018 | 2017 |
| Vesting of performance-based restricted stock: | | |
| Fair value of shares vested | \$ 23.0 | \$ 19.5 |
| Tax benefit realized upon vesting | \$ 5.5 | \$ 6.9 |
| Number of shares vested | 0.1 | 0.2 |

Table of Contents**NOTE 5. INCOME TAXES**

Moody's effective tax rate was 23.7% and 32.1% for the three months ended June 30, 2018 and 2017, respectively, and 19.4% and 27.8% for the six month periods ended June 30, 2018 and 2017, respectively. The decline in the tax rate primarily reflects the impact of an enacted lower corporate tax rate in the U.S. pursuant to the Tax Act. Additionally, the ETR in the first half of 2018 includes an approximate \$36 million benefit relating to Excess Tax Benefits on stock-based compensation as well as a net uncertain tax position benefit pursuant to statute of limitation lapses. The ETR in the first half of 2017 reflected the non-taxable CCXI gain and approximately \$28 million in Excess Tax Benefits on stock-based compensation partially offset by tax on the Purchase Price Hedge Gain which was taxed in a higher tax jurisdiction.

On December 22, 2017, the Tax Act was signed into law which resulted in significant changes to U.S. corporate tax laws. The Tax Act includes a mandatory one-time deemed repatriation tax (transition tax) on previously untaxed accumulated earnings of foreign subsidiaries and beginning in 2018 reduces the statutory federal corporate income tax rate from 35% to 21%. Due to the complexities of the Tax Act, the SEC issued guidance requiring that companies provide a reasonable estimate of the impact of the Tax Act to the extent such reasonable estimate has been determined. Accordingly, as of December 31, 2017, the Company recorded a provisional estimate for the transition tax of \$247.3 million, a portion of which will be payable over eight years, starting in 2018, and will not accrue interest. The above provisional estimate may be impacted by a number of additional considerations, including but not limited to the issuance of regulations and our ongoing analysis of the new law.

As a result of the Tax Act, all previously net undistributed foreign earnings have now been subject to U.S. tax. The Company continues to evaluate which entities it will indefinitely reinvest earnings outside the U.S. The Company has provided non-U.S. deferred taxes for those entities whose earnings are not considered permanently reinvested outside of the U.S.

The Company classifies interest related to UTPs in interest expense, net in its consolidated statements of operations. Penalties, if incurred, would be recognized in other non-operating (expense) income, net. The Company had a decrease in its UTPs of \$92.6 million (\$92.3 million net of federal tax) during the second quarter of 2018 and a net increase in its UTPs during the first six months of 2018 of \$9.2 million (\$7.5 million net of federal tax). The movement in UTPs was primarily related to balance sheet classifications regarding the transition tax under U.S. tax reform.

Moody's Corporation and subsidiaries are subject to U.S. federal income tax as well as income tax in various state, local and foreign jurisdictions. The Company's U.S. federal income tax returns for 2013 through 2016 remain open to examination. The Company's New York State tax returns for 2011 through 2014 are currently under examination and the Company's New York City tax return for 2014 is currently under examination. The Company's U.K. tax return for 2012 is currently under examination and its returns for 2013 through 2016 remain open to examination.

For ongoing audits, it is possible the balance of UTPs could decrease in the next twelve months as a result of the settlement of these audits, which might involve the payment of additional taxes, the adjustment of certain deferred taxes and/or the recognition of tax benefits. It is also possible that new issues might be raised by tax authorities which could necessitate increases to the balance of UTPs. As the Company is unable to predict the timing or outcome of these audits, it is therefore unable to estimate the amount of changes to the balance of UTPs at this time. However, the Company believes that it has adequately provided for its financial exposure relating to all open tax years by tax jurisdiction in accordance with the applicable provisions of Topic 740 of the ASC regarding UTPs.

The following table shows the amount the Company paid for income taxes:

| | Six Months Ended June 30, | |
|-------------------|------------------------------|---------|
| | 2018 | 2017 |
| Income taxes paid | \$ 237.3 | \$ 83.9 |

Table of Contents**NOTE 6. WEIGHTED AVERAGE SHARES OUTSTANDING**

Below is a reconciliation of basic to diluted shares outstanding:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|--------------|------------------------------|--------------|
| | 2018 | 2017 | 2018 | 2017 |
| Basic | 191.9 | 191.0 | 191.6 | 191.1 |
| Dilutive effect of shares issuable under stock-based compensation plans | 2.5 | 2.8 | 2.9 | 3.0 |
| Diluted | 194.4 | 193.8 | 194.5 | 194.1 |
| Anti-dilutive options to purchase common shares and restricted stock as well as contingently issuable restricted stock which are excluded from the table above | 0.5 | 0.7 | 0.7 | 1.0 |

The calculation of diluted EPS requires certain assumptions regarding the use of both cash proceeds and assumed proceeds that would be received upon the exercise of stock options and vesting of restricted stock outstanding as of June 30, 2018 and 2017.

NOTE 7. CASH EQUIVALENTS AND INVESTMENTS

The table below provides additional information on the Company's cash equivalents and investments:

| | As of June 30, 2018 | | | | | |
|--|---------------------|------------------------------|---------------|------------------------------|---------------------------|-----------------|
| | Cost | Gross Unrealized Gains | Fair Value | Balance sheet location | | |
| | | | | Cash and cash equivalents | Short-term investments | Other assets |
| Money market mutual funds | \$ 35.6 | \$ | \$ 35.6 | \$ 35.6 | \$ | \$ |
| Certificates of deposit and money market deposit accounts ⁽¹⁾ | \$ 421.9 | \$ | \$ 421.9 | \$ 315.1 | \$ 101.2 | \$ 5.6 |
| Fixed maturity and open ended mutual funds ⁽²⁾ | \$ 37.3 | \$ 5.1 | \$ 42.4 | \$ | \$ | \$ 42.4 |

| | As of December 31, 2017 | | | | | |
|--|-------------------------|------------------------------|---------------|------------------------------|---------------------------|-----------------|
| | Cost | Gross Unrealized Gains | Fair Value | Balance sheet location | | |
| | | | | Cash and cash equivalents | Short-term investments | Other assets |
| Money market mutual funds | \$ 42.2 | \$ | \$ 42.2 | \$ 42.2 | \$ | \$ |
| Certificates of deposit and money market deposit accounts ⁽¹⁾ | \$ 351.4 | \$ | \$ 351.4 | \$ 238.6 | \$ 111.8 | \$ 1.0 |
| Fixed maturity and open ended mutual funds ⁽²⁾ | \$ 16.8 | \$ 4.3 | \$ 21.1 | \$ | \$ | \$ 21.1 |

⁽¹⁾ Consists of time deposits and money market deposit accounts. The remaining contractual maturities for the certificates of deposits classified as short-term investments were one to 12 months at both June 30, 2018 and December 31, 2017. The remaining contractual maturities for the certificates of deposits classified in other assets are 13 to 42 months at June 30, 2018 and 15 to 48 months at December 31, 2017. Time deposits with a maturity of less than 90 days at time of purchase are classified as cash and cash equivalents.

⁽²⁾ Consists of investments in fixed maturity mutual funds and open-ended mutual funds. The remaining contractual maturities for the fixed maturity instruments is one month at June 30, 2018 and range from six months to seven months at December 31, 2017.

As a result of the adoption of ASU 2016-01, as further discussed in Note 1 and Note 2, the money market mutual funds and the fixed maturity and open-ended mutual funds in the table above are deemed to be equity securities with readily determinable fair values with changes in the fair value recognized through net income under ASC Topic 321. The fair value of these instruments is determined using Level 1 inputs as defined in the ASC.

Table of Contents**NOTE 8. ACQUISITIONS**

The business combinations described below are accounted for using the acquisition method of accounting whereby assets acquired and liabilities assumed were recognized at fair value on the date of the transaction. Any excess of the purchase price over the fair value of the assets acquired and liabilities assumed was recorded to goodwill.

Bureau van Dijk

On August 10, 2017, a subsidiary of the Company acquired 100% of Yellow Maple I B.V., an indirect parent company of Bureau van Dijk Electronic Publishing B.V., a global provider of business intelligence and company information products. The cash payment of \$3,542.0 million was funded with a combination of cash on hand, primarily offshore, and new debt financing. The acquisition extends Moody's position as a leader in risk data and analytical insight.

Shown below is the purchase price allocation, which summarizes the fair value of the assets and liabilities assumed, at the date of acquisition:

| | |
|---|------------|
| (Amounts in millions) | |
| Current assets | \$ 158.4 |
| Property and equipment, net | 4.2 |
| Intangible assets: | |
| Customer relationships (23 year weighted average life) | \$ 998.7 |
| Product technology (12 year weighted average life) | 258.5 |
| Trade name (18 year weighted average life) | 82.3 |
| Database (10 year weighted average life) | 12.9 |
| Total intangible assets (21 year weighted average life) | 1,352.4 |
| Goodwill | 2,614.7 |
| Other assets | 5.9 |
| Liabilities | |
| Deferred revenue | \$ (101.1) |
| Accounts payable and accrued liabilities | (44.3) |
| Deferred tax liabilities, net | (329.8) |
| Other liabilities | (118.4) |
| Total liabilities | (593.6) |
| Net assets acquired | \$ 3,542.0 |

The Company has substantially completed the valuation analysis of the fair market value of assets and liabilities of the Bureau van Dijk business. The final allocation may include changes in allocations to acquired intangible assets as well as goodwill and other changes to assets and liabilities including reserves for uncertain tax positions and deferred tax liabilities. The determination of estimated useful lives of acquired intangibles assets is also substantially complete. Current assets in the table above include acquired cash of \$36.0 million. Additionally, current assets include accounts receivable of approximately \$88.0 million (net of an allowance for uncollectible accounts of \$3.7 million).

Table of Contents

The acquired deferred revenue balance of approximately \$154 million was reduced by \$53 million as part of acquisition accounting to establish the fair value of deferred revenue. This will reduce reported revenue by \$53 million over the remaining contractual period of in-progress customer arrangements assumed as of the acquisition date. This resulted in approximately \$6 million and \$16 million less in reported revenue for the three and six months ended June 30, 2018, respectively, with the remaining approximate \$2 million to reduce revenue in subsequent quarterly periods during 2018. Amortization of acquired intangible assets was \$18.0 million and \$36.6 million for three months and six months ended June 30, 2018, respectively.

Goodwill

Under the acquisition method of accounting for business combinations, the excess of the purchase price over the fair value of the net assets acquired is allocated to goodwill. Goodwill typically results through expected synergies from combining operations of an acquiree and an acquirer, anticipated new customer acquisition and products, as well as from intangible assets that do not qualify for separate recognition. The goodwill recognized as a result of this acquisition includes, among other things, the value of combining the complementary product portfolios of the Company and Bureau van Dijk, which is expected to extend the Company's reach to new and evolving market segments as well as cost savings synergies, expected new customer acquisitions and products.

Goodwill, which has been assigned to the MA segment, is not deductible for tax purposes.

Bureau van Dijk is a separate reporting unit for purposes of the Company's annual goodwill impairment assessment.

Other Liabilities Assumed

In connection with the acquisition, the Company assumed liabilities relating to UTPs as well as deferred tax liabilities which relate to acquired intangible assets. These items are included in other liabilities in the table above.

Supplementary Unaudited Pro Forma Information

Supplemental information on an unaudited pro forma basis is presented below for the six months ended June 30, 2017 as if the acquisition of Bureau van Dijk occurred on January 1, 2016. The pro forma financial information is presented for comparative purposes only and is based on certain estimates and assumptions, which the Company believes to be reasonable but not necessarily indicative of future results of operations or the results that would have been reported if the acquisition had been completed at January 1, 2016. The unaudited pro forma information includes amortization of acquired intangible assets based on the purchase price allocation and an estimate of useful lives reflected above, and incremental financing costs resulting from the acquisition, net of income tax, which was estimated using the weighted average statutory tax rates in effect in the jurisdiction for which the pro forma adjustment relates.

| (Amounts in millions) | For six months ended June 30, 2017 |
|--|---|
| Pro forma Revenue | \$ 2,115.3 |
| Pro forma Net Income attributable to Moody's | \$ 656.9 |

The unaudited pro forma results do not include any anticipated cost savings or other effects of the planned integration of Bureau van Dijk. Accordingly, the pro forma results above are not necessarily indicative of the results that would have been reported if the acquisition had occurred on the dates indicated, nor are the pro forma results indicative of results which may occur in the future. The Bureau van Dijk results included in the table above have been converted to U.S. GAAP from IFRS as issued by the IASB and have been translated to USD at rates in effect for the periods presented.

SCDM Financial

On February 13, 2017, a subsidiary of the Company acquired the structured finance data and analytics business of SCDM Financial. The aggregate purchase price was not material and the near term impact to the Company's operations and cash flow is not expected to be material. This business unit operates in the MA reportable segment and goodwill related to this acquisition has been allocated to the RD&A reporting unit.

Table of Contents**NOTE 9. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES**

The Company is exposed to global market risks, including risks from changes in FX rates and changes in interest rates. Accordingly, the Company uses derivatives in certain instances to manage the aforementioned financial exposures that occur in the normal course of business. The Company does not hold or issue derivatives for speculative purposes.

Derivatives and non-derivative instruments designated as accounting hedges:***Interest Rate Swaps***

The Company has entered into interest rate swaps to convert the fixed interest rate on certain of its long-term debt to a floating interest rate based on the 3-month LIBOR. The purpose of these hedges is to mitigate the risk associated with changes in the fair value of the long-term debt, thus the Company has designated these swaps as fair value hedges. The fair value of the swaps is adjusted quarterly with a corresponding adjustment to the carrying value of the debt. The changes in the fair value of the swaps and the underlying hedged item generally offset and the net cash settlements on the swaps are recorded each period within interest expense, net in the Company's consolidated statement of operations.

The following table summarizes the Company's interest rate swaps designated as fair value hedges:

| Hedged Item | Nature of Swap | Notional Amount | | Floating Interest Rate |
|----------------------------|----------------------------|------------------------------------|--|-------------------------------|
| | | As of June 30, 2018 | As of December 31, 2017 | |
| 2010 Senior Notes due 2020 | Pay Floating/Receive Fixed | \$500.0 | \$500.0 | 3-month LIBOR |
| 2017 Senior Notes due 2021 | Pay Floating/Receive Fixed | \$500.0 | \$ | 3-month LIBOR |
| 2014 Senior Notes due 2019 | Pay Floating/Receive Fixed | \$450.0 | \$450.0 | 3-month LIBOR |
| 2012 Senior Notes due 2022 | Pay Floating/Receive Fixed | \$ 80.0 | \$ 80.0 | 3-month LIBOR |

Refer to Note 15 for information on the cumulative amount of fair value hedging adjustments included in the carrying amount of the above hedged items.

Table of Contents

The following table summarizes the impact to the statement of operations of the Company's interest rate swaps designated as fair value hedges:

| | Amount of income/(loss) recognized in the consolidated statements of operations | | | | |
|--|---|-----------|--------------------------------------|-----------|----------|
| | Three Months Ended June 30, 2018 | | Six Months Ended June 30, 2017 | | |
| Total amounts of financial statement line item presented in the statements of operations in which the effects of fair value hedges are recorded | | | | | |
| Interest expense, net | \$ (53.4) | \$ (49.7) | \$ (104.1) | \$ (97.1) | |
| Descriptions | Location on Statement of Operations | | | | |
| Net interest settlements and accruals on interest rate swaps | Interest expense, net | \$ (0.4) | \$ 1.8 | \$ (0.5) | \$ 4.2 |
| Fair value changes on interest rate swaps | Interest expense, net | \$ (2.3) | \$ 3.1 | \$ (11.5) | \$ 0.1 |
| Fair value changes on hedged debt | Interest expense, net | \$ 2.3 | \$ (3.1) | \$ 11.5 | \$ (0.1) |

Cash flow hedges

In conjunction with the issuance of the 2015 Senior Notes, the Company entered into a cross-currency swap to exchange 100 million for U.S. dollars on the date of the settlement of the notes. The purpose of this cross-currency swap was to mitigate FX risk on the remaining principal balance on the 2015 Senior Notes that initially was not designated as a net investment hedge. Under the terms of the swap, the Company paid the counterparty interest on the \$110.5 million received at 3.945% per annum and the counterparty paid the Company interest on the 100 million paid at 1.75% per annum. These interest payments were settled in March of each year, beginning in 2016, until early termination of the cross-currency swap in 2017 which was at the discretion of the Company. In March 2016, the Company designated these cross-currency swaps as cash flow hedges. Accordingly, changes in fair value subsequent to the date the swaps were designated as cash flow hedges were recognized in OCI. Gains and losses on the swaps initially recognized in OCI were reclassified to the statement of operations in the period in which changes in the underlying hedged item affects net income. On December 18, 2017, the Company terminated the cross-currency swap and designated the full 500 million principal of the 2015 Senior Notes as a net investment hedge as discussed below.

Net investment hedges

The Company has designated 500 million of the 2015 Senior Notes Due 2027 as a net investment hedge. This hedge is intended to mitigate FX exposure related to a portion of the Company's euro net investment in certain foreign subsidiaries against changes in euro/USD exchange rates. This net investment hedge is designated as an accounting hedge under the applicable sections of Topic 815 of the ASC and will end upon the repayment of the notes in 2027 unless terminated earlier at the discretion of the Company.

In addition, during the second quarter of 2018 the Company entered into cross-currency swaps to exchange an aggregate amount of 490.1 million with corresponding interest based on the floating 3-month EURIBOR for an aggregate amount of \$580.0 million with corresponding interest based on the floating 3-month U.S. LIBOR, which were designated as net investment hedges under ASC Topic 815. The purpose of these cross-currency swaps is to mitigate FX exposure related to a portion of the Company's euro net investments in certain foreign subsidiaries against changes in euro/USD exchange rates. These hedges will expire and be settled in 2021 and 2022 for 422.5 million and 67.6 million of the total notional amount, respectively, unless terminated early at the discretion of the Company.

Table of Contents

Beginning in 2018 with the Company's initial application of ASU 2017-12, net periodic interest settlements and accruals on the cross currency swaps (which would include any cross-currency basis spread adjustment) are reported directly in interest expense, net. Changes in the fair value of the cross-currency swaps resulting from changes in the foreign exchange spot rate will continue to be recorded within the cumulative translation component of OCI.

The following table provides information on the gains/(losses) on the Company's net investment and cash flow hedges:

| | Amount of Gain/(Loss) Recognized in AOCI on Derivative, net of Tax | | Amount of Gain/(Loss) Reclassified from AOCI into Income, net of Tax | | Gain/(Loss) Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing) | |
|---|--|------------------|--|-----------------------|---|---------------------|
| | Three Months Ended June 30, | | Three Months Ended June 30, | | Three Months Ended June 30, | |
| | 2018 | 2017 (a) | 2018 | 2017 (a) | 2018 (c) | 2017 (d) |
| Derivative and Non-Derivative Instruments in Net | | | | | | |
| Investment Hedging Relationships | | | | | | |
| Cross currency swaps | \$ 4.0 | \$ 0.8 | \$ | \$ | \$ 2.1 | \$ |
| FX forwards | | 0.8 | | | | |
| Long-term debt | 23.4 | (17.5) | | | | |
| Total net investment hedges | \$ 27.4 | \$ (16.7) | \$ | \$ | \$ 2.1 | \$ |
| Derivatives in Cash Flow Hedging Relationships | | | | | | |
| Cross currency swap | \$ | \$ 3.6 | \$ 0.1 | \$ 4.3 ^(b) | \$ | \$ 0.4 |
| Interest rate contracts | | (0.4) | | (1.0) | | |
| Total cash flow hedges | \$ | \$ 3.2 | \$ 0.1 | \$ 3.3 | \$ | \$ 0.4 |
| Total | \$ 27.4 | \$ (13.5) | \$ 0.1 | \$ 3.3 | \$ 2.1 | \$ 0.4 |
| Derivative and Non-Derivative Instruments in Net | | | | | | |
| Investment Hedging Relationships | | | | | | |
| | Six Months Ended June 30, | | Six Months Ended June 30, | | Six Months Ended June 30, | |
| | 2018 | 2017 (a) | 2018 | 2017 (a) | 2018 ^(c) | 2017 ^(d) |
| Cross currency swaps | \$ 4.0 | \$ 0.8 | \$ | \$ | \$ 2.1 | \$ |
| FX forwards | | 0.8 | | | | |
| Long-term debt | 12.5 | (21.1) | | | | |
| Total net investment hedges | \$ 16.5 | \$ (20.3) | \$ | \$ | \$ 2.1 | \$ |
| Derivatives in Cash Flow Hedging Relationships | | | | | | |
| Cross currency swap | \$ 1.5 | \$ 3.4 | \$ 0.2 | \$ 5.3 ^(b) | \$ | \$ 0.4 |
| Interest rate contracts | | (0.4) | | (1.1) | | |
| Total cash flow hedges | \$ 1.5 | \$ 3.0 | \$ 0.2 | \$ 4.2 | \$ | \$ 0.4 |

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

| | | | | | | |
|--------------|----------------|-----------|---------------|--------|---------------|--------|
| Total | \$ 18.0 | \$ (17.3) | \$ 0.2 | \$ 4.2 | \$ 2.1 | \$ 0.4 |
|--------------|----------------|-----------|---------------|--------|---------------|--------|

- (a) For the three and six months ended June 30, 2017, amount of gain or (loss) represents only the effective portion of the hedging relationship as this period was prior to the Company's 2018 initial application of ASU 2017-12.
- (b) For the three and six months ended June 30, 2017, reflects \$7.1 million and \$8.6 million, respectively in gains recorded in other non-operating income (expense), net and \$2.8 million and \$3.3 million relating to the tax effect of the aforementioned item.
- (c) Effective with the adoption of ASU 2017-12, the Company has elected to assess the effectiveness of its net investment hedges based on changes in spot exchange rates. Accordingly, amounts recognized directly into Net Income during the three and six months ended June 30, 2018 related to its cross-currency swaps represent net periodic interest settlements and accruals which are recognized in interest expense, net.
- (d) For the three and six months ended June 30, 2017, amount of gain or (loss) recognized directly into income represents the ineffective portion of the hedging relationship. No hedging instruments for which ineffectiveness was recognized directly into Net Income in 2017 or in years prior were outstanding at the date of adoption of ASU 2017-12.

Table of Contents

The cumulative amount of net investment hedge and cash flow hedge gains (losses) remaining in AOCI is as follows:

| | Cumulative Gains/(Losses), net of tax | |
|--------------------------------------|---------------------------------------|----------------------|
| | June 30, 2018 | December 31, 2017 |
| <i>Net investment hedges</i> | | |
| Cross currency swaps | \$ 4.0 | \$ |
| FX forwards | 23.5 | 23.5 |
| Long-term debt | (12.2) | (24.7) |
| Total net investment hedges | \$ 15.3 | \$ (1.2) |
| <i>Cash flow hedges</i> | | |
| Interest rate contracts | \$ (0.4) | \$ (0.4) |
| Cross currency swap | 2.6 | 1.3 |
| Total cash flow hedges | 2.2 | 0.9 |
| Total net gain (loss) in AOCI | \$ 17.5 | \$ (0.3) |

Derivatives not designated as accounting hedges:*Foreign exchange forwards*

The Company also enters into foreign exchange forwards to mitigate the change in fair value on certain assets and liabilities denominated in currencies other than a subsidiary's functional currency. These forward contracts are not designated as accounting hedges under the applicable sections of Topic 815 of the ASC. Accordingly, changes in the fair value of these contracts are recognized immediately in other non-operating (expense) income, net in the Company's consolidated statements of operations along with the FX gain or loss recognized on the assets and liabilities denominated in a currency other than the subsidiary's functional currency. These contracts have expiration dates at various times through November 2018.

The following table summarizes the notional amounts of the Company's outstanding foreign exchange forwards:

| | June 30, 2018 | | December 31, 2017 | |
|---|------------------|-----------|----------------------|-----------|
| | Sell | Buy | Sell | Buy |
| Notional amount of currency pair: | | | | |
| Contracts to sell USD for GBP | \$ 707.7 | £ 511.1 | \$ 484.7 | £ 362.3 |
| Contracts to sell USD for Japanese Yen | \$ 25.5 | ¥ 2,700.0 | \$ 24.3 | ¥ 2,700.0 |
| Contracts to sell USD for Canadian dollars | \$ 69.2 | C\$ 89.0 | \$ 51.7 | C\$ 64.0 |
| Contracts to sell USD for Singapore dollars | \$ 8.1 | S\$ 11.0 | \$ 39.2 | S\$ 53.0 |
| Contracts to sell USD for Euros | \$ 75.2 | 63.3 | \$ 465.2 | 390.0 |

NOTE: € = Euro, £ = British pound, \$ = U.S. dollar, ¥ = Japanese Yen, C\$ = Canadian dollar, S\$ = Singapore dollars

Foreign Exchange Options

The Company entered into a foreign currency collar in 2017 consisting of option contracts to economically hedge the Bureau van Dijk euro denominated purchase price (as discussed further in Note 8 of the financial statements). These option contracts were not designated as accounting hedges under the applicable sections of Topic 815 of the ASC. The foreign currency option contracts consisted of separate put and call options each in the aggregate notional amount of 2.7 billion. This collar was settled at the end of July 2017, in advance of the August 10, 2017 closing of the Bureau van Dijk acquisition.

Table of Contents

The following table summarizes the impact to the consolidated statements of operations relating to the net (losses) gains on the Company's derivatives which are not designated as hedging instruments:

| Derivatives not designated as accounting hedges | Location on Statement of Operations | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|-------------------------------------|-----------------------------|---------|---------------------------|---------|
| | | 2018 | 2017 | 2018 | 2017 |
| Foreign exchange forwards | Other non-operating income, net | \$ (44.9) | \$ 7.1 | \$ (17.3) | \$ 4.8 |
| FX collar relating to Bureau van Dijk acquisition | Purchase Price Hedge Gain | | 41.2 | | 41.2 |
| | | \$ (44.9) | \$ 48.3 | \$ (17.3) | \$ 46.0 |

The table below shows the classification between assets and liabilities on the Company's consolidated balance sheets for the fair value of the derivative instrument as well as the carrying value of its non-derivative debt instruments designated and qualifying as net investment hedges:

| | Balance Sheet Location | Derivative and Non-Derivative Instruments | |
|---|--|---|-------------------|
| | | June 30, 2018 | December 31, 2017 |
| Assets: | | | |
| <i>Derivatives designated as accounting hedges:</i> | | | |
| Cross-currency swaps designated as net investment hedges | Other assets | \$ 5.4 | \$ |
| Interest rate swaps | Other assets | | 0.5 |
| Total derivatives designated as accounting hedges | | 5.4 | 0.5 |
| <i>Derivatives not designated as accounting hedges:</i> | | | |
| FX forwards on certain assets and liabilities | Other current assets | 0.4 | 12.5 |
| Total assets | | \$ 5.8 | \$ 13.0 |
| Liabilities: | | | |
| <i>Derivatives designated as accounting hedges:</i> | | | |
| Interest rate swaps | Other non-current liabilities | \$ 14.5 | \$ 3.5 |
| Total derivatives designated as accounting hedges | | 14.5 | 3.5 |
| <i>Non-derivative instrument designated as accounting hedge</i> | | | |
| Long-term debt designated as net investment hedge | Long-term debt | 583.8 | 600.4 |
| <i>Derivatives not designated as accounting hedges:</i> | | | |
| FX forwards on certain assets and liabilities | Accounts payable and accrued liabilities | 33.3 | 2.0 |
| Total liabilities | | \$ 631.6 | \$ 605.9 |

Table of Contents**NOTE 10. GOODWILL AND OTHER ACQUIRED INTANGIBLE ASSETS**

The following table summarizes the activity in goodwill for the periods indicated:

| | Six Months Ended June 30, 2018 | | | | | | | | |
|--|--------------------------------|-------------------------------|--------------|----------------|-------------------------------|--------------|----------------|-------------------------------|--------------|
| | MIS | | | MA | | | Consolidated | | |
| | Gross goodwill | Accumulated impairment charge | Net goodwill | Gross goodwill | Accumulated impairment charge | Net goodwill | Gross goodwill | Accumulated impairment charge | Net goodwill |
| Balance at beginning of year | \$ 285.2 | \$ | \$ 285.2 | \$ 3,480.2 | \$ (12.2) | \$ 3,468.0 | \$ 3,765.4 | \$ (12.2) | \$ 3,753.2 |
| Additions/adjustments | | | | (4.3) | | (4.3) | (4.3) | | (4.3) |
| Foreign currency translation adjustments | | | | (86.2) | | (86.2) | (86.2) | | (86.2) |
| Ending balance | \$ 285.2 | \$ | \$ 285.2 | \$ 3,389.7 | \$ (12.2) | \$ 3,377.5 | \$ 3,674.9 | \$ (12.2) | \$ 3,662.7 |

| | Year ended December 31, 2017 | | | | | | | | |
|--|------------------------------|-------------------------------|--------------|----------------|-------------------------------|--------------|----------------|-------------------------------|--------------|
| | MIS | | | MA | | | Consolidated | | |
| | Gross goodwill | Accumulated impairment charge | Net goodwill | Gross goodwill | Accumulated impairment charge | Net goodwill | Gross goodwill | Accumulated impairment charge | Net goodwill |
| Balance at beginning of year | \$ 277.0 | \$ | \$ 277.0 | \$ 758.8 | \$ (12.2) | \$ 746.6 | \$ 1,035.8 | \$ (12.2) | \$ 1,023.6 |
| Additions/adjustments | | | | 2,622.6 | | 2,622.6 | 2,622.6 | | 2,622.6 |
| Foreign currency translation adjustments | 8.2 | | 8.2 | 98.8 | | 98.8 | 107.0 | | 107.0 |
| Ending balance | \$ 285.2 | \$ | \$ 285.2 | \$ 3,480.2 | \$ (12.2) | \$ 3,468.0 | \$ 3,765.4 | \$ (12.2) | \$ 3,753.2 |

The 2018 additions/adjustments for the MA segment in the table above relate to certain adjustments relating to Bureau van Dijk's acquired accounts payable and accrued liabilities as of the acquisition date.

The 2017 additions/adjustments for the MA segment in the table above relate to the acquisition of Bureau van Dijk and structured finance data and analytics business of SCDM.

Acquired intangible assets and related amortization consisted of:

| | June 30, 2018 | December 31, 2017 |
|-----------------------------|---------------|-------------------|
| Customer relationships | \$ 1,312.7 | \$ 1,345.1 |
| Accumulated amortization | (186.9) | (159.9) |
| Net customer relationships | 1,125.8 | 1,185.2 |
| Trade secrets | 29.9 | 30.2 |
| Accumulated amortization | (28.1) | (28.1) |
| Net trade secrets | 1.8 | 2.1 |
| Software/product technology | 349.0 | 358.6 |

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

| | | |
|---------------------------------------|-------------------|------------|
| Accumulated amortization | (89.8) | (78.0) |
| Net software/product technology | 259.2 | 280.6 |
| Trade names | 158.8 | 161.6 |
| Accumulated amortization | (31.0) | (26.7) |
| Net trade names | 127.8 | 134.9 |
| Other ⁽¹⁾ | 56.8 | 57.4 |
| Accumulated amortization | (30.0) | (28.6) |
| Net other | 26.8 | 28.8 |
| Total acquired intangible assets, net | \$ 1,541.4 | \$ 1,631.6 |

⁽¹⁾ Other intangible assets primarily consist of databases, covenants not to compete, and acquired ratings methodologies and models.

Table of Contents

Amortization expense relating to acquired intangible assets is as follows:

| | Three Months Ended | | Six Months Ended | |
|----------------------|--------------------|--------|------------------|---------|
| | June 30, | | June 30, | |
| | 2018 | 2017 | 2018 | 2017 |
| Amortization expense | \$ 25.1 | \$ 8.6 | \$ 50.8 | \$ 17.1 |

Estimated future amortization expense for acquired intangible assets subject to amortization is as follows:

| Year Ending December 31, | |
|--|-------------------|
| 2018 (after June 30) | \$ 49.2 |
| 2019 | 94.8 |
| 2020 | 92.4 |
| 2021 | 92.2 |
| 2022 | 91.5 |
| Thereafter | 1,121.3 |
| Total estimated future amortization | \$ 1,541.4 |

Amortizable intangible assets are reviewed for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the estimated undiscounted future cash flows are lower than the carrying amount of the related asset, a loss is recognized for the difference between the carrying amount and the estimated fair value of the asset. There were no impairments to intangible assets during the six months ended June 30, 2018 and 2017.

Table of Contents**NOTE 11. FAIR VALUE**

The table below presents information about items that are carried at fair value at June 30, 2018 and December 31, 2017:

| Description | Fair Value Measurement as of June 30, 2018 | | |
|--|--|----------------|----------------|
| | Balance | Level 1 | Level 2 |
| Assets: | | | |
| Derivatives ^(a) | \$ 5.8 | \$ | \$ 5.8 |
| Money market mutual funds | 35.6 | 35.6 | |
| Fixed maturity and open ended mutual funds | 42.4 | 42.4 | |
| Total | \$ 83.8 | \$ 78.0 | \$ 5.8 |
| Liabilities: | | | |
| Derivatives ^(a) | \$ 47.8 | \$ | \$ 47.8 |
| Total | \$ 47.8 | \$ | \$ 47.8 |

| Description | Fair Value Measurement as of December 31, 2017 | | |
|--|--|----------------|----------------|
| | Balance | Level 1 | Level 2 |
| Assets: | | | |
| Derivatives ^(a) | \$ 13.0 | \$ | \$ 13.0 |
| Money market mutual funds | 42.2 | 42.2 | |
| Fixed maturity and open ended mutual funds | 21.1 | 21.1 | |
| Total | \$ 76.3 | \$ 63.3 | \$ 13.0 |
| Liabilities: | | | |
| Derivatives ^(a) | \$ 5.5 | \$ | \$ 5.5 |
| Total | \$ 5.5 | \$ | \$ 5.5 |

^(a) Represents FX forwards on certain assets and liabilities as well as interest rate swaps and cross-currency swaps as more fully described in Note 9 to the condensed consolidated financial statements.

The following are descriptions of the methodologies utilized by the Company to estimate the fair value of its derivative contracts, fixed maturity plans, and money market mutual funds:

Derivatives:

In determining the fair value of the derivative contracts in the table above, the Company utilizes industry standard valuation models. Where applicable, these models project future cash flows and discount the future amounts to a present value using spot rates, forward points, currency volatilities, interest rates as well as the risk of non-performance of the Company and the counterparties with whom it has derivative contracts. The Company established strict counterparty credit guidelines and only enters into transactions with financial institutions that adhere to these guidelines. Accordingly, the risk of counterparty default is deemed to be minimal.

Fixed maturity and open-ended mutual funds:

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

As a result of the adoption of ASU 2016-01, as further discussed in Note 1 and Note 2, the fixed maturity and open-ended mutual funds in the table above are deemed to be equity securities with readily determinable fair values with changes in the fair value recognized through net income under ASC Topic 321. Prior to the Company's adoption of ASU No. 2016-01, any unrealized gains and losses were recognized through OCI until the instruments matured or were sold. The fair value of these instruments is determined using Level 1 inputs as defined in the ASC.

Money market mutual funds:

Similar to fixed maturity and open-ended mutual funds, the money market mutual funds in the table above are deemed to be equity securities with readily determinable fair values with changes in the fair value recognized through net income under ASC Topic 321 as required by ASU 2016-01. The money market mutual funds represent publicly traded funds with a stable \$1 net asset value.

Table of Contents**NOTE 12. OTHER BALANCE SHEET AND STATEMENT OF OPERATIONS INFORMATION**

The following tables contain additional detail related to certain balance sheet captions:

| | June 30, 2018 | December 31, 2017 |
|--|------------------|----------------------|
| Other current assets: | | |
| Prepaid taxes | \$ 114.7 | \$ 94.9 |
| Prepaid expenses | 83.5 | 91.7 |
| Capitalized costs to obtain and fulfill sales contracts ⁽¹⁾ | 38.0 | 15.9 |
| Other | 50.7 | 47.6 |
| | | |
| Total other current assets | \$ 286.9 | \$ 250.1 |
| | | |
| | June 30, 2018 | December 31, 2017 |
| Other assets: | | |
| Investments in joint ventures | \$ 107.2 | \$ 99.1 |
| Deposits for real-estate leases | 11.9 | 12.3 |
| Indemnification assets related to acquisitions | 16.3 | 17.0 |
| Mutual funds and fixed deposits | 48.0 | 22.1 |
| Costs to obtain sales contracts ⁽¹⁾ | 67.1 | |
| Other | 8.5 | 9.4 |
| | | |
| Total other assets | \$ 259.0 | \$ 159.9 |

⁽¹⁾ The 2018 amount reflects capitalized costs to obtain sales contracts (sales commissions) pursuant to the adoption of the New Revenue Accounting Standard, which are amortized over an average 7 year period as well as costs incurred and capitalized for in process ratings (current assets only).

Table of Contents

| | June 30, 2018 | December 31, 2017 |
|--|------------------|----------------------|
| Accounts payable and accrued liabilities: | | |
| Salaries and benefits | \$ 93.3 | \$ 129.6 |
| Incentive compensation | 95.2 | 246.7 |
| Customer credits, advanced payments and advanced billings | 23.2 | 22.2 |
| Self-insurance reserves | 11.7 | 8.1 |
| Dividends | 4.4 | 6.2 |
| Professional service fees | 62.8 | 47.1 |
| Interest accrued on debt | 66.0 | 73.9 |
| Accounts payable | 22.5 | 21.8 |
| Income taxes | 85.1 | 79.2 |
| Pension and other retirement employee benefits (see Note 14) | 5.9 | 5.9 |
| Accrued royalties | 13.8 | 26.4 |
| Foreign exchange forwards on certain assets and liabilities | 33.3 | 2.0 |
| Other | 76.4 | 81.2 |
| Total accounts payable and accrued liabilities | \$ 593.6 | \$ 750.3 |

| | June 30, 2018 | December 31, 2017 |
|--|------------------|----------------------|
| Other liabilities: | | |
| Pension and other retirement employee benefits (see Note 14) | \$ 260.4 | \$ 244.5 |
| Deferred rent - non-current portion | 98.6 | 103.1 |
| Interest accrued on UTPs | 55.4 | 54.7 |
| Other tax matters | 1.3 | 1.3 |
| Income tax liability - non-current ⁽²⁾ | 173.2 | 232.2 |
| Interest rate swaps | 14.5 | 3.5 |
| Other | 22.5 | 24.7 |
| Total other liabilities | \$ 625.9 | \$ 664.0 |

⁽²⁾ Primarily reflects the transition tax pursuant to the Tax Act, which was enacted into law in December 2017.

Changes in the Company's self-insurance reserves for claims insured by the Company's wholly-owned insurance subsidiary, which primarily relate to legal defense costs for claims from prior years, are as follows:

| | Six Months Ended June 30, 2018 | Year Ended December 31, 2017 |
|---------------------------|-----------------------------------|---------------------------------|
| Balance January 1, | \$ 8.1 | \$ 11.1 |
| Accruals (reversals), net | 4.2 | 9.6 |
| Payments | (0.6) | (12.6) |
| Balance | \$ 11.7 | \$ 8.1 |

Table of Contents**Other Non-Operating Income (Expense):**

The following table summarizes the components of other non-operating income (expense):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|-----------------------------|----------------|---------------------------|---------------|
| | 2018 | 2017 | 2018 | 2017 |
| FX gain/(loss) | \$ 6.2 | \$ 3.8 | \$ 0.3 | \$ (5.8) |
| Net periodic pension costs - other components ⁽¹⁾ | 2.9 | 2.1 | 5.2 | 3.8 |
| Joint venture income | 4.6 | 4.0 | 5.9 | 5.0 |
| Other | 1.2 | 0.5 | 4.5 | (0.3) |
| Total | \$ 14.9 | \$ 10.4 | \$ 15.9 | \$ 2.7 |

⁽¹⁾ The Company adopted ASU No. 2017-07 in the first quarter of 2018, whereby all components of pension expense except for the service cost component are required to be presented in other non-operating income. The service cost component continues to be reported as an operating expense.

Noncontrolling Interests:

The following table summarizes the changes in the Company's noncontrolling interests:

| | Noncontrolling Interests |
|---|--------------------------|
| Balance at December 31, 2016 | \$ 197.7 |
| Net income | 7.1 |
| Dividends | (3.3) |
| Purchase of noncontrolling interest | (1.0) |
| Non-controlling interests portion of foreign currency translation adjustments | 13.0 |
| Net realized and unrealized gain on available for sale securities | (0.7) |
| Balance at December 31, 2017 | \$ 212.8 |
| Net income | 5.6 |
| Dividends | (1.3) |
| Non-controlling interests portion of foreign currency translation adjustments | 0.1 |
| Balance at June 30, 2018 | \$ 217.2 |

Table of Contents**NOTE 13. COMPREHENSIVE INCOME AND ACCUMULATED OTHER COMPREHENSIVE INCOME**

The following table provides details about the reclassifications out of AOCI:

| | Three Months Ended June 30, 2018 | Six Months Ended June 30, 2018 | Affected line in the consolidated statement of operations |
|--|-------------------------------------|-----------------------------------|--|
| Gains on cash flow hedges | | | |
| Cross-currency swap | \$ 0.1 | \$ 0.2 | Interest expense, net |
| Income tax effect of items above | | | Provision for income taxes |
| Total net gains on cash flow hedges | 0.1 | 0.2 | |
| Pension and other retirement benefits | | | |
| Amortization of actuarial losses and prior service costs included in net income | (0.7) | (1.6) | Operating expense |
| Amortization of actuarial losses and prior service costs included in net income | (0.3) | (0.8) | SG&A expense |
| Total before income taxes | (1.0) | (2.4) | |
| Income tax effect of item above | 0.3 | 0.7 | Provision for income taxes |
| Total pension and other retirement benefits | (0.7) | (1.7) | |
| Total losses included in Net Income attributable to reclassifications out of AOCI | \$ (0.6) | \$ (1.5) | |

| | Three Months Ended June 30, 2017 | Six Months Ended June 30, 2017 | Affected line in the consolidated statement of operations |
|---|-------------------------------------|-----------------------------------|--|
| Gains on cash flow hedges | | | |
| Cross-currency swap | \$ 7.1 | \$ 8.6 | Other non-operating expense, net |
| Treasury rate lock | (1.0) | (1.1) | Interest expense, net net |
| Total before income taxes | 6.1 | 7.5 | |
| Income tax effect of item above | (2.8) | (3.3) | Provision for income taxes |
| Total net gains on cash flow hedges | 3.3 | 4.2 | |
| Pension and other retirement benefits | | | |
| Amortization of actuarial losses and prior service costs included in net income | (1.2) | (2.7) | Operating expense |
| Amortization of actuarial losses and prior service costs included in net income | (0.7) | (1.6) | SG&A expense |
| Total before income taxes | (1.9) | (4.3) | |
| Income tax effect of item above | 0.8 | 1.7 | Provision for income taxes |
| Total pension and other retirement benefits | (1.1) | (2.6) | |

| | | | | |
|---|----|-----|----|-----|
| Total net gains included in Net Income attributable to reclassifications out of AOCI | \$ | 2.2 | \$ | 1.6 |
|---|----|-----|----|-----|

Table of Contents

The following table shows changes in AOCI by component (net of tax):

| Gains/(Losses) | June 30, 2018 | | | | Three Months Ended | | | June 30, 2017 | | |
|--|---------------------------------------|------------------------------------|--|--|--------------------|---------------------------------------|------------------------------------|--|--|-------------------|
| | Pension and Other Retirement Benefits | Gains/(Losses) on Cash Flow Hedges | Foreign Currency Translation Adjustments | Gains on Available for Sale Securities | Total | Pension and Other Retirement Benefits | Gains/(Losses) on Cash Flow Hedges | Foreign Currency Translation Adjustments | Gains on Available for Sale Securities | Total |
| Balance March 31, | \$ (60.5) | \$ 2.3 | \$ 6.3 | \$ | \$ (51.9) | \$ (78.0) | \$ 0.6 | \$ (283.3) | \$ 3.4 | \$ (357.3) |
| Other comprehensive income/(loss) before reclassifications | 1.2 | | (254.7) | | (253.5) | 4.9 | 3.2 | 41.5 | 0.2 | 49.8 |
| Amounts reclassified from AOCI | 0.7 | (0.1) | | | 0.6 | 1.1 | (3.3) | | | (2.2) |
| Other comprehensive income/(loss) | 1.9 | (0.1) | (254.7) | | (252.9) | 6.0 | (0.1) | 41.5 | 0.2 | 47.6 |
| Balance June 30, | \$ (58.6) | \$ 2.2 | \$ (248.4) | \$ | \$ (304.8) | \$ (72.0) | \$ 0.5 | \$ (241.8) | \$ 3.6 | \$ (309.7) |

| Gains/(Losses) | June 30, 2018 | | | | Six Months Ended | | | June 30, 2017 | | |
|--|---------------------------------------|------------------------------------|--|--|-------------------|---------------------------------------|------------------------------------|--|--|-------------------|
| | Pension and Other Retirement Benefits | Gains/(Losses) on Cash Flow Hedges | Foreign Currency Translation Adjustments | Gains on Available for Sale Securities | Total | Pension and Other Retirement Benefits | Gains/(Losses) on Cash Flow Hedges | Foreign Currency Translation Adjustments | Gains on Available for Sale Securities | Total |
| Balance December 31, | \$ (61.5) | \$ 0.9 | \$ (113.9) | \$ 2.3 | \$ (172.2) | \$ (79.5) | \$ 1.7 | \$ (290.2) | \$ 3.1 | \$ (364.9) |
| Adoption of ASU 2016-01 (Refer to Note 1 and Note 2) | | | | (2.3) | (2.3) | | | | | |
| Other comprehensive income/(loss) before reclassifications | 1.2 | 1.5 | (134.5) | | (131.8) | 4.9 | 3.0 | 48.4 | 0.5 | 56.8 |
| Amounts reclassified from AOCI | 1.7 | (0.2) | | | 1.5 | 2.6 | (4.2) | | | (1.6) |
| Other comprehensive income/(loss) | 2.9 | 1.3 | (134.5) | (2.3) | (132.6) | 7.5 | (1.2) | 48.4 | 0.5 | 55.2 |
| Balance June 30, | \$ (58.6) | \$ 2.2 | \$ (248.4) | \$ | \$ (304.8) | \$ (72.0) | \$ 0.5 | \$ (241.8) | \$ 3.6 | \$ (309.7) |

Table of Contents**NOTE 14. PENSION AND OTHER RETIREMENT BENEFITS**

Moody's maintains funded and unfunded noncontributory Defined Benefit Pension Plans. The U.S. plans provide defined benefits using a cash balance formula based on years of service and career average salary for its employees or final average pay for selected executives. The Company also provides certain healthcare and life insurance benefits for retired U.S. employees. The retirement healthcare plans are contributory; the life insurance plans are noncontributory. Moody's funded and unfunded U.S. pension plans, the U.S. retirement healthcare plans and the U.S. retirement life insurance plans are collectively referred to herein as the Retirement Plans. The U.S. retirement healthcare plans and the U.S. retirement life insurance plans are collectively referred to herein as the Other Retirement Plans. The non-U.S. defined benefit pension plans are immaterial.

Effective January 1, 2008, the Company no longer offers DBPPs to U.S. employees hired or rehired on or after January 1, 2008. New U.S. employees will instead receive a retirement contribution of similar benefit value under the Company's Profit Participation Plan. Current participants of the Company's DBPPs continue to accrue benefits based on existing plan formulas.

The components of net periodic benefit expense related to the Retirement Plans are as follows:

| | Three Months Ended June 30, | | | |
|--|-----------------------------|---------------|------------------------|---------------|
| | Pension Plans | | Other Retirement Plans | |
| | 2018 | 2017 | 2018 | 2017 |
| Components of net periodic expense | | | | |
| Service cost | \$ 4.6 | \$ 4.3 | \$ 0.8 | \$ 0.6 |
| Interest cost | 4.4 | 4.5 | 0.2 | 0.3 |
| Expected return on plan assets | (3.8) | (4.2) | | |
| Amortization of net actuarial loss from earlier periods | 1.5 | 2.1 | | |
| Amortization of net prior service costs from earlier periods | (0.1) | | | |
| Net periodic expense | \$ 6.6 | \$ 6.7 | \$ 1.0 | \$ 0.9 |

| | Six Months Ended June 30, | | | |
|--|---------------------------|----------------|------------------------|---------------|
| | Pension Plans | | Other Retirement Plans | |
| | 2018 | 2017 | 2018 | 2017 |
| Components of net periodic expense | | | | |
| Service cost | \$ 9.4 | \$ 9.2 | \$ 1.5 | \$ 1.2 |
| Interest cost | 8.8 | 9.2 | 0.5 | 0.6 |
| Expected return on plan assets | (7.6) | (8.3) | | |
| Amortization of net actuarial loss from earlier periods | 3.1 | 4.5 | | |
| Amortization of net prior service costs from earlier periods | (0.2) | | (0.1) | (0.1) |
| Net periodic expense | \$ 13.5 | \$ 14.6 | \$ 1.9 | \$ 1.7 |

The Company made payments of \$2.2 million related to its unfunded U.S. DBPPs and \$0.2 million to its U.S. other retirement plans during the six months ended June 30, 2018. The Company anticipates making a contribution of approximately \$16 million to its funded pension plan in the second half of 2018. Additionally, the Company anticipates making payments of \$3.1 million and \$0.7 million to its unfunded U.S. DBPPs and U.S. other retirement plans, respectively, during the remainder of 2018.

Table of Contents**NOTE 15. INDEBTEDNESS**

The following table summarizes total indebtedness:

| | June 30, 2018 | | | | |
|---|---------------------|---|--------------------------------------|---------------------------------------|-------------------|
| | Principal Amount | Fair Value of Interest Rate Swaps ⁽¹⁾ | Unamortized (Discount) Premium | Unamortized Debt Issuance Costs | Carrying Value |
| Notes Payable: | | | | | |
| 5.50% 2010 Senior Notes, due 2020 | \$ 500.0 | \$ (7.3) | \$ (0.8) | \$ (0.9) | \$ 491.0 |
| 4.50% 2012 Senior Notes, due 2022 | 500.0 | (2.8) | (1.8) | (1.6) | 493.8 |
| 4.875% 2013 Senior Notes, due 2024 | 500.0 | | (1.7) | (2.2) | 496.1 |
| 2.75% 2014 Senior Notes (5-Year), due 2019 | 450.0 | (4.4) | (0.2) | (0.7) | 444.7 |
| 5.25% 2014 Senior Notes (30-Year), due 2044 | 600.0 | | 3.3 | (5.6) | 597.7 |
| 1.75% 2015 Senior Notes, due 2027 | 583.8 | | | (3.3) | 580.5 |
| 2.75% 2017 Senior Notes, due 2021 | 500.0 | | (1.1) | (2.9) | 496.0 |
| 2017 Floating Rate Senior Notes, due 2018 | 300.0 | | | (0.1) | 299.9 |
| 2.625% 2017 Senior Notes, due 2023 | 500.0 | | (1.0) | (3.2) | 495.8 |
| 3.25% 2017 Senior Notes, due 2028 | 500.0 | | (5.0) | (3.8) | 491.2 |
| 3.25% 2018 Senior Notes, due 2021 | 300.0 | | (0.4) | (1.7) | 297.9 |
| 2017 Term Loan Facility, due 2020 | 50.0 | | | (0.5) | 49.5 |
| Commercial Paper | 90.0 | | (0.1) | | 89.9 |
| Total debt | \$ 5,373.8 | \$ (14.5) | \$ (8.8) | \$ (26.5) | \$ 5,324.0 |
| Current portion | | | | | (389.8) |
| Total long-term debt | | | | | \$ 4,934.2 |

| | December 31, 2017 | | | | |
|---|---------------------|--|--------------------------------------|--|-------------------|
| | Principal Amount | Fair Value of Interest Rate Swaps ⁽¹⁾ | Unamortized (Discount) Premium | Unamortized Debt Issuance Costs | Carrying Value |
| Notes Payable: | | | | | |
| 5.50% 2010 Senior Notes, due 2020 | \$ 500.0 | \$ | \$ (1.0) | \$ (1.2) | \$ 497.8 |
| 4.50% 2012 Senior Notes, due 2022 | 500.0 | (0.8) | (2.0) | (1.7) | 495.5 |
| 4.875% 2013 Senior Notes, due 2024 | 500.0 | | (1.8) | (2.4) | 495.8 |
| 2.75% 2014 Senior Notes (5-Year), due 2019 | 450.0 | (2.2) | (0.2) | (1.1) | 446.5 |
| 5.25% 2014 Senior Notes (30-Year), due 2044 | 600.0 | | 3.3 | (5.7) | 597.6 |
| 1.75% 2015 Senior Notes, due 2027 | 600.4 | | | (3.6) | 596.8 |
| 2.75% 2017 Senior Notes, due 2021 | 500.0 | | (1.3) | (3.2) | 495.5 |
| 2017 Floating Rate Senior Notes, due 2018 | 300.0 | | | (0.5) | 299.5 |
| 2.625% 2017 Senior Notes, due 2023 | 500.0 | | (1.1) | (3.5) | 495.4 |
| 3.25% 2017 Senior Notes, due 2028 | 500.0 | | (5.2) | (3.9) | 490.9 |
| 2017 Term Loan Facility, due 2020 | 500.0 | | | (0.7) | 499.3 |
| Commercial Paper | 130.0 | | (0.1) | | 129.9 |
| Total debt | \$ 5,580.4 | \$ (3.0) | \$ (9.4) | \$ (27.5) | \$ 5,540.5 |
| Current portion | | | | | (429.4) |

Total long-term debt

\$ 5,111.1

- ⁽¹⁾ The Company has entered into interest rate swaps on the 2010 Senior Notes, the 2012 Senior Notes, the 2014 Senior Notes (5-Year) and the 2017 Senior Notes due 2021 which are more fully discussed in Note 9 above. These amounts represent the cumulative amount of fair value hedging adjustments included in the carrying amount of the hedged debt.

Table of Contents**Term Loan Facility**

In the second quarter of 2018, the Company repaid \$450 million of the 2017 Term Loan Facility. As of June 30, 2018, the Company has \$50 million outstanding under the 2017 Term Loan Facility.

Commercial Paper

As of June 30, 2018, the Company has CP borrowings outstanding of \$90 million with a weighted average maturity date at the time of issuance of 33 days. At June 30, 2018, the weighted average remaining maturity and interest rate on CP outstanding was 11 days and 2.35% respectively.

Notes Payable

On June 1, 2018, the Company issued \$300 million aggregate principal amount of senior unsecured notes in a public offering. The 2018 Senior Notes bear interest at the annual fixed rate of 3.250% and mature on June 7, 2021. Interest on the notes will be due semi-annually on June 7 and December 7 of each year, commencing December 7, 2018. The Company may redeem, in whole or in part, the notes at any time, at a price equal to the greater of (i) 100% of the principal amount being prepaid, plus accrued and unpaid interest, and (ii) the make-whole redemption price set forth in the notes, plus accrued and unpaid interest. Notwithstanding the preceding sentence, the Company may redeem all or a portion of the notes at its option at any time on or after May 7, 2021 (one month prior to their maturity), at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.

Additionally, at the option of the holders of the notes, the Company may be required to purchase all or a portion of the notes upon the occurrence of a Change of Control Triggering Event (as defined in the Indenture) at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of purchase. The indenture contains covenants that limit the ability of the Company and certain of its subsidiaries to, among other things, incur or create liens and enter into sale and leaseback transactions. In addition, the indenture contains a covenant that limits the ability of the Company to consolidate or merge with another entity or to sell all or substantially all of its assets to another entity. The indenture contains customary default provisions. In addition, an event of default will occur if the Company or certain of its subsidiaries fail to pay the principal of any Indebtedness (as defined in the Indenture) when due at maturity in an aggregate amount of \$50 million or more, or a default occurs that results in the acceleration of the maturity of the Company's or certain of its subsidiaries' indebtedness in an aggregate amount of \$50 million or more. Upon the occurrence and during the continuation of an event of default under the indenture, the notes may become immediately due and payable either automatically or by the vote of the holders of more than 25% of the aggregate principal amount of all of the notes then outstanding.

At June 30, 2018, the Company was in compliance with all covenants contained within all of its debt agreements. All the debt agreements contain cross default provisions which state that default under one of the aforementioned debt instruments could in turn permit lenders under other debt instruments to declare borrowings outstanding under those instruments to be immediately due and payable. As of June 30, 2018, there were no such cross defaults.

The repayment schedule for the Company's borrowings is as follows:

| Year Ending December 31, | 2010 | 2012 | 2013 | 2014 | 2014 | 2015 | 2017 | 2017 | 2017 | 2017 | 2017 | 2018 | Commercial Paper | Total |
|----------------------------|-----------------------|-----------------------|-----------------------|--------------------------------|---------------------------------|-----------------------|-----------------------------|-------------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|------------------|-------------------|
| | Senior Notes due 2020 | Senior Notes due 2022 | Senior Notes due 2024 | Senior Notes (5-year) due 2019 | Senior Notes (30-year) due 2044 | Senior Notes due 2027 | Term Loan Facility due 2020 | Floating Rate Senior Notes due 2018 | Senior Notes due 2021 | Senior Notes due 2023 | Senior Notes due 2028 | Senior Notes due 2021 | | |
| 2018 (after June 30, 2019) | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ 300.0 | \$ | \$ | \$ | \$ | \$ 90.0 | \$ 390.0 |
| 2020 | 500.0 | | | 450.0 | | | 50.0 | | | | | | | 450.0 |
| 2021 | | | | | | | | | 500.0 | | | 300.0 | | 800.0 |
| 2022 | | 500.0 | | | | | | | | | | | | 500.0 |
| Thereafter | | | 500.0 | | 600.0 | 583.8 | | | | 500.0 | 500.0 | | | 2,683.8 |
| Total | \$ 500.0 | \$ 500.0 | \$ 500.0 | \$ 450.0 | \$ 600.0 | \$ 583.8 | \$ 50.0 | \$ 300.0 | \$ 500.0 | \$ 500.0 | \$ 500.0 | \$ 300.0 | \$ 90.0 | \$ 5,373.8 |

Table of Contents**Interest expense, net**

The following table summarizes the components of interest as presented in the consolidated statements of operations:

| | Three Months Ended | | Six Months Ended | |
|--|--------------------|------------------|-------------------|------------------|
| | June 30, | | June 30, | |
| | 2018 | 2017 | 2018 | 2017 |
| Income | \$ 3.4 | \$ 4.6 | \$ 6.6 | \$ 8.7 |
| Expense on borrowings | (49.4) | (46.4) | (100.7) | (91.1) |
| UTPs and other tax related liabilities | (2.8) | (3.4) | (1.0) | (5.5) |
| Net periodic pension costs - interest component ⁽¹⁾ | (4.9) | (4.7) | (9.6) | (9.7) |
| Capitalized | 0.3 | 0.2 | 0.6 | 0.5 |
| Total | \$ (53.4) | \$ (49.7) | \$ (104.1) | \$ (97.1) |

⁽¹⁾ The Company adopted ASU No. 2017-07 in the first quarter of 2018, whereby all components of pension expense except for the service cost component are required to be presented in other non-operating income. The service cost component continues to be reported as an operating expense.

The following table shows the cash paid for interest:

| | Six Months Ended | |
|---------------|------------------|---------|
| | June 30, | |
| | 2018 | 2017 |
| Interest paid | \$ 102.5 | \$ 88.5 |

The Company's debt is recorded at its carrying amount, which represents the issuance amount plus or minus any issuance premium or discount, except for the 2010 Senior Notes, the 2014 Senior Notes (5-Year), the 2012 Senior Notes and the 2017 Senior Notes due 2021 which are recorded at the carrying amount adjusted for the fair value of an interest rate swap used to hedge the fair value of the note.

Table of Contents

The fair value and carrying value of the Company's debt (excluding Commercial Paper) as of June 30, 2018 and December 31, 2017 are as follows:

| | June 30, 2018 | | December 31, 2017 | |
|-----------------------------------|-------------------|----------------------|-------------------|----------------------|
| | Carrying Amount | Estimated Fair Value | Carrying Amount | Estimated Fair Value |
| 2010 Senior Notes | \$ 491.0 | \$ 522.9 | \$ 497.8 | \$ 537.9 |
| 2012 Senior Notes | 493.8 | 516.8 | 495.5 | 535.6 |
| 2013 Senior Notes | 496.1 | 525.6 | 495.8 | 547.8 |
| 2014 Senior Notes (5-Year) | 444.7 | 448.9 | 446.5 | 452.8 |
| 2014 Senior Notes (30-Year) | 597.7 | 675.5 | 597.6 | 722.4 |
| 2015 Senior Notes | 580.5 | 601.9 | 596.8 | 617.7 |
| 2.75% 2017 Senior Notes, due 2021 | 496.0 | 488.6 | 495.5 | 500.0 |
| 2017 Floating Rate Senior Notes | 299.9 | 300.1 | 299.5 | 300.2 |
| 2.65% 2017 Senior Notes, due 2023 | 495.8 | 478.7 | 495.4 | 494.8 |
| 3.25% 2017 Senior Notes, due 2028 | 491.2 | 472.2 | 490.9 | 493.6 |
| 2017 Term Loan Facility, due 2020 | 49.5 | 49.5 | 499.3 | 499.3 |
| 3.25% 2018 Senior Notes, due 2021 | 297.9 | 299.5 | | |
| Total | \$ 5,234.1 | \$ 5,380.2 | \$ 5,410.6 | \$ 5,702.1 |

The fair value of the Company's long-term debt is estimated based on quoted market prices for similar instruments. Accordingly, the inputs used to estimate the fair value of the Company's long-term debt are classified as Level 2 inputs within the fair value hierarchy.

NOTE 16. CONTINGENCIES

Given the nature of their activities, Moody's and its subsidiaries are subject to legal and tax proceedings, governmental, regulatory and legislative investigations, subpoenas and other inquiries, and claims and litigation by governmental and private parties that are based on ratings assigned by MIS or that are otherwise incidental to the Company's business. Moody's and MIS also are subject to periodic reviews, inspections, examinations and investigations by regulators in the U.S. and other jurisdictions, any of which may result in claims, legal proceedings, assessments, fines, penalties or restrictions on business activities. Moody's also is subject to ongoing tax audits as addressed in Note 5 to the financial statements.

Management periodically assesses the Company's liabilities and contingencies in connection with these matters based upon the latest information available. For claims, litigation and proceedings and governmental investigations and inquiries not related to income taxes, the Company records liabilities in the consolidated financial statements when it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated and periodically adjusts these as appropriate. When the reasonable estimate of the loss is within a range of amounts, the minimum amount of the range is accrued unless some higher amount within the range is a better estimate than another amount within the range. In instances when a loss is reasonably possible but uncertainties exist related to the probable outcome and/or the amount or range of loss, management does not record a liability but discloses the contingency if material. As additional information becomes available, the Company adjusts its assessments and estimates of such matters accordingly. Moody's also discloses material pending legal proceedings pursuant to SEC rules and other pending matters as it may determine to be appropriate.

Table of Contents

In view of the inherent difficulty of assessing the potential outcome of legal proceedings, governmental, regulatory and legislative investigations and inquiries, claims and litigation and similar matters and contingencies, particularly when the claimants seek large or indeterminate damages or assert novel legal theories or the matters involve a large number of parties, the Company often cannot predict what the eventual outcome of the pending matters will be or the timing of any resolution of such matters. The Company also may be unable to predict the impact (if any) that any such matters may have on how its business is conducted, on its competitive position or on its financial position, results of operations or cash flows. As the process to resolve any pending matters progresses, management will continue to review the latest information available and assess its ability to predict the outcome of such matters and the effects, if any, on its operations and financial condition and to accrue for and disclose such matters as and when required. However, because such matters are inherently unpredictable and unfavorable developments or resolutions can occur, the ultimate outcome of such matters, including the amount of any loss, may differ from those estimates.

NOTE 17. SEGMENT INFORMATION

The Company is organized into two operating segments: MIS and MA and accordingly, the Company reports in two reportable segments: MIS and MA.

The MIS segment consists of five LOBs. The CFG, SFG, FIG and PPIF LOBs generate revenue principally from fees for the assignment and ongoing monitoring of credit ratings on debt obligations and the entities that issue such obligations in markets worldwide. The MIS Other LOB primarily consists of financial instruments pricing services in the Asia-Pacific region as well as ICRA non-ratings revenue.

The MA segment develops a wide range of products and services that support the risk management activities of institutional participants in global financial markets. The MA segment consists of three LOBs RD&A, ERS and PS.

In August 2017, a subsidiary of the Company acquired Yellow Maple I B.V., an indirect parent of Bureau van Dijk. Bureau van Dijk is part of the MA reportable segment and its revenue is included in the RD&A LOB. Refer to Note 8 for further discussion on the acquisition.

Revenue for MIS and expenses for MA include an intersegment royalty charged to MA for the rights to use and distribute content, data and products developed by MIS. The royalty rate charged by MIS approximates the fair value of the aforementioned content, data and products and is generally based on comparable market transactions. Also, revenue for MA and expenses for MIS include an intersegment fee charged to MIS from MA for certain MA products and services utilized in MIS's ratings process. These fees charged by MA are generally equal to the costs incurred by MA to produce these products and services. Additionally, overhead costs and corporate expenses of the Company that exclusively benefit only one segment are fully charged to that segment. Overhead costs and corporate expenses of the Company that benefit both segments are allocated to each segment based on a revenue-split methodology. Accordingly, a reportable segment's share of these costs will increase as its proportion of revenue relative to Moody's total revenue increases. Overhead expenses include costs such as rent and occupancy, information technology and support staff such as finance, human resources and information technology. Eliminations in the table below represent intersegment revenue/expense. Moody's does not report the Company's assets by reportable segment, as this metric is not used by the chief operating decision maker to allocate resources to the segments. Consequently, it is not practical to show assets by reportable segment.

Table of Contents**Financial Information by Segment**

The table below shows revenue, Adjusted Operating Income and operating income by reportable segment. Adjusted Operating Income is a financial metric utilized by the Company's chief operating decision maker to assess the profitability of each reportable segment. Refer to Note 3 for further details on the components of the Company's revenue.

| | Three Months Ended June 30, | | | | | | | |
|-------------------------------|-----------------------------|----------|--------------|--------------|----------|----------|--------------|------------|
| | 2018 | | | Consolidated | | 2017 | | |
| | MIS | MA | Eliminations | | MIS | MA | Eliminations | |
| Revenue | \$ 782.9 | \$ 425.2 | \$ (33.0) | \$ 1,175.1 | \$ 713.7 | \$ 317.6 | \$ (30.8) | \$ 1,000.5 |
| Operating, SG&A | 303.6 | 320.1 | (33.0) | 590.7 | 289.7 | 242.0 | (30.8) | 500.9 |
| Adjusted Operating Income | 479.3 | 105.1 | | 584.4 | 424.0 | 75.6 | | 499.6 |
| Less: | | | | | | | | |
| Depreciation and amortization | 16.7 | 31.7 | | 48.4 | 18.9 | 14.0 | | 32.9 |
| Acquisition-Related Expenses | | 2.0 | | 2.0 | | 6.6 | | 6.6 |
| Operating income | \$ 462.6 | \$ 71.4 | \$ | \$ 534.0 | \$ 405.1 | \$ 55.0 | \$ | \$ 460.1 |

| | Six Months Ended June 30, | | | | | | | |
|-------------------------------|---------------------------|----------|--------------|--------------|------------|----------|--------------|------------|
| | 2018 | | | Consolidated | | 2017 | | |
| | MIS | MA | Eliminations | | MIS | MA | Eliminations | |
| Revenue | \$ 1,532.6 | \$ 837.0 | \$ (67.8) | \$ 2,301.8 | \$ 1,407.9 | \$ 628.3 | \$ (60.5) | \$ 1,975.7 |
| Operating, SG&A | 614.0 | 630.5 | (67.8) | 1,176.7 | 575.9 | 481.5 | (60.5) | 996.9 |
| Adjusted Operating Income | 918.6 | 206.5 | | 1,125.1 | 832.0 | 146.8 | | 978.8 |
| Less: | | | | | | | | |
| Depreciation and amortization | 33.5 | 64.0 | | 97.5 | 37.8 | 27.6 | | 65.4 |
| Acquisition-Related Expenses | | 2.8 | | 2.8 | | 6.6 | | 6.6 |
| Operating income | \$ 885.1 | \$ 139.7 | \$ | \$ 1,024.8 | \$ 794.2 | \$ 112.6 | \$ | \$ 906.8 |

* Pursuant to the adoption of a new accounting standard relating to pension accounting as more fully discussed in Note 1, only the service cost component of net periodic pension expense will be classified within operating and SG&A expenses with the remaining components being classified as non-operating expenses. Prior period segment results have been restated to reflect this reclassification. Accordingly, operating and SG&A expenses for MIS and MA for the three months ended June 30, 2017 were reduced by \$1.7 million and \$0.9 million. For the six months ended June 30, 2017 operating and SG&A expenses for MIS and MA were reduced by \$3.8 million and \$2.1 million, respectively.

CONSOLIDATED REVENUE INFORMATION BY GEOGRAPHIC AREA

Consolidated Revenue Information by Geographic Area:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|----------------|-----------------------------|----------|---------------------------|------------|
| | 2018 | 2017 | 2018 | 2017 |
| United States | \$ 625.4 | \$ 567.8 | \$ 1,223.1 | \$ 1,145.6 |
| International: | | | | |

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

| | | | | |
|---------------------|-------------------|------------|-------------------|------------|
| EMEA | 356.1 | 252.0 | 703.4 | 488.3 |
| Asia-Pacific | 123.7 | 118.0 | 243.9 | 217.4 |
| Americas | 69.9 | 62.7 | 131.4 | 124.4 |
| Total International | 549.7 | 432.7 | 1,078.7 | 830.1 |
| Total | \$ 1,175.1 | \$ 1,000.5 | \$ 2,301.8 | \$ 1,975.7 |

Table of Contents**NOTE 18. RECENTLY ISSUED ACCOUNTING STANDARDS**

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)* requiring lessees to recognize a right-of-use asset and lease liability for all leases with terms of more than 12 months. Recognition, measurement and presentation of expenses and cash flows will depend on classification as either a finance or operating lease. During July 2018, the FASB issued additional updates to the new lease accounting standard. ASU No. 2018-10, *Codification Improvements to Topic 842, Leases* clarifies certain aspects of the new lease accounting standard. In addition, ASU No. 2018-11, *Leases (Topic 842), Targeted Improvements* provides companies with the option to apply the provisions of the new lease accounting standard on the date of adoption (effective date of January 1, 2019 for Moody's), and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption, without adjusting the comparative periods presented as initially required. The Company is currently evaluating the impact of these ASUs on the Company's financial statements and believes that the most notable impact to its financial statements upon the adoption of the new lease accounting standard will be the recognition of a material right-of-use asset and lease liability for its real estate leases.

At June 30, 2018, the Company is progressing in its assessment and documentation of key judgmental areas relating to the adoption of the new lease accounting standard and the accumulation and evaluation of all necessary information required to properly apply the new guidance. Additionally, the Company is in the process of implementing a software solution to support the accounting set forth in the new standard and is also in the process of assessing the impact that the new standard will have on its processes and internal controls.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments*. The amendments in this ASU require the use of an *expected credit loss* impairment model for most financial assets reported at amortized cost which will require entities to estimate expected credit losses over the lifetime of the instrument. This may result in the earlier recognition of allowances for losses. For available-for-sale debt securities with unrealized losses, an allowance for credit losses will be recognized as a contra account to the amortized cost carrying value of the asset rather than a direct reduction to the carrying value, with changes in the allowance impacting earnings. This ASU is effective for annual and interim reporting periods beginning after December 15, 2019, with early adoption permitted in annual and interim reporting periods beginning after December 15, 2018. Entities will apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first effective reporting period. The Company is currently evaluating the impact of this ASU on its financial statements. Currently, the Company believes that the most notable impact of this ASU will relate to its processes around the assessment of the adequacy of its allowance for doubtful accounts on accounts receivable.

In February 2018, FASB issued ASU No. 2018-02, *Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. Under current GAAP, adjustments to deferred tax assets and liabilities related to a change in tax laws or rates are included in income from continuing operations, even in situations where the related items were originally recognized in OCI (commonly referred to as a *stranded tax effect*). The provisions of this ASU permit the reclassification of the stranded tax effect related to the Tax Act from AOCI to retained earnings. This ASU is effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permitted. Adoption of this ASU is to be applied either in the period of adoption or retrospectively to each period in which the effect of the Tax Act were recognized. The Company is currently in the process of quantifying the amount of the reclassification from AOCI to retained earnings relating to the aforementioned stranded tax effect of the Tax Act.

In June 2018, the FASB issued ASU No. 2018-07, which simplifies the accounting for nonemployee share-based payment transactions. The amendments specify that ASC Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor's own operations by issuing share-based payment awards. The ASU is effective for all entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted. The Company does not expect that the adoption of this ASU will have a significant impact on the Company's consolidated financial statements.

NOTE 19. SUBSEQUENT EVENT

On July 9, 2018, the Board approved the declaration of a quarterly dividend of \$0.44 per share of Moody's common stock, payable on September 10, 2018 to shareholders of record at the close of business on August 20, 2018.

Table of Contents

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion and analysis of financial condition and results of operations should be read in conjunction with the Moody's Corporation condensed consolidated financial statements and notes thereto included elsewhere in this quarterly report on Form 10-Q.

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains Forward-Looking Statements. See Forward-Looking Statements commencing on page 81 for a discussion of uncertainties, risks and other factors associated with these statements.

The Company

Moody's is a provider of (i) credit ratings; (ii) credit, capital markets and economic research, data and analytical tools; (iii) software solutions that support financial risk management activities; (iv) quantitatively derived credit scores; (v) financial services training and certification services; (vi) offshore financial research and analytical services; and (vii) company information and business intelligence products. Moody's reports in two reportable segments: MIS and MA.

MIS, the credit rating agency, publishes credit ratings on a wide range of debt obligations and the entities that issue such obligations in markets worldwide. Revenue is primarily derived from the originators and issuers of such transactions who use MIS ratings in the distribution of their debt issues to investors. Additionally, MIS earns revenue from certain non-ratings-related operations which consist primarily of financial instruments pricing services in the Asia-Pacific region as well as revenue from ICRA's non-ratings operations. The revenue from these operations is included in the MIS Other LOB and is not material to the results of the MIS segment.

The MA segment develops a wide range of products and services that support financial analysis and risk management activities of institutional participants in global financial markets. Within its RD&A business, MA distributes research and data developed by MIS as part of its ratings process, including in-depth research on major debt issuers, industry studies and commentary on topical credit-related events. The RD&A business also produces economic research and data and analytical tools such as quantitative credit risk scores as well as business intelligence and company information products. Within its ERS business, MA provides software solutions as well as related risk management services. The PS business provides offshore research and analytical services and financial training and certification programs.

Critical Accounting Estimates

Moody's discussion and analysis of its financial condition and results of operations are based on the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires Moody's to make estimates and judgments that affect reported amounts of assets and liabilities and related disclosures of contingent assets and liabilities at the dates of the financial statements and revenue and expenses during the reporting periods. These estimates are based on historical experience and on other assumptions that are believed to be reasonable under the circumstances. On an ongoing basis, Moody's evaluates its estimates, including those related to revenue recognition, accounts receivable allowances, contingencies, restructuring, goodwill and acquired intangible assets, pension and other retirement benefits, stock-based compensation, and income taxes. Actual results may differ from these estimates under different assumptions or conditions. Item 7, MD&A, in the Company's annual report on Form 10-K for the year ended December 31, 2017, includes descriptions of some of the judgments that Moody's makes in applying its accounting estimates in these areas. Since the date of the annual report on Form 10-K, there have been no material changes to the Company's critical accounting estimates other than certain updates reported in the Company's Form 10-Q for the three months ended March 31, 2018 relating to the critical accounting estimate disclosures for revenue recognition due to the adoption of the New Revenue Accounting Standard and goodwill and other acquired intangible assets pursuant to a reallocation of goodwill among certain of the Company's reporting units resulting from the Bureau van Dijk acquisition.

Table of Contents

Reportable Segments

The Company is organized into two reportable segments at June 30, 2018: MIS and MA, which are more fully described in the section entitled "The Company" above.

The following is a discussion of the results of operations of the Company and its reportable segments. Total MIS revenue and total MA expenses include the intersegment royalty revenue for MIS and expense charged to MA for the rights to use and distribute content, data and products developed by MIS. The royalty rate charged by MIS approximates the fair value of the aforementioned content, data and products developed by MIS. Total MA revenue and total MIS expenses include intersegment fees charged to MIS from MA for the use of certain MA products and services in MIS's ratings process. These fees charged by MA are generally equal to the costs incurred by MA to provide these products and services. Overhead charges and corporate expenses that exclusively benefit one segment are fully charged to that segment. Additionally, overhead costs and corporate expenses of the Company that benefit both segments are generally allocated to each segment based on a revenue-split methodology. Overhead expenses include costs such as rent and occupancy, information technology and support staff such as finance, human resources and information technology.

Table of Contents

RESULTS OF OPERATIONS

Three months ended June 30, 2018 compared with three months ended June 30, 2017

Executive Summary

Moody's completed the acquisition of Bureau van Dijk on August 10, 2017. Moody's results of operations include Bureau van Dijk's operating results beginning as of August 10, 2017.

Moody's revenue in the second quarter of 2018 totaled \$1,175.1 million, an increase of \$174.6 million, or 17%, compared to 2017 reflecting growth in both segments.

MIS revenue was 10% higher compared to the prior year with the main drivers of the growth reflecting strength in bank loan issuance coupled with continued strength in CLO issuance. Partially offsetting these increases were declines in non-U.S. investment-grade corporate debt revenue.

MA revenue grew 35% compared to the prior year reflecting growth across all LOBs and included approximately \$80 million in revenue (net of an approximate \$6 million reduction relating to a deferred revenue adjustment required as part of acquisition accounting as further described in Note 8 to the financial statements), or approximately 26 percentage points of the growth, from Bureau van Dijk.

Total operating expenses excluding D&A increased \$85.2 million, or 17% compared to 2017, primarily driven by approximately \$47 million in Bureau van Dijk operating expenses, or nine percentage points of the growth, \$15 million due to higher salaries and employee benefit costs relating to annual compensation increases and headcount growth, as well as higher legal accruals and the unfavorable impact of foreign exchange.

D&A increased \$15.5 million primarily due to amortization of intangible assets acquired as part of the Bureau van Dijk acquisition.

Operating margin was 45.4% compared to 46.0% in the prior year. Adjusted Operating Margin was 49.7% compared to 49.9% in the prior year period.

The change in total non-operating (expense) income, net compared to the prior year is primarily due to the \$41.2 million Purchase Price Hedge Gain in 2017.

The ETR in the second quarter of 2018 was 23.7%, down from 32.1% for the prior-year period. The decline in the tax rate primarily reflects the impact of an enacted lower corporate tax rate in the U.S. pursuant to the Tax Act. Additionally, the ETR in 2018 includes an approximate \$5 million benefit relating to Excess Tax Benefits on stock-based compensation compared to approximately \$9 million in 2017.

Diluted EPS of \$1.94 increased \$0.33 compared to 2017. Adjusted Diluted EPS of \$2.04 increased \$0.49 (refer to the section entitled Non-GAAP Financial Measures of this MD&A for items excluded in the derivation of Adjusted EPS).

Table of Contents**Moody's Corporation**

| | Three Months Ended June 30, | | % Change Favorable (Unfavorable) |
|--|-----------------------------|-----------------|--|
| | 2018 | 2017 | |
| Revenue: | | | |
| United States | \$ 625.4 | \$ 567.8 | 10% |
| International: | | | |
| EMEA | 356.1 | 252.0 | 41% |
| Asia-Pacific | 123.7 | 118.0 | 5% |
| Americas | 69.9 | 62.7 | 11% |
| Total International | 549.7 | 432.7 | 27% |
| Total | 1,175.1 | 1,000.5 | 17% |
| Expenses: | | | |
| Operating | 320.2 | 284.8 | (12%) |
| SG&A | 270.5 | 216.1 | (25%) |
| Depreciation and amortization | 48.4 | 32.9 | (47%) |
| Acquisition-Related Expenses | 2.0 | 6.6 | 70% |
| Total | 641.1 | 540.4 | (19%) |
| Operating income | \$ 534.0 | \$ 460.1 | 16% |
| Adjusted Operating Income ⁽¹⁾ | \$ 584.4 | \$ 499.6 | 17% |
| Interest expense, net | \$ (53.4) | \$ (49.7) | (7%) |
| Other non-operating income, net | 14.9 | 10.4 | 43% |
| Purchase Price Hedge Gain | | 41.2 | NM |
| Non-operating (expense) income, net | (38.5) | 1.9 | NM |
| Net income attributable to Moody's | \$ 376.2 | \$ 312.2 | 20% |
| Diluted weighted average shares outstanding | 194.4 | 193.8 | |
| Diluted EPS attributable to Moody's common shareholders | \$ 1.94 | \$ 1.61 | 20% |
| Adjusted Diluted EPS ⁽¹⁾ | \$ 2.04 | \$ 1.55 | 32% |
| Operating margin | 45.4% | 46.0% | |
| Adjusted Operating Margin ⁽¹⁾ | 49.7% | 49.9% | |

⁽¹⁾ Adjusted Operating Income, Adjusted Operating Margin and Adjusted Diluted EPS are non-GAAP financial measures. Refer to the section entitled "Non-GAAP Financial Measures" of this Management Discussion and Analysis for further information regarding these measures. The table below shows Moody's global staffing by geographic area:

| | June 30, | | % Change |
|---------------|----------|-------|----------|
| | 2018 | 2017 | |
| United States | 3,594 | 3,404 | 6% |
| International | 8,682 | 7,214 | 20% |

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

| | | | |
|-------|---------|--------|-----|
| Total | 12,276* | 10,618 | 16% |
|-------|---------|--------|-----|

* Includes approximately 900 employees from the acquisition of Bureau van Dijk
Global revenue of \$1,175.1 million in the second quarter of 2018 increased \$174.6 million, or 17%, compared to 2017 reflecting growth in both MIS and MA.

Table of Contents

Transaction revenue accounted for 48% of global MCO revenue in the second quarter of 2018 compared to 51% in the prior year.

U.S. revenue of \$625.4 million in the second quarter of 2018 increased \$57.6 million compared to the prior year, reflecting growth in both MIS and MA.

Non-U.S. revenue of \$549.7 million increased \$117.0 million compared to the second quarter of 2017 reflecting growth across all regions in both reportable segments, and included approximately \$70 million in revenue from Bureau van Dijk.

Operating expenses were \$320.2 million in the second quarter of 2018, or 12% higher compared to 2017, primarily due to approximately \$25 million of Bureau van Dijk expenses and approximately \$10 million in higher salaries and employee benefit expense which includes the impact of annual compensation increases and headcount growth.

SG&A expenses of \$270.5 million in the second quarter of 2018 increased \$54.4 million from the prior year period reflecting approximately \$22 million of Bureau van Dijk expenses and an approximate \$10 million increase in salaries and employee benefit expenses which includes the impact of annual compensation increases. Additionally, the increase reflected the unfavorable impact of foreign exchange translation and higher legal accruals.

D&A increased \$15.5 million primarily due to amortization of intangible assets acquired as part of the Bureau van Dijk acquisition.

Operating income of \$534.0 million in the second quarter of 2018 increased \$73.9 million compared to 2017, resulting in an operating margin of 45.4%, compared to 46.0% in the prior year. Adjusted Operating Income of \$584.4 million in the second quarter of 2018 increased \$84.8 million compared to 2017, resulting in an Adjusted Operating Margin of 49.7% compared to 49.9% in the prior year period.

Interest expense, net in the second quarter of 2018 was (\$53.4) million, a \$3.7 million increase in expense compared to 2017 due to interest and fees on additional debt issued in 2017 to fund the acquisition of Bureau van Dijk and the 2018 Senior Notes issued in the second quarter of 2018, all of which are more fully discussed in Note 15 to the condensed consolidated financial statements. Refer to the section entitled "Liquidity and Capital Resources" of this MD&A for further discussion regarding cash flows relating to the Company's indebtedness. These increases were partially offset by benefits realized from cross-currency swaps executed in the second quarter of 2018, which are more fully discussed in Note 9 to the financial statements.

Other non-operating income, net was \$14.9 million in the second quarter of 2018, a \$4.5 million increase compared to 2017 which included FX gains of approximately \$6 million in 2018 compared to FX gains of approximately \$4 million in the prior year.

The Purchase Price Hedge Gain in 2017 for \$41.2 million reflected unrealized gains on FX collars executed by the Company to economically hedge the euro denominated purchase price of the Bureau van Dijk acquisition.

The ETR of 23.7% in the second quarter of 2018 was 840BPS lower than the second quarter of 2017 reflecting a lower enacted corporate tax rate in the U.S. pursuant to the Tax Act. Additionally, the second quarter of 2018 ETR includes an approximate \$5 million benefit relating to Excess Tax Benefits on stock-based compensation compared to approximately \$9 million in the second quarter of 2017.

Diluted EPS of \$1.94 in the second quarter of 2018 increased \$0.33 from 2017. Excluding Acquisition-Related Amortization and Acquisition-Related Expenses in both 2018 and 2017 and the Purchase Price Hedge Gain in 2017, Adjusted Diluted EPS of \$2.04 in 2018 increased \$0.49. Diluted EPS in 2018 and 2017 included \$0.02 and \$0.05, respectively, relating to Excess Tax Benefits on stock-based compensation.

Table of Contents**Segment Results****Moody's Investors Service**

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

| | Three Months Ended June 30, | | % Change Favorable (Unfavorable) |
|---|-----------------------------|----------|--|
| | 2018 | 2017 | |
| Revenue: | | | |
| Corporate finance (CFG) | \$ 377.6 | \$ 355.8 | 6% |
| Structured finance (SFG) | 141.6 | 119.2 | 19% |
| Financial institutions (FIG) | 120.6 | 102.4 | 18% |
| Public, project and infrastructure finance (PPIF) | 108.1 | 104.7 | 3% |
| Total ratings revenue | 747.9 | 682.1 | 10% |
| MIS Other | 4.4 | 4.6 | (4%) |
| Total external revenue | 752.3 | 686.7 | 10% |
| Intersegment royalty | 30.6 | 27.0 | 13% |
| Total | 782.9 | 713.7 | 10% |
| Expenses: | | | |
| Operating and SG&A (external) | 301.2 | 285.9 | (5%) |
| Operating and SG&A (intersegment) | 2.4 | 3.8 | 37% |
| Adjusted Operating Income | 479.3 | 424.0 | 13% |
| Depreciation and amortization | 16.7 | 18.9 | 12% |
| Operating income | \$ 462.6 | \$ 405.1 | 14% |
| Adjusted Operating Margin | 61.2% | 59.4% | |
| Operating margin | 59.1% | 56.8% | |

The following is a discussion of external MIS revenue and operating expenses:

Global MIS revenue of \$752.3 million in the second quarter of 2018 increased 10% compared to 2017, reflecting growth across all ratings LOBs. Also contributing to the growth was the favorable impact of changes in the mix of fee type and pricing increases in all LOBs.

Transaction revenue for MIS was 66% in the second quarter of 2018 compared to 65% in the second quarter of 2017.

In the U.S., revenue was \$451.2 million in the second quarter of 2018, an increase of \$38.8 million compared to 2017 reflecting growth in CFG, SFG and FIG, partially offset by declines in PPIF.

Non-U.S. revenue was \$301.1 million in the second quarter of 2018, an increase of \$26.8 million, or 10%, compared to 2017 reflecting strong growth in all ratings LOBs excluding CFG, where revenue was in line with the prior year.

Table of Contents

Global CFG revenue of \$377.6 million in the second quarter of 2018 increased 6% compared to 2017 reflecting higher bank loan revenue in the U.S. and EMEA resulting from increased M&A financing activity and strong investor demand for floating rate debt instruments. Additionally, the increase reflects growth in new ratings mandates, benefits from changes in the mix of fee type and pricing increases, as well as growth in recurring revenue resulting from an increase in monitored credits. These increases were partially offset by a decline in investment-grade revenue across all regions primarily due to rising benchmark interest rates in the U.S. and a less favorable issuance mix compared to the prior year in this sector. Transaction revenue represented 73% and 74% of total CFG revenue in the second quarter of 2018 and 2017, respectively. In the U.S., revenue was \$242.3 million, \$21.5 million higher than the prior year. Internationally, revenue of \$135.3 million was flat compared to the prior year.

Global SFG revenue of \$141.6 million in the second quarter of 2018 increased \$22.4 million, or 19%, compared to 2017. Revenue in the U.S. of \$93.3 million increased \$11.7 million over 2017 primarily due to elevated new CLO formation associated with an increase in the supply of collateral and strong investor demand. Non-U.S. revenue in the second quarter of 2018 of \$48.3 million increased \$10.7 million compared to the prior year primarily reflecting growth across most asset classes in the EMEA region, most notably in structured credit which has benefited from increased bank loan issuance in the region. Transaction revenue was 67% of total SFG revenue in the second quarter of 2018 compared to 63% in the prior year.

Global FIG revenue of \$120.6 million in the second quarter of 2018 increased 18% compared to 2017 primarily due to growth in the insurance sector reflecting refinancing activity and issuance to fund M&A activity coupled with benefits from changes in the mix of fee type and pricing increases. Additionally, the growth reflects higher banking revenue in the U.S. and Asia-Pacific. In the U.S., revenue was \$54.4 million, \$10.5 million higher compared to 2017. Internationally, revenue was \$66.2 million, or \$7.7 million higher compared to 2017. Transaction revenue was 47% of total FIG revenue in the second quarter of 2018 compared to 43% in the same period in 2017.

Global PPIF revenue was \$108.1 million in the second quarter of 2018, an increase of \$3.4 million, or 3%, compared to 2017. Non-U.S. PPIF revenue was \$47.0 million and increased \$8.3 million, or 21% compared to 2017 primarily reflecting a favorable issuance mix in EMEA public and infrastructure finance coupled with strong rated issuance volume growth in infrastructure finance in Latin America. PPIF revenue in the U.S. of \$61.1 million was down \$4.9 million compared to 2017 primarily due to lower PFG rated issuance volumes following the enactment of the Tax Act, which disallowed certain tax exemptions for advance refunding transactions. Transaction revenue was 64% in both second quarter of 2018 and 2017.

Operating and SG&A expenses in the second quarter of 2018 increased \$15.3 million compared to 2017 primarily due to higher salaries and employee benefits costs reflecting annual compensation increases and headcount growth partially offset by lower incentive compensation accruals. Additionally, the increase reflects the unfavorable impact of foreign currency translation and higher legal accruals.

Adjusted Operating Income and operating income in the second quarter of 2018, which includes intersegment royalty revenue and intersegment expenses, were \$479.3 million and \$462.6 million, respectively, up 13% and 14%, respectively, compared to 2017. Adjusted Operating Margin was 61.2%, or 180BPS higher than 2017. Operating margin was 59.1%, or 230BPS higher compared to the second quarter of 2017.

Table of Contents**Moody's Analytics**

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

| | Three months ended June 30, | | % Change Favorable (Unfavorable) |
|-------------------------------------|-----------------------------|----------|--|
| | 2018 | 2017 | |
| Revenue: | | | |
| Research, data and analytics (RD&A) | \$ 279.9 | \$ 180.9 | 55% |
| Enterprise risk solutions (ERS) | 105.5 | 97.3 | 8% |
| Professional services (PS) | 37.4 | 35.6 | 5% |
| Total external revenue | 422.8 | 313.8 | 35% |
| Intersegment revenue | 2.4 | 3.8 | (37%) |
| Total MA Revenue | 425.2 | 317.6 | 34% |
| Expenses: | | | |
| Operating and SG&A (external) | 289.5 | 215.0 | (35%) |
| Operating and SG&A (intersegment) | 30.6 | 27.0 | (13%) |
| Adjusted Operating Income | 105.1 | 75.6 | 39% |
| Acquisition-Related Expenses | 2.0 | 6.6 | 70% |
| Depreciation and amortization | 31.7 | 14.0 | (126%) |
| Operating income | \$ 71.4 | \$ 55.0 | 30% |
| Adjusted Operating Margin | 24.7% | 23.8% | |
| Operating margin | 16.8% | 17.3% | |

The following is a discussion of external MA revenue and operating expenses:

Global MA revenue increased \$109.0 million, or 35%, compared to the second quarter of 2017 reflecting growth in all LOBs. The most notable growth was in RD&A, which included approximately \$80 million in revenue (net of an approximate \$6 million reduction relating to a deferred revenue adjustment required as part of acquisition accounting as further described in Note 8 to the financial statements), or 26 percentage points of the growth, from the Bureau van Dijk acquisition. Additionally, the growth over the prior year reflects benefits from higher fees within MA's recurring revenue base due to enhanced content and continued alignment of usage and licensing parameters. Recurring revenue comprised 84% and 80% of total MA revenue in the second quarter of 2018 and 2017, respectively. Favorable changes in FX rates contributed two percentage points to MA revenue growth in the second quarter of 2018.

In the U.S., revenue of \$174.2 million in the second quarter of 2018 increased \$18.8 million, and primarily reflected growth in RD&A.

Non-U.S. revenue of \$248.6 million in the second quarter of 2018 was \$90.2 million higher than in 2017 reflecting growth in RD&A (which includes approximately \$70 million in non-U.S. revenue from Bureau van Dijk) coupled with growth in ERS.

Global RD&A revenue of \$279.9 million, which comprised 66% of total external MA revenue in the second quarter of 2018, increased \$99.0 million, or 55%, over the prior year period. U.S. revenue of \$118.2 million and non-U.S. revenue of \$161.7 million increased 16% and 104%, respectively, over the prior year, predominantly due to the impact of the aforementioned Bureau van Dijk acquisition. RD&A revenue included approximately \$80 million in revenue, or 44 percentage points of the growth, from the Bureau van Dijk acquisition (net of an approximate \$6 million reduction relating to a deferred revenue adjustment required as part of acquisition accounting as further described in Note 8 to the financial statements). RD&A revenue growth also reflects strong results in the credit research and rating data feeds product lines, where enhanced content and continued alignment of usage and licensing parameters have generated higher fees. Favorable changes in FX rates

contributed two percentage points to RD&A revenue growth in the second quarter of 2018.

Table of Contents

Global ERS revenue in the second quarter of 2018 of \$105.5 million increased \$8.2 million compared to 2017 driven by continued strong demand for subscription-based products, particularly in the risk analytics and insurance product verticals. These increases were partially offset by a revenue decline for perpetual software licenses. Additionally, the increase over prior year reflects benefits from pricing increases within ERS' s recurring revenue base. Revenue in ERS is subject to quarterly volatility resulting from the variable nature of project timing and the concentration of software implementation and license revenue in a relatively small number of engagements. In the U.S., revenue of \$42.6 million increased 5% compared to 2017. Non-U.S. revenue of \$62.9 million increased 11% compared to the prior year.

Global PS revenue of \$37.4 million in the second quarter of 2018 increased \$1.8 million compared to 2017 primarily reflecting growth in the non-U.S. analytical and research services business which benefited from strong new sales and improved customer retention. In the U.S., revenue of \$13.4 million was up 1% compared to the prior year. Non-U.S. revenue of \$24.0 million increased 8% compared to the prior year.

Operating and SG&A expenses in the second quarter of 2018 increased \$74.5 million compared to 2017. The expense growth includes approximately \$47 million in Bureau van Dijk expenses coupled with higher compensation costs primarily reflecting annual salary increases and headcount growth.

Depreciation and amortization increased \$17.7 million primarily due to amortization of Bureau van Dijk' s intangible assets.

Additionally, there were \$2.0 million in Acquisition-Related Expenses relating to the Bureau van Dijk acquisition.

Adjusted Operating Income was \$105.1 million in the second quarter of 2018 and increased \$29.5 million compared to the same period in 2017. Operating income of \$71.4 million in the second quarter of 2018 increased \$16.4 million compared to the prior year. Adjusted Operating Margin for the second quarter of 2018 was 24.7%, compared to 23.8% in 2017. Operating margin was 16.8% compared to 17.3% in the prior year and included the aforementioned Acquisition-Related Expenses and amortization of Bureau van Dijk' s intangible assets. Adjusted Operating Income and operating income both include intersegment revenue and expense.

Table of Contents

RESULTS OF OPERATIONS

Six months ended June 30, 2018 compared with six months ended June 30, 2017

Executive Summary

Moody's completed the acquisition of Bureau van Dijk on August 10, 2017. Moody's results of operations include Bureau van Dijk's operating results beginning as of August 10, 2017.

Moody's revenue in the first six months of 2018 totaled \$2,301.8 million, an increase of \$326.1 million, or 17%, compared to 2017 reflecting growth in both segments.

MIS revenue was 9% higher compared to the prior year with the main driver of the increase reflecting strong growth in bank loans coupled with robust structured credit activity, primarily in the CLO asset class. Additionally, the growth reflected benefits from changes in the mix of fee type and pricing increases coupled with favorable changes in FX rates.

MA revenue grew 34% compared to the prior year reflecting growth across all LOBs and included approximately \$154 million in revenue (net of an approximate \$16 million reduction relating to a deferred revenue adjustment required as part of acquisition accounting as further described in Note 8 to the financial statements), or approximately 25 percentage points of the growth, from Bureau van Dijk. Favorable changes in FX rates also contributed to the growth.

Total operating expenses excluding D&A increased \$176.0 million, or 18% compared to 2017, primarily driven by approximately \$90 million in Bureau van Dijk operating expenses, or nine percentage points of the growth, approximately \$27 million due to higher salaries and employee benefit costs relating to annual compensation increases and headcount growth, as well as the unfavorable impact of foreign exchange and higher legal accruals.

D&A increased \$32.1 million primarily due to amortization of intangible assets acquired as part of the Bureau van Dijk acquisition.

Operating margin was 44.5% in the first half of 2018, compared to 45.9% in the prior year. Adjusted Operating Margin was 48.9% in the first half of 2018 compared to 49.5% in the prior year.

The change in total non-operating (expense) income, net compared to the prior year is primarily due to the \$59.7 million CCXI Gain and \$41.2 million Purchase Price Hedge Gain in 2017.

The ETR in the first half of 2018 was 19.4%, down from 27.8% for the prior-year period. The decline in the tax rate primarily reflects the impact of an enacted lower corporate tax rate in the U.S. pursuant to the Tax Act as well as net uncertain tax position benefits mainly resulting from statute of limitations lapses. Additionally, the ETR in 2018 includes an approximate \$36 million benefit relating to Excess Tax Benefits on stock-based compensation compared to approximately \$28 million in 2017.

Diluted EPS of \$3.85 increased \$0.46 compared to 2017, which included both the \$0.31 CCXI Gain and the \$0.13 Purchase Price Hedge Gain. Adjusted Diluted EPS of \$4.06 in the first half of 2018 increased \$1.01 (refer to the section entitled "Non-GAAP Financial Measures" of this MD&A for items excluded in the derivation of Adjusted EPS).

Table of Contents**Moody's Corporation**

| | Six months ended June 30, | | % Change Favorable (Unfavorable) |
|---|---------------------------|------------|--|
| | 2018 | 2017 | |
| Revenue: | | | |
| United States | \$ 1,223.1 | \$ 1,145.6 | 7% |
| International: | | | |
| EMEA | 703.4 | 488.3 | 44% |
| Asia-Pacific | 243.9 | 217.4 | 12% |
| Americas | 131.4 | 124.4 | 6% |
| Total International | 1,078.7 | 830.1 | 30% |
| Total | 2,301.8 | 1,975.7 | 17% |
| Expenses: | | | |
| Operating | 635.1 | 560.1 | (13%) |
| SG&A | 541.6 | 436.8 | (24%) |
| Depreciation and amortization | 97.5 | 65.4 | (49%) |
| Acquisition-Related Expenses | 2.8 | 6.6 | 58% |
| Total | 1,277.0 | 1,068.9 | (19%) |
| Operating income | \$ 1,024.8 | \$ 906.8 | 13% |
| Adjusted Operating Income ⁽¹⁾ | \$ 1,125.1 | \$ 978.8 | 15% |
| Interest expense, net | \$ (104.1) | \$ (97.1) | (7%) |
| Other non-operating income, net | 15.9 | 2.7 | NM |
| Purchase Price Hedge Gain | | 41.2 | NM |
| CCXI Gain | | 59.7 | NM |
| Non-operating (expense) income, net | \$ (88.2) | \$ 6.5 | NM |
| Net income attributable to Moody's | \$ 749.1 | \$ 657.8 | 14% |
| Diluted weighted average shares outstanding | 194.5 | 194.1 | |
| Diluted EPS attributable to Moody's common shareholders | \$ 3.85 | \$ 3.39 | 14% |
| Adjusted Diluted EPS ⁽¹⁾ | \$ 4.06 | \$ 3.05 | 33% |
| Operating margin | 44.5% | 45.9% | |
| Adjusted Operating Margin ⁽¹⁾ | 48.9% | 49.5% | |

⁽¹⁾ Adjusted Operating Income, Adjusted Operating Margin and Adjusted Diluted EPS attributable to Moody's common shareholders are non-GAAP financial measures. Refer to the section entitled "Non-GAAP Financial Measures" of this Management Discussion and Analysis for further information regarding these measures.

Global revenue of \$2,301.8 million in the first half of 2018 increased \$326.1 million, or 17%, compared to 2017 and reflected growth in both MIS and MA.

Transaction revenue accounted for 47% of global MCO revenue in the first half of 2018 compared to 51% in the prior year.

U.S. revenue of \$1,223.1 million in 2018 increased \$77.5 million over the prior year, reflecting growth in both reportable segments.

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

Non-U.S. revenue of \$1,078.7 million increased \$248.6 million from 2017 reflecting growth in both reportable segments, and included approximately \$135 million of revenue from Bureau van Dijk.

Operating expenses were \$635.1 million in the first six months of 2018, up \$75.0 million from 2017, primarily due to approximately \$50 million of Bureau van Dijk expenses and an approximate \$18 million increase in salaries and employee benefits expenses which includes the impact of annual compensation increases and headcount growth. Additionally, the growth over the prior year includes the negative impact of foreign exchange translation.

Table of Contents

SG&A expenses of \$541.6 million in the first six months of 2018 increased \$104.8 million from the prior year period primarily due to approximately \$40 million of Bureau van Dijk expenses and an approximate \$22 million increase in salaries and employee benefit expenses which includes the impact of annual compensation increases. Additionally, the increase reflected the unfavorable impact of foreign exchange translation and higher legal accruals.

D&A increased \$32.1 million primarily due to amortization of intangible assets acquired as part of the Bureau van Dijk acquisition.

Operating income of \$1,024.8 million in the first half of 2018 increased \$118.0 million compared to 2017 and resulted in an operating margin of 44.5%, compared to 45.9% in the prior year. Adjusted Operating Income of \$1,125.1 million in 2018 increased \$146.3 million compared to 2017, resulting in an Adjusted Operating Margin of 48.9% compared to 49.5% in the prior year.

Interest expense, net in the first six months of 2018 was (\$104.1) million, a \$7.0 million increase in expense compared to 2017 primarily due to interest and fees on additional debt issued in 2017 to fund the acquisition of Bureau van Dijk and the issuance of the 2018 Senior Notes in the second quarter of 2018, both of which are more fully discussed in Note 15 to the condensed consolidated financial statements. Refer to the section entitled Liquidity and Capital Resources of this MD&A for further discussion regarding cash flows relating to the Company's indebtedness. This increase was partially offset by lower tax-related interest due to a statute of limitations lapse in the first half of 2018 relating to an international tax matter coupled with benefits from cross-currency swaps executed in the first half of 2018, which are more fully discussed in Note 9 to the financial statements. Additionally, interest expense in 2017 included approximately \$7 million due to the Make Whole Amount on the prepayment of the Series 2007-1 Notes.

Other non-operating income, net was \$15.9 million in the first six months of 2018, a \$13.2 million increase compared to 2017 primarily reflecting FX losses of approximately \$6 million in 2017 compared to immaterial gains in 2018 coupled with a reversal of accrued penalties resulting from statute of limitations lapses relating to UTPs.

Additionally, Moody's recognized the \$59.7 million CCXI Gain and the \$41.2 million Purchase Price Hedge Gain in the first half of 2017.

The ETR of 19.4% in the first half of 2018 includes the impact of an enacted lower corporate tax rate in the U.S. pursuant to the Tax Act. Additionally, the first half of 2018 ETR includes an approximate \$36 million benefit relating to Excess Tax Benefits on stock-based compensation as well as net uncertain tax position benefits pursuant to statute of limitations lapses. The ETR in the first half of 2017 of 27.8% reflected the non-taxable CCXI Gain and approximately \$28 million in Excess Tax Benefits on stock-based compensation, partially offset by tax on the Purchase Price Hedge Gain which was taxed in a higher tax jurisdiction.

Diluted EPS of \$3.85 increased \$0.46 compared to 2017, which included the \$0.31 CCXI Gain and \$0.13 Purchase Price Hedge Gain. Excluding Acquisition-Related Amortization and Acquisition-Related Expenses in both 2018 and 2017 and the CCXI Gain and Purchase Price Hedge Gain in 2017, Adjusted Diluted EPS of \$4.06 in the first half of 2018 increased \$1.01 compared to the prior year. Diluted EPS in 2018 and 2017 included \$0.18 and \$0.15, respectively, relating to Excess Tax Benefits on stock-based compensation.

Table of Contents**Segment Results****Moody's Investors Service**

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

| | Six Months Ended June 30, | | % Change Favorable (Unfavorable) |
|---|---------------------------|----------|--|
| | 2018 | 2017 | |
| Revenue: | | | |
| Corporate finance (CFG) | \$ 755.3 | \$ 708.6 | 7% |
| Structured finance (SFG) | 271.3 | 219.4 | 24% |
| Financial institutions (FIG) | 234.9 | 214.7 | 9% |
| Public, project and infrastructure finance (PPIF) | 201.3 | 202.8 | (1%) |
| Total ratings revenue | 1,462.8 | 1,345.5 | 9% |
| MIS Other | 9.4 | 9.4 | |
| Total external revenue | 1,472.2 | 1,354.9 | 9% |
| Intersegment royalty | 60.4 | 53.0 | 14% |
| Total | 1,532.6 | 1,407.9 | 9% |
| Expenses: | | | |
| Operating and SG&A (external) | 606.6 | 568.4 | (7%) |
| Operating and SG&A (intersegment) | 7.4 | 7.5 | 1% |
| Adjusted Operating Income | 918.6 | 832.0 | 10% |
| Depreciation and amortization | 33.5 | 37.8 | 11% |
| Operating income | \$ 885.1 | \$ 794.2 | 11% |
| Adjusted Operating Margin | 59.9% | 59.1% | |
| Operating margin | 57.8% | 56.4% | |

The following is a discussion of external MIS revenue and operating expenses:

Global MIS revenue of \$1,472.2 million in the first half of 2018 was up 9% compared to 2017, most notably from growth in the SFG and CFG LOBs. Also contributing to the growth was the favorable impact of changes in the mix of fee type and pricing increases in all LOBs. Favorable changes in FX rates contributed two percentage points to the MIS growth in the first half of 2018.

Transaction revenue for MIS was 65% in the first half of 2018, consistent with the first half of 2017.

In the U.S., revenue was \$884.6 million in the first half of 2018, an increase of \$49.7 million or 6%, compared to 2017 reflecting growth in SFG, CFG and FIG being partially offset by modest declines in PPIF.

Non-U.S. revenue was \$587.6 million in the first half of 2018, an increase of \$67.6 million or 13%, compared to 2017 reflecting growth across all ratings LOBs.

Table of Contents

Global CFG revenue of \$755.3 million in the first half of 2018 was up 7% compared to 2017 reflecting higher bank loan revenue in the U.S. and EMEA resulting from M&A financing activity, strong investor demand for floating rate debt instruments and a favorable issuance mix. Additionally, the growth reflects changes in the mix of fee type and pricing increases across various other sectors within CFG and growth in new ratings mandates as well as growth in monitoring fees in all regions. These increases were partially offset by lower U.S. speculative-grade corporate debt and investment-grade corporate debt revenue in EMEA due to rising benchmark interest rates in the U.S. and a broader widening of credit spreads as well as a less favorable issuance mix compared to the prior year. Transaction revenue represented 73% and 74% of total CFG revenue in the first half of 2018 and 2017, respectively. In the U.S., revenue was \$489.0 million, or 5% higher compared to the prior year. Internationally, revenue of \$266.3 million increased 9% compared to the prior year. Favorable changes in FX rates contributed two percentage points to the CFG growth in the first half of 2018.

Global SFG revenue of \$271.3 million in the first half of 2018 increased \$51.9 million, or 24%, compared to 2017. In the U.S., revenue of \$177.9 million increased \$31.3 million over 2017 primarily due to continued strength in CLO issuance reflecting an increase in the supply of collateral and favorable market conditions which facilitated both new securitizations and ongoing refinancing activity. Additionally, the growth in the U.S. reflects higher CMBS activity compared to the first half of 2017 when issuance was suppressed by the introduction of risk-retention regulations. Non-U.S. revenue in the first half of 2018 of \$93.4 million increased \$20.6 million compared to the prior year primarily reflecting growth across most asset classes in the EMEA region, most notably in structured credit which has benefited from increased bank loan issuance. Transaction revenue was 66% of total SFG revenue in the first half of 2018 compared to 60% in the prior year. Favorable changes in FX rates contributed three percentage points to the SFG growth in the first half of 2018.

Global FIG revenue of \$234.9 million in the first half of 2018 increased \$20.2 million, or 9%, compared to 2017 primarily due to growth in the insurance sector reflecting refinancing activity and issuance to fund M&A activity as well as benefits from changes in the mix of fee type and pricing increases. Additionally, the growth reflects higher banking rated issuance volumes in EMEA. In the U.S., revenue of \$102.9 million increased 9% compared to the prior year. Internationally, revenue was \$132.0 million in the first half of 2018, up 10% compared to 2017. Transaction revenue was 45% of total FIG revenue in the first half of 2018, consistent with the same period in 2017. Favorable changes in FX rates contributed three percentage points to the FIG growth in the first half of 2018.

Global PPIF revenue was \$201.3 million in the first half of 2018 and decreased 1% compared to 2017. In the U.S., revenue in the first half of 2018 was \$114.5 million, a decrease of \$14.5 million compared to 2017 primarily due to lower PFG rated issuance volumes following the enactment of the Tax Act, which disallowed certain tax exemptions for advance refunding transactions. These decreases were partially offset by benefits from changes in the mix of fee type and pricing increases. Outside the U.S., PPIF revenue was \$86.8 million and increased \$13.0 million compared to 2017 primarily reflecting a favorable issuance mix in EMEA infrastructure and sovereign finance coupled with strong rated issuance volume growth in infrastructure finance in Latin America. Transaction revenue was 62% in the first half of 2018, consistent with the first half of 2017. Favorable changes in FX rates contributed two percentage points to the PPIF growth in the first half of 2018.

Operating and SG&A expenses in the first half of 2018 increased \$38.2 million compared to 2017 primarily due to \$24 million of higher salaries and employee benefits costs reflecting annual compensation increases and headcount growth partially offset by lower incentive compensation accruals. Additionally, the increase reflects the unfavorable impact of foreign currency translation and higher legal accruals.

Adjusted Operating Income and operating income in the first half of 2018, which includes intersegment royalty revenue and intersegment expenses, were \$918.6 million and \$885.1 million, respectively, and increased \$86.6 million and \$90.9 million, respectively, compared to 2017. Adjusted Operating Margin was 59.9% or 80BPS higher than the prior year. Operating margin was 57.8% in the first half of 2018 compared to 56.4% in the prior year.

Table of Contents**Moody's Analytics**

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

| | Six Months Ended June 30, | | % Change Favorable (Unfavorable) |
|-------------------------------------|---------------------------|----------|--|
| | 2018 | 2017 | |
| Revenue: | | | |
| Research, data and analytics (RD&A) | \$ 549.1 | \$ 356.3 | 54% |
| Enterprise risk solutions (ERS) | 205.6 | 193.2 | 6% |
| Professional services (PS) | 74.9 | 71.3 | 5% |
| Total external revenue | 829.6 | 620.8 | 34% |
| Intersegment revenue | 7.4 | 7.5 | (1%) |
| Total MA Revenue | 837.0 | 628.3 | 33% |
| Expenses: | | | |
| Operating and SG&A (external) | 570.1 | 428.5 | (33%) |
| Operating and SG&A (intersegment) | 60.4 | 53.0 | (14%) |
| Adjusted Operating Income | 206.5 | 146.8 | 41% |
| Acquisition-Related Expenses | 2.8 | 6.6 | 58% |
| Depreciation and amortization | 64.0 | 27.6 | (132%) |
| Operating income | \$ 139.7 | \$ 112.6 | 24% |
| Adjusted Operating Margin | 24.7% | 23.4% | |
| Operating margin | 16.7% | 17.9% | |

The following is a discussion of external MA revenue and operating expenses:

Global MA revenue increased \$208.8 million, or 34%, compared to the first half of 2017 primarily due to growth in RD&A which included approximately \$154 million in revenue (net of an approximate \$16 million reduction relating to a deferred revenue adjustment required as part of acquisition accounting as further described in Note 8 to the financial statements), or 25 percentage points of the growth, from the Bureau van Dijk acquisition. Additionally, the growth over the prior year reflects benefits from higher fees within MA's recurring revenue base due to enhanced content and continued alignment of usage and licensing parameters. Recurring revenue comprised 85% and 79% of total MA revenue in the first half 2018 and 2017, respectively. Favorable changes in FX rates contributed three percentage points to MA revenue growth in the first half of 2018.

In the U.S., revenue of \$338.5 million in the first half of 2018 increased \$27.8 million, mainly reflecting growth in RD&A.

Non-U.S. revenue of \$491.1 million in the first half of 2018 was \$181.0 million higher than in 2017 primarily reflecting growth in RD&A, which included approximately \$135 million in non-U.S. Bureau van Dijk revenue. Favorable changes in FX rates contributed six percentage points to international MA revenue growth in the first half of 2018.

Table of Contents

Global RD&A revenue of \$549.1 million, which comprised 66% and 57% of total external MA revenue in the first half of 2018 and 2017, respectively, increased \$192.8 million, or 54%, over the prior year period. U.S. revenue of \$230.8 million and non-U.S. revenue of \$318.3 million increased 14% and 108%, respectively, compared to 2017, predominantly due to the impact of the aforementioned Bureau van Dijk acquisition. RD&A revenue in the first half of 2018 included approximately \$154 million in revenue, or 43 percentage points of the growth, from the Bureau van Dijk acquisition (net of an approximate \$16 million reduction relating to a deferred revenue adjustment required as part of acquisition accounting as further described in Note 8 to the financial statements). RD&A revenue growth also reflects strong results in the credit research and rating data feeds product lines, where enhanced content and continued alignment of usage and licensing parameters have generated higher fees. Favorable changes in FX rates contributed three percentage points to RD&A revenue growth in the first half of 2018.

Global ERS revenue of \$205.6 million in the first half of 2018 increased \$12.4 million, or 6%, over 2017 primarily reflecting continued strong demand for subscription-based products, particularly in the risk analytics and insurance product verticals. These increases were partially offset by a decline in perpetual software licenses. Additionally, the increase over the prior year reflects benefits from pricing increases within ERS's recurring revenue base. Revenue in ERS is subject to quarterly volatility resulting from the variable nature of project timing and the concentration of software implementation and license revenue in a relatively small number of engagements. In the U.S., revenue of \$81.1 million increased 1% compared to the prior year. Non-U.S. revenue of \$124.5 million increased 11% compared to the prior year. Favorable changes in FX rates contributed three percentage points to ERS revenue growth in the first half of 2018.

Global PS revenue of \$74.9 million in the first half of 2018 increased \$3.6 million compared to 2017 reflecting higher revenue from analytical and research services in EMEA, which benefited from strong new sales and improved customer retention. In the U.S., revenue in the first half of 2018 was \$26.6 million, down 1% compared to 2017. International revenue was \$48.3 million, up 9% compared to 2017 with roughly half of the growth due to favorable changes in FX rates.

Operating and SG&A expenses in the first half of 2018 increased \$141.6 million compared to 2017. The expense growth includes approximately \$90 million in Bureau van Dijk expenses coupled with higher compensation costs primarily reflecting annual salary increases and headcount growth.

Depreciation and amortization increased \$36.4 million primarily due to the amortization of Bureau van Dijk's intangible assets.

Adjusted Operating Income was \$206.5 million in the first half of 2018 and increased \$59.7 million compared to the same period in 2017. Operating income of \$139.7 million in the first half of 2018 increased \$27.1 million compared to the same period in 2017. Adjusted Operating Margin in 2018 was 24.7%, up 130BPS from 2017. Operating margin was 16.7% in 2018, down 120BPS from the prior year reflecting the aforementioned higher D&A primarily relating to Bureau van Dijk's intangible assets. Adjusted Operating Income and operating income both include intersegment revenue and expense.

Liquidity and Capital Resources**Cash Flow**

The Company is currently financing its operations, capital expenditures and share repurchases from cash flow from operating and financing activities. The following is a summary of the changes in the Company's cash flows followed by a brief discussion of these changes:

| | Six months ended | | \$ Change Favorable (Unfavorable) |
|---|------------------|------------|---|
| | 2018 | 2017 | |
| Net cash provided by (used in) operating activities | \$ 777.3 | \$ (40.6) | \$ 817.9 |
| Net cash (used in) provided by investing activities | \$ (45.3) | \$ 39.9 | \$ (85.2) |
| Net cash (used in) provided by financing activities | \$ (467.6) | \$ 1,170.5 | \$ (1,638.1) |
| Free Cash Flow* | \$ 739.4 | \$ (83.4) | \$ 822.8 |

* Free Cash Flow is an adjusted financial measure. Refer to the section Non-GAAP Financial Measures of this MD&A for further information on this financial measure.

Table of Contents

Net cash provided by (used in) operating activities

Net cash flows from operating activities increased \$817.9 million compared to the prior year primarily due to the approximate \$864 million payment for the Settlement Charge in 2017 and higher operating income in the first half of 2018 partially offset by higher incentive compensation payouts in 2018 compared to 2017.

Net cash (used in) provided by investing activities

The \$85.2 million increase in cash flows used in investing activities compared to 2017 primarily reflects higher net purchases of investments in the first half of 2018.

Net cash (used in) provided by financing activities

The \$1,638.1 million increase in cash used in financing activities was primarily attributed to:

Proceeds of \$1.0 billion from notes issued to fund the acquisition of Bureau van Dijk and \$0.8 billion issued in the first half of 2017 to fund the Settlement Charge partially offset by the early repayment of the 2007-1 Notes in 2017;

net repayments of approximately \$150 million in the first half of 2018 relating to the partial repayment of the Company's 2017 Term Loan partially offset by the issuance of the 2018 Senior Notes;

net repayments of \$40 million relating to the Company's CP Program in the first half of 2018.

Cash and short-term investments held in non-U.S. jurisdictions

The Company's aggregate cash and cash equivalents and short-term investments of \$1,415.7 million at June 30, 2018 consisted of approximately \$1.1 billion located outside of the U.S. Approximately 30% of the Company's aggregate cash and cash equivalents and short-term investments is denominated in euros and British pounds. The Company manages both its U.S. and international cash flow to maintain sufficient liquidity in all regions to effectively meet its operating needs.

Following the enactment of the Tax Act in the fourth quarter of 2017 and the recognition of the transition tax more fully described in Note 5 to the financial statements, the Company reversed its assertion relating to certain undistributed earnings which were previously deemed to be indefinitely reinvested in the Company's non-U.S. operations for certain of its subsidiaries. Accordingly, the Company has commenced repatriating a portion of its non-U.S. cash in these subsidiaries and will continue to repatriate certain of its offshore cash in a manner that addresses compliance with local statutory requirements, sufficient offshore working capital and any other factors that may be relevant in certain jurisdictions. Notwithstanding the Tax Act, which generally eliminated federal income tax on future cash repatriation to the U.S., cash repatriation may be subject to state and local taxes or withholding or similar taxes.

Table of Contents**Indebtedness**

At June 30, 2018, Moody's had \$5.3 billion of outstanding debt and approximately \$910 million of additional borrowing capacity available under the Company's CP program, which is backstopped by the 2015 Facility as more fully discussed in Note 15 to the consolidated financial statements. At June 30, 2018, the Company was in compliance with all covenants contained within all of the debt agreements. All of the Company's long-term debt agreements contain cross default provisions which state that default under one of the aforementioned debt instruments could in turn permit lenders under other debt instruments to declare borrowings outstanding under those instruments to be immediately due and payable. At June 30, 2018, there were no such cross defaults.

In the second quarter of 2018, the Company issued \$300 million aggregate principal amount of senior unsecured rate notes in a public offering, the terms of which are more fully discussed in Note 15, and repaid \$450 million on the 2017 Term Loan. The Company remains committed to deleveraging its balance sheet following additional financing obtained in 2017 to partially fund the acquisition of Bureau van Dijk.

The repayment schedule for the Company's borrowings outstanding at June 30, 2018 is as follows:

| Year Ending December 31, | 2010 Senior Notes due 2020 | 2012 Senior Notes due 2022 | 2013 Senior Notes due 2024 | 2014 Senior Notes (5-year) due 2019 | 2014 Senior Notes (30-year) due 2044 | 2015 Senior Notes due 2027 | Term Loan Facility due 2020 | 2017 Floating Rate Senior Notes due 2018 | 2017 Senior Notes due 2021 | 2017 Notes due 2023 | 2017 Notes due 2028 | 2018 Notes due 2021 | Commercial Paper | Total |
|--------------------------|--|--|--|--|---|--|---|--|--|------------------------------|------------------------------|------------------------------|---------------------|-------------------|
| 2018 (after June 30,) | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ 300.0 | \$ | \$ | \$ | \$ | \$ 90.0 | \$ 390.0 |
| 2019 | | | | 450.0 | | | | | | | | | | 450.0 |
| 2020 | 500.0 | | | | | | 50.0 | | | | | | | 550.0 |
| 2021 | | | | | | | | | 500.0 | | | 300.0 | | 800.0 |
| 2022 | | 500.0 | | | | | | | | | | | | 500.0 |
| Thereafter | | | 500.0 | | 600.0 | 583.8 | | | | 500.0 | 500.0 | | | 2,683.0 |
| Total | \$ 500.0 | \$ 500.0 | \$ 500.0 | \$ 450.0 | \$ 600.0 | \$ 583.8 | \$ 50.0 | \$ 300.0 | \$ 500.0 | \$ 500.0 | \$ 500.0 | \$ 300.0 | \$ 90.0 | \$ 5,373.0 |

Management may consider pursuing additional long-term financing when it is appropriate in light of cash requirements for operations, share repurchases and other strategic opportunities, which would result in higher financing costs.

Other Material Future Cash Requirements

The Company believes that it has the financial resources needed to meet its cash requirements and expects to have positive operating cash flow for the next twelve months. Cash requirements for periods beyond the next twelve months will depend, among other things, on the Company's profitability and its ability to manage working capital requirements. The Company may also borrow from various sources.

The Company remains committed to using its strong cash flow to create value for shareholders by investing in growing areas of the business, reinvesting in ratings quality initiatives, making selective acquisitions, repurchasing stock and paying dividends, all in a manner consistent with maintaining sufficient liquidity after giving effect to any additional indebtedness that may be incurred.

In July 2018, the Board of Directors of the Company declared a quarterly dividend of \$0.44 per share of Moody's common stock, payable September 10, 2018 to shareholders of record at the close of business on August 20, 2018. The continued payment of dividends at this rate, or at all, is subject to the discretion of the Board. In December 2015, the Board authorized \$1.0 billion of share repurchase authority, which had a remaining repurchase authority of approximately \$446 million at June 30, 2018. Full-year 2018 total share repurchases are expected to be approximately \$200 million, subject to available cash, market conditions and other ongoing capital allocation decisions.

The Company anticipates making approximately \$16 million in contributions to its funded U.S. pension plan in the second half of 2018.

Table of Contents

The Company has future cash requirements, including operating leases and debt service and payments as noted in the tables that follow as well as future payments related to the transition tax under the Tax Act.

Off-Balance Sheet Arrangements

At June 30, 2018, Moody's did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as special purpose or variable interest entities where Moody's is the primary beneficiary, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, Moody's is not exposed to any financing, liquidity market or credit risk that could arise if it had engaged in such relationships.

Contractual Obligations

The following table presents payments due under the Company's contractual obligations as of June 30, 2018:

| (in millions) | Total | Payments Due by Period | | | |
|------------------------------------|-------------------|------------------------|------------|------------|--------------|
| | | Less Than 1 Year | 1 -3 Years | 3 -5 Years | Over 5 Years |
| Indebtedness ⁽¹⁾ | \$ 7,002.2 | \$ 564.8 | \$ 2,327.1 | \$ 1,685.0 | \$ 2,425.3 |
| Operating lease obligations | 681.9 | 104.2 | 172.7 | 150.3 | 254.7 |
| Purchase obligations | 130.7 | 77.6 | 52.7 | 0.4 | |
| Pension obligations ⁽²⁾ | 133.3 | 5.1 | 39.9 | 18.0 | 70.3 |
| Total⁽³⁾ | \$ 7,948.1 | \$ 751.7 | \$ 2,592.4 | \$ 1,853.7 | \$ 2,750.3 |

- (1) Reflects principal payments, related interest and applicable fees due on all indebtedness outstanding as described in Note 15 to the consolidated financial statements.
- (2) Reflects projected benefit payments relating to the Company's U.S. unfunded DBPPs and Retirement and Other Plans described in Note 14 to the consolidated financial statements.
- (3) The table above does not include the Company's net long-term tax liabilities of \$398.3 million relating to UTPs, since the expected cash outflow of such amounts by period cannot be reasonably estimated. Additionally, the table above does not include approximately \$237 million relating to the remaining unpaid deemed repatriation liability resulting from the Tax Act enacted into law in the U.S. in December 2017.

Non-GAAP Financial Measures:

In addition to its reported results, Moody's has included in this MD&A certain adjusted results that the SEC defines as non-GAAP financial measures. Management believes that such adjusted financial measures, when read in conjunction with the Company's reported results, can provide useful supplemental information for investors analyzing period-to-period comparisons of the Company's performance, facilitate comparisons to competitors' operating results and can provide greater transparency to investors of supplemental information used by management in its financial and operational decision-making. These adjusted measures, as defined by the Company, are not necessarily comparable to similarly defined measures of other companies. Furthermore, these adjusted measures should not be viewed in isolation or used as a substitute for other GAAP measures in assessing the operating performance or cash flows of the Company. Below are brief descriptions of the Company's adjusted financial measures accompanied by a reconciliation of the adjusted measure to its most directly comparable GAAP measure:

Table of ContentsAdjusted Operating Income and Adjusted Operating Margin:

The Company presents Adjusted Operating Income because management deems this metric to be a useful measure of assessing the operating performance of Moody's. Adjusted Operating Income excludes depreciation and amortization and Acquisition-Related Expenses. Depreciation and amortization are excluded because companies utilize productive assets of different ages and use different methods of acquiring and depreciating productive assets. Acquisition-Related Expenses consist of expenses incurred to complete and integrate the acquisition of Bureau van Dijk and are excluded due to the material nature of these expenses on an annual basis which are not expected to recur at this dollar magnitude subsequent to the completion of the multi-year integration effort. Acquisition-Related Expenses from previous acquisitions were not material. Management believes that the exclusion of depreciation and amortization and Acquisition-Related Expenses, as detailed in the reconciliation below, allows for an additional perspective on the Company's operating results from period to period and across companies. The Company defines Adjusted Operating Margin as Adjusted Operating Income divided by revenue.

| | Three Months Ended | | Six Months Ended | |
|----------------------------------|--------------------|----------|-------------------|----------|
| | June 30, | | June 30, | |
| | 2018 | 2017 | 2018 | 2017 |
| Operating income | \$ 534.0 | \$ 460.1 | \$ 1,024.8 | \$ 906.8 |
| Adjustments: | | | | |
| Depreciation and amortization | 48.4 | 32.9 | 97.5 | 65.4 |
| Acquisition-Related Expenses | 2.0 | 6.6 | 2.8 | 6.6 |
| Adjusted Operating Income | \$ 584.4 | \$ 499.6 | \$ 1,125.1 | \$ 978.8 |
| Operating margin | 45.4% | 46.0% | 44.5% | 45.9% |
| Adjusted Operating Margin | 49.7% | 49.9% | 48.9% | 49.5% |

Adjusted Net Income and Adjusted Diluted EPS attributable to Moody's common shareholders:

Beginning in the third quarter of 2017, the Company modified this adjusted measure to exclude the impact of amortization of acquired intangible assets as companies utilize intangible assets with different ages and have different methods of acquiring and amortizing intangible assets. Furthermore, the timing and magnitude of business combination transactions are not predictable and the purchase price allocated to amortizable intangible assets and the related amortization period are unique to each acquisition and can vary significantly from period to period and across companies. Also, management believes that excluding acquisition-related amortization expense provides additional perspective when comparing operating results from period to period, and with both acquisitive and nonacquisitive peer companies.

In addition to excluding acquisition-related amortization expense, adjusted net income and adjusted diluted earnings per share exclude the CCXI Gain, the Purchase Price Hedge Gain and Acquisition-Related Expenses. The Company excludes these items to provide additional perspective on the Company's operating results from period to period and across companies as the frequency and magnitude of similar transactions may vary widely across periods. Additionally, the Acquisition-Related Expenses are excluded due to the material nature of these expenses on an annual basis which are not expected to recur at this dollar magnitude subsequent to the completion of the multi-year integration effort relating to Bureau van Dijk. Acquisition-Related Expenses from previous acquisitions were not material.

Table of Contents

Below is a reconciliation of this measure to its most directly comparable U.S. GAAP amount:

| Amounts in millions | Three months ended June 30, | | Six months ended June 30, | |
|---|-----------------------------|-----------------|---------------------------|-----------------|
| | 2018 | 2017 | 2018 | 2017 |
| Net income attributable to Moody's common shareholders | \$ 376.2 | \$ 312.2 | \$ 749.1 | \$ 657.8 |
| CCXI Gain | | | | (59.7) |
| Pre-Tax Purchase Price Hedge Gain | \$ | \$ (41.2) | \$ | \$ (41.2) |
| Tax on Purchase Price Hedge Gain | | 15.9 | | 15.9 |
| Net Purchase Price Hedge Gain | | (25.3) | | (25.3) |
| Pre-Tax Acquisition-Related Expenses | \$ 2.0 | \$ 6.6 | \$ 2.8 | \$ 6.6 |
| Tax on Acquisition-Related Expenses | (0.4) | | (0.6) | |
| Net Acquisition-Related Expenses⁽¹⁾ | 1.6 | 6.6 | 2.2 | 6.6 |
| Pre-Tax Acquisition-Related Intangible Amortization Expenses | \$ 25.1 | \$ 8.6 | \$ 50.8 | \$ 17.1 |
| Tax on Acquisition-Related Intangible Amortization Expenses | (5.6) | (2.4) | (11.5) | (4.7) |
| Net Acquisition-Related Intangible Amortization Expenses | 19.5 | 6.2 | 39.3 | 12.4 |
| Adjusted Net Income | \$ 397.3 | \$ 299.7 | \$ 790.6 | \$ 591.8 |
| | | | | |
| Amounts in millions | Three months ended June 30, | | Six months ended June 30, | |
| | 2018 | 2017 | 2018 | 2017 |
| Earnings per share attributable to Moody's common shareholders | \$ 1.94 | \$ 1.61 | \$ 3.85 | \$ 3.39 |
| CCXI Gain | | | | (0.31) |
| Pre-Tax Purchase Price Hedge Gain | \$ | \$ (0.21) | \$ | \$ (0.21) |
| Tax on Purchase Price Hedge Gain | | 0.08 | | 0.08 |
| Net Purchase Price Hedge Gain | | (0.13) | | (0.13) |
| Pre-Tax Acquisition-Related Expenses | \$ 0.01 | \$ 0.03 | \$ 0.01 | \$ 0.04 |
| Tax on Acquisition-Related Expenses | | | | |
| Net Acquisition-Related Expenses⁽¹⁾ | 0.01 | 0.03 | 0.01 | 0.04 |
| Pre-Tax Acquisition-Related Intangible Amortization Expenses | \$ 0.13 | \$ 0.04 | \$ 0.26 | \$ 0.09 |
| Tax on Acquisition-Related Intangible Amortization Expenses | (0.04) | | (0.06) | (0.03) |
| Net Acquisition-Related Intangible Amortization Expenses | 0.09 | 0.04 | 0.20 | 0.06 |
| Adjusted Diluted EPS | \$ 2.04 | \$ 1.55 | \$ 4.06 | \$ 3.05 |

⁽¹⁾ Certain of these Acquisition-Related Expenses are not deductible for tax
Note: the tax impacts in the table above were calculated using tax rates in effect in the jurisdiction for which the item relates.

Table of Contents**Free Cash Flow:**

The Company defines Free Cash Flow as net cash provided by operating activities minus payments for capital additions. Management believes that Free Cash Flow is a useful metric in assessing the Company's cash flows to service debt, pay dividends and to fund acquisitions and share repurchases. Management deems capital expenditures essential to the Company's product and service innovations and maintenance of Moody's operational capabilities. Accordingly, capital expenditures are deemed to be a recurring use of Moody's cash flow. Below is a reconciliation of the Company's net cash flows from operating activities to Free Cash Flow:

| | Six Months Ended June 30, | |
|--|------------------------------|-------------------|
| | 2018 | 2017 |
| Net cash flows provided by (used in) operating activities | \$ 777.3 | \$ (40.6) |
| Capital additions | (37.9) | (42.8) |
| Free Cash Flow | \$ 739.4 | \$ (83.4) |
| Net cash flows (used in) provided by investing activities | \$ (45.3) | \$ 39.9 |
| Net cash flows (used in) provided by financing activities | \$ (467.6) | \$ 1,170.5 |

Recently Issued Accounting Standards

Refer to Note 18 to the condensed consolidated financial statements located in Part I on this Form 10-Q for a discussion on the impact to the Company relating to recently issued accounting pronouncements.

Contingencies

Legal proceedings in which the Company is involved also may impact Moody's liquidity or operating results. No assurance can be provided as to the outcome of such proceedings. In addition, litigation inherently involves significant costs. For information regarding legal proceedings, see Item 1 - Financial Statements, Note 16 - Contingencies.

Regulation

MIS and many of the securities that it rates are subject to extensive regulation in both the U.S. and in other countries (including by state and local authorities). Thus, existing and proposed laws and regulations can impact the Company's operations and the markets for securities that it rates. Additional laws and regulations have been adopted but not yet implemented or have been proposed or are being considered. Each of the existing, adopted, proposed and potential laws and regulations can increase the costs and legal risk associated with the issuance of credit ratings and may negatively impact Moody's operations or profitability, the Company's ability to compete, or result in changes in the demand for credit ratings, in the manner in which ratings are utilized and in the manner in which Moody's operates.

The regulatory landscape has changed rapidly in recent years, and continues to evolve. In the EU, the CRA industry is registered and supervised through a pan-European regulatory framework. The European Securities and Markets Authority has direct supervisory responsibility for the registered CRA industry throughout the EU. MIS is a registered entity and is subject to formal regulation and periodic inspection. Applicable rules include procedural requirements with respect to ratings of sovereign issuers, liability for intentional or grossly negligent failure to abide by applicable regulations, mandatory rotation requirements of CRAs hired by issuers of securities for ratings of resecuritizations, restrictions on CRAs or their shareholders if certain ownership thresholds are crossed, reporting requirements to ESMA regarding fees, and additional procedural and substantive requirements on the pricing of services. In 2016, the Commission published a report concluding that no new European legislation was needed for the industry at that time, but that it would continue to monitor the credit rating industry and analyze approaches that may strengthen existing regulation. In addition, from time to time, ESMA publishes interpretive guidance, or thematic reports regarding various aspects of the regulation. Recently, two such reports have been published. The first report provides further guidance from ESMA regarding the endorsement mechanism that CRAs will need to employ for those ratings that are produced outside of the EU but are used inside the EU by EU-regulated entities. The second report discusses ESMA's observations on CRAs fee practices. In March 2018, ESMA published a consultation report seeking feedback on the extent to which EU regulation should be applied to CRAs operating outside of the EU to make their ratings eligible for regulatory use in the EU. In the third quarter of 2018, ESMA is expected to publish final guidance on the applicability of EU regulation to endorsed ratings, with an expected effective date of January 1, 2019.

Edgar Filing: MOODYS CORP /DE/ - Form 10-Q

Separately, on June 23, 2016, the U.K. voted through a referendum to exit the EU. The UK officially launched the exit process by submitting its Article 50 letter to the EU, informing it of the UK's intention to exit. The submission of this letter started the clock on the negotiation of the terms of exit which is expected to take up to two years.

Table of Contents

The longer-term impacts of the decision to leave the EU on the overall regulatory framework for the U.K. will depend, in part, on the relationship that the U.K. negotiates with the EU in the future. In the interim, however, the U.K.'s markets regulator (the Financial Conduct Authority) has said that all EU financial regulations will stay in place and that firms must continue to abide by their existing obligations. As a consequence, at this point in time, there is no change to the regulatory framework under which MIS operates and ESMA remains MIS's regulator both in the EU and in the U.K.

In the U.S., CRAs are subject to extensive regulation primarily pursuant to the Reform Act and the Financial Reform Act. The SEC is required by these legislative acts to publish two annual reports to Congress on NRSROs. The Financial Reform Act requires the SEC to examine each NRSRO once a year and issue an annual report summarizing the examination findings, among other requirements. The annual report required by the Reform Act details the SEC's views on the state of competition, transparency and conflicts of interests among NRSROs, among other requirements. The SEC voted in August 2014 to adopt its final rules for NRSROs as required by the Financial Reform Act. The Company has made and continues to make substantial IT and other investments, and has implemented the relevant compliance obligations.

In light of the regulations that have gone into effect in both the EU and the U.S. (as well as many other countries), periodically and as a matter of course pursuant to their enabling legislation these regulatory authorities have and will continue to publish reports that describe their oversight activities over the industry. In addition, other legislation and/or interpretation of existing regulation relating to credit rating and research services is being considered by local, national and multinational bodies and this type of activity is likely to continue in the future. Finally, in certain countries, governments may provide financial or other support to locally-based rating agencies. For example, governments may from time to time establish official rating agencies or credit ratings criteria or procedures for evaluating local issuers. If enacted, any such legislation and regulation could change the competitive landscape in which MIS operates. The legal status of rating agencies has been addressed by courts in various decisions and is likely to be considered and addressed in legal proceedings from time to time in the future. Management of the Company cannot predict whether these or any other proposals will be enacted, the outcome of any pending or possible future legal proceedings, or regulatory or legislative actions, or the ultimate impact of any such matters on the competitive position, financial position or results of operations of Moody's.

Forward-Looking Statements

Certain statements contained in this quarterly report on Form 10-Q are forward-looking statements and are based on future expectations, plans and prospects for the Company's business and operations that involve a number of risks and uncertainties. Such statements involve estimates, projections, goals, forecasts, assumptions and uncertainties that could cause actual results or outcomes to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements. Those statements appear at various places throughout this quarterly report on Form 10-Q, including in the sections entitled "Contingencies" under Item 2 "MD&A", commencing on page 59 of this quarterly report on Form 10-Q, under "Legal Proceedings" in Part II, Item 1 of this Form 10-Q, and elsewhere in the context of statements containing the words "believe", "expect", "anticipate", "intend", "plan", "will", "predict", "potential", "continue", "strategy", "aspire", "target", "should", "could", "may" and similar expressions or words and variations thereof relating to the Company's views on future events, trends and contingencies. Stockholders and investors are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements and other information are made as of the date of this quarterly report on Form 10-Q, and the Company undertakes no obligation (nor does it intend) to publicly supplement, update or revise such statements on a going-forward basis, whether as a result of subsequent developments, changed expectations or otherwise. In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company is identifying examples of factors, risks and uncertainties that could cause actual results to differ, perhaps materially, from those indicated by these forward-looking statements.

Table of Contents

Those factors, risks and uncertainties include, but are not limited to, credit market disruptions or economic slowdowns, which could affect the volume of debt and other securities issued in domestic and/or global capital markets; other matters that could affect the volume of debt and other securities issued in domestic and/or global capital markets, including regulation, credit quality concerns, changes in interest rates and other volatility in the financial markets such as that due to the U.K.'s referendum vote whereby the U.K. citizens voted to withdraw from the EU; the level of merger and acquisition activity in the U.S. and abroad; the uncertain effectiveness and possible collateral consequences of U.S. and foreign government actions affecting credit markets, international trade and economic policy; concerns in the marketplace affecting our credibility or otherwise affecting market perceptions of the integrity or utility of independent credit agency ratings; the introduction of competing products or technologies by other companies; pricing pressure from competitors and/or customers; the level of success of new product development and global expansion; the impact of regulation as an NRSRO, the potential for new U.S., state and local legislation and regulations, including provisions in the Financial Reform Act and regulations resulting from that Act; the potential for increased competition and regulation in the EU and other foreign jurisdictions; exposure to litigation related to our rating opinions, as well as any other litigation, government and regulatory proceedings, investigations and inquiries to which the Company may be subject from time to time; provisions in the Financial Reform Act legislation modifying the pleading standards, and EU regulations modifying the liability standards, applicable to credit rating agencies in a manner adverse to credit rating agencies; provisions of EU regulations imposing additional procedural and substantive requirements on the pricing of services and the expansion of supervisory remit to include non-EU ratings used for regulatory purposes; the possible loss of key employees; failures or malfunctions of our operations and infrastructure; any vulnerabilities to cyber threats or other cybersecurity concerns; the outcome of any review by controlling tax authorities of the Company's global tax planning initiatives; exposure to potential criminal sanctions or civil remedies if the Company fails to comply with foreign and U.S. laws and regulations that are applicable in the jurisdictions in which the Company operates, including data protection and privacy laws, sanctions laws, anti-corruption laws, and local laws prohibiting corrupt payments to government officials; the impact of mergers, acquisitions or other business combinations and the ability of the Company to successfully integrate acquired businesses; currency and foreign exchange volatility; the level of future cash flows; the levels of capital investments; and a decline in the demand for credit risk management tools by financial institutions. Other factors, risks and uncertainties relating to our acquisition of Bureau van Dijk could cause our actual results to differ, perhaps materially, from those indicated by these forward-looking statements, including risks relating to the integration of Bureau van Dijk's operations, products and employees into Moody's and the possibility that anticipated synergies and other benefits of the acquisition will not be realized in the amounts anticipated or will not be realized within the expected timeframe; risks that the acquisition could have an adverse effect on the business of Bureau van Dijk or its prospects, including, without limitation, on relationships with vendors, suppliers or customers; claims made, from time to time, by vendors, suppliers or customers; changes in the European or global marketplaces that have an adverse effect on the business of Bureau van Dijk. These factors, risks and uncertainties as well as other risks and uncertainties that could cause Moody's actual results to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements are described in greater detail under "Risk Factors" in Part I, Item 1A of the Company's annual report on Form 10-K for the year ended December 31, 2017, and in other filings made by the Company from time to time with the SEC or in materials incorporated herein or therein. Stockholders and investors are cautioned that the occurrence of any of these factors, risks and uncertainties may cause the Company's actual results to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements, which could have a material and adverse effect on the Company's business, results of operations and financial condition. New factors may emerge from time to time, and it is not possible for the Company to predict new factors, nor can the Company assess the potential effect of any new factors on it.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The following discussion outlines changes in Moody's derivative instrument portfolio subsequent to the filing of the Company's Form 10-K for the year ended December 31, 2017:

Cross-currency swap designated as a net investment hedge:

During the second quarter of 2018 the Company entered into cross-currency swaps to exchange an aggregate amount of 490.1 million with corresponding interest based on the floating 3-month EURIBOR for an aggregate amount of \$580.0 million with corresponding interest based on the floating 3-month U.S. LIBOR, which were designated as net investment hedges under ASC Topic 815. The purpose of these cross-currency swaps is to mitigate FX exposure related to a portion of the Company's euro net investments in certain foreign subsidiaries against changes in euro/USD exchange rates. If the euro were to strengthen 10% relative to the U.S. dollar, there would be an approximate \$57 million unfavorable impact to the fair value of the cross-currency swap recognized in OCI which would be offset by favorable currency translation gains on the Company's euro net investment in foreign subsidiaries.

Interest rate swaps designated as a fair value hedge:

Furthermore, in the second quarter of 2018, the Company entered into interest rate swaps with a notional amount of \$500 million to convert the fixed rate of interest on the 2017 Senior Notes due 2021 to a floating interest rate based on the 3-month LIBOR. A hypothetical change of 100 BPS in the LIBOR-based swap rate would result in an approximate \$17 million change to the fair value of the swap, which would be offset by the change in fair value of the hedged item.

Refer to Note 9 to the condensed consolidated financial statements in this Form 10-Q and Item 7A. Quantitative and Qualitative Disclosures about Market Risk, contained in the Company's annual report on Form 10-K for the year ended December 31, 2017 for further discussion on the Company's derivative financial instruments.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures: The Company carried out an evaluation, as required by Rule 13a-15(b) under the Exchange Act, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and principal financial officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) of the Exchange Act, as of the end of the period covered by this report (the Evaluation Date). Based on such evaluation, such officers have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the communication to the Company's management, including the Company's Chief Executive Officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Except as described below, the Company's management, including the Company's Chief Executive Officer and principal financial officer, has determined that there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, these internal controls over financial reporting during the period covered by the report.

During the fiscal year ended December 31, 2017, the Company acquired Bureau van Dijk, and during the six months ended June 30, 2018, we further integrated the acquired entity into the Company's financial reporting processes and procedures and internal control over financial reporting. Additionally, during the first half of 2018, the Company implemented internal controls relating to the New Revenue Accounting Standard which was adopted by Moody's on January 1, 2018.

Table of Contents**PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

For information regarding legal proceedings, see Item 1 Financial Statements Notes to Condensed Consolidated Financial Statements (Unaudited), Note 16 Contingencies in this Form 10-Q.

Item 1A. Risk Factors

There have been no material changes since December 31, 2017 to the significant risk factors and uncertainties known to the Company that, if they were to occur, could materially adversely affect the Company's business, financial condition, operating results and/or cash flow. For a discussion of the Company's risk factors, refer to Item 1A. Risk Factors, contained in the Company's annual report on Form 10-K for the year ended December 31, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**MOODY'S PURCHASES OF EQUITY SECURITIES**

For the Three Months Ended June 30, 2018

| Period | Total Number of Shares Purchased (1) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Program | Approximate Dollar Value of Shares That May Yet be Purchased Under the Program (2) |
|--------------|--------------------------------------|------------------------------|--|--|
| April 1 - 30 | 106,239 | \$ 162.40 | 103,438 | \$ 466.7 million |
| May 1 - 31 | 69,280 | \$ 168.58 | 68,722 | \$ 455.1 million |
| June 1 - 30 | 53,272 | \$ 174.16 | 52,808 | \$ 445.9 million |
| Total | 228,791 | \$ 167.05 | 224,968 | |

(1) Includes surrender to the Company of 2,801, 558 and 464 shares of common stock in April, May and June, respectively, to satisfy tax withholding obligations in connection with the vesting of restricted stock issued to employees.

(2) As of the last day of each of the months. On December 15, 2015, the Board authorized a \$1 billion share repurchase program. There is no established expiration date for the remaining authorization.

During the second quarter of 2018, Moody's issued 0.2 million shares under employee stock-based compensation plans.

Item 5. Other Information

Not applicable

Table of Contents**Item 6. Exhibits****Exhibit**

| No. | Description |
|----------|---|
| 3 | ARTICLES OF INCORPORATION AND BY-LAWS |
| .1 | <u>Restated Certificate of Incorporation of Moody's Corporation dated April 17, 2013 (incorporated by reference to Exhibit 3.4 to the Report on Form 8-K of the Registrant file number 1-14037, filed April 22, 2013).</u> |
| .2 | <u>Amended and Restated By-laws of Moody's Corporation, effective April 17, 2013 (incorporated by reference to Exhibit 3.2 to the Report on Form 8-K of the Registrant, file number 1-14037, filed April 22, 2013).</u> |
| 4 | INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES |
| .1 | <u>Eighth Supplemental Indenture, dated as of June 7, 2018, between the Company and Wells Fargo, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed June 7, 2018).</u> |
| .2 | <u>Form of 3.250% Senior Note due 2021 (incorporated by reference to Exhibit 4.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed June 7, 2018)</u> |
| 12* | <u>Statement of Computation of Ratios of Earnings to Fixed Charges</u> |
| 31 | CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 |
| .1* | <u>Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| .2* | <u>Principal Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 32 | CERTIFICATIONS PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 |
| .1* | <u>Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. The Company has furnished this certification and does not intend for it to be considered filed under the Securities Exchange Act of 1934 or incorporated by reference into future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934.</u> |
| .2* | <u>Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. The Company has furnished this certification and does not intend for it to be considered filed under the Securities Exchange Act of 1934 or incorporated by reference into future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934.</u> |
| 101 | XBRL |
| 101.DEF* | XBRL Definitions Linkbase Document |
| 101.INS* | XBRL Instance Document |
| 101.SCH* | XBRL Taxonomy Extension Schema Document |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.LAB* | XBRL Taxonomy Extension Labels Linkbase Document |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document |

* Filed herewith

Table of Contents

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, thereunto duly authorized.

MOODY S CORPORATION

By: / S / David Hogan
David Hogan
Managing Director Assistant Controller
(principal accounting officer)

Date: August 1, 2018