

MARSH & MCLENNAN COMPANIES, INC.

Form 10-Q/A

May 10, 2013

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 10-Q/A Filing

(Amendment No. 1)

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Quarterly Report Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2013

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Marsh & McLennan Companies, Inc.

1166 Avenue of the Americas

New York, New York 10036

(212) 345-5000

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Commission file number 1-5998

State of Incorporation: Delaware

I.R.S. Employer Identification No. 36-2668272

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 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 Website, 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 or a smaller reporting Company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting 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 ☐

Indicate by check mark whether the registrant is a shell Company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of April 30, 2013, there were outstanding 551,286,359 shares of common stock, par value \$1.00 per share, of the registrant.

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Explanatory Note

Marsh & McLennan Companies, Inc. (the "Company") is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013 (the "Form 10-Q") solely to correct a typographical error in the conformed signatures to Exhibit 32.1 originally filed with the Form 10-Q. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment.

Except as described above, this Amendment No. 1 does not reflect events occurring after the filing of the Form 10-Q and no revisions are being made pursuant to this Amendment No. 1 to the Company's financial statements or any other disclosure contained in the Form 10-Q.

Item 6. Exhibits

See Exhibit Index.

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.

Date: May 9, 2013

/s/ J. Michael Bischoff  
J. Michael Bischoff  
Chief Financial Officer

Date: May 9, 2013

/s/ Robert J. Rapport  
Robert J. Rapport  
Senior Vice President & Controller  
(Chief Accounting Officer)

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EXHIBIT INDEX

Exhibit No.	Exhibit Name
10.1*	Form of 2013 Long-term Incentive Award under the Marsh & McLennan Companies, Inc. 2011 Incentive and Stock Award Plan
10.2*	Form of Deferred Stock Unit Award, dated as of March 1, 2013, under the Marsh & McLennan Companies, Inc. 2011 Incentive and Stock Award Plan
10.3*	Letter Agreement, dated as of January 3, 2012, between Marsh & McLennan Companies, Inc. and Julio A. Portalatin
10.4*	Non-Competition and Non-Solicitation Agreement, effective as of February 1, 2012, between Marsh & McLennan Companies, Inc. and Julio A. Portalatin
12.1*	Statement Re: Computation of Ratio of Earnings to Fixed Charges
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certifications

\* Previously filed as part of our Quarterly Report on Form 10-Q for the period ended March 31, 2013 with the Securities and Exchange Commission on May 8, 2013, which this Amendment No. 1 on Form 10-Q/A amends.