

MOODYS CORP /DE/
Form 8-K
April 02, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 2, 2009 (March 27, 2009)

MOODY S CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

1-14037
(Commission File Number)

13-3998945
(IRS Employer Identification No.)

7 World Trade Center at 250 Greenwich Street

New York, New York 10007

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(212) 553-0300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.05 Costs Associated with Exit or Disposal Activities.

On March 27, 2009, Moody's Corporation (the "Company") approved a restructuring plan (the "Plan") to reduce costs in response to a strategic review of its business in certain jurisdictions and weak global economic and market conditions. This will result in an estimated restructuring charge of approximately \$10-\$16 million of which a majority will be recorded in the first quarter of 2009. The Plan consists of headcount reductions (\$9-\$12 million) and other charges (totaling \$1-\$4 million) such as contract termination costs and the potential divestitures of non-strategic assets. The Company's plans include closing offices in South Bend, Indiana; Indonesia and Taiwan. The Plan will result in a global headcount reduction of between 120 and 170 positions, representing 3-4% of headcount as of December 31, 2008. The entire charge will result in cash outlays which will be paid out over the next twelve months.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

Certain statements contained in this current report are forward-looking statements and are based on future expectations, plans and prospects for Moody's business and operations that involve a number of risks and uncertainties. Forward-looking statements in this current report are made as of the filing date, and the Company disclaims any duty to 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 certain factors that could cause actual results to differ, perhaps materially, from those indicated by these forward-looking statements. Those factors, risks and uncertainties include, but are not limited to, the ability to control costs and successfully implement various cost-reduction programs, including the restructuring plan, the current world-wide credit market disruptions and economic slowdown, which is affecting and could continue to 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 credit quality concerns, changes in interest rates and other volatility in the financial markets; the uncertain effectiveness and possible collateral consequences of U.S. and foreign government initiatives to respond to the economic slowdown; concerns in the marketplace affecting our credibility or otherwise affecting market perceptions of the integrity or utility of independent agency ratings; the introduction of competing products or technologies by other companies; pricing pressure from competitors and/or customers; the impact of regulation as a nationally recognized statistical rating organization and the potential for new U.S., state and local legislation and regulations; the potential for increased competition and regulation in foreign jurisdictions; exposure to litigation related to our rating opinions, as well as any other litigation to which the Company may be subject from time to time; the possible loss of key employees; failures or malfunctions of our operations and infrastructure; the outcome of any review by controlling tax authorities of the Company's global tax planning initiatives; the outcome of those Legacy Tax Matters and legal contingencies that relate to the Company, its predecessors and their affiliated companies for which Moody's has assumed portions of the financial responsibility; the ability of the Company to successfully integrate acquired businesses; a decline in the demand for credit risk management tools by financial institutions; and other risk factors as discussed in the Company's annual report on Form 10-K for the year ended December 31, 2008 and in other filings made by the Company from time to time with the Securities and Exchange Commission.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MOODY S CORPORATION

By: /s/ John J. Goggins
John J. Goggins

Senior Vice President and

General Counsel

Date: April 2, 2009

SIZE="2">Percent of Class Represented by Amount in Row (11)

0%

14.

Type of Reporting Person

OO

INTRODUCTION

BCC Acquisition I LLC, a Delaware limited liability company (BCC Acquisition), hereby files this Amendment No. 5 (the Amendment) to the Statement on Schedule 13D, as amended to date, (the Statement) on behalf of the Reporting Persons (as defined under Item 2 of the Statement) identified herein pursuant to the Agreement with Respect to Schedule 13D attached to the Statement as Exhibit 7(1). Defined terms not otherwise defined herein are deemed to have the same definition as ascribed thereto in the Statement.

The Bay City Capital Fund I, L.P., a Delaware limited partnership (BCC), is the managing member of BCC Acquisition. Bay City Capital Management LLC, a Delaware limited liability company (BCC Management), is the general partner of BCC. Bay City Capital LLC, a Delaware limited liability company (BCC LLC), provides investment advice to BCC.

On April 22, 2004, BCC Acquisition distributed 3,791,346 shares of Common Stock of the Issuer to its members, representing all of BCC Acquisition s interests in the Issuer. The members of BCC Acquisition are BCC and Bay Investment Group, L.L.C., a Delaware limited liability company. BCC in turn distributed to its partners: (a) all 2,829,763 shares of Common Stock of the Issuer received from BCC Acquisition and (b) 115,600 shares of the Common Stock owned directly by BCC. Together, (a) and (b) represent all of BCC s interest in the Common Stock of the Issuer. BCC s limited partners are BCC Amalgamated, L.L.C. and The Craves Group LLC, and its general partner is BCC Management. BCC Management in turn distributed to its partners all of its interest in the Common Stock of the Issuer. BCC Management s members are BCC Amalgamated, L.L.C. and The Craves Group LLC. Each of BCC Acquisition, BCC and BCC Management are beginning the process of liquidation.

The Reporting Persons now hold no Common Stock of the Issuer.

Item 1. Security and Issuer

The class of equity securities to which this Statement relates to is the common stock, par value of \$0.01, of Medarex, Inc., a corporation incorporated under the laws of New Jersey, whose principal executive offices are located at 707 State Road, Princeton, New Jersey 08540.

Item 2. Identity and Background

This Amendment is filed on behalf of BCC Acquisition, BCC, BCC Management and BCC LLC, which serves as an investment advisor to BCC Management pursuant to an advisory agreement. BCC Acquisition, BCC, BCC Management and BCC LLC are each referred to herein as a Reporting Person and are collectively referred to herein as the Reporting Persons.

a. BCC Acquisition

The principal executive offices of BCC Acquisition are located at 750 Battery Street, Suite 400, San Francisco, California, 94111. BCC Acquisition is a manager-managed Delaware limited liability company formed for the purpose of completing the transactions described in the Statement. The members of BCC Acquisition are BCC and Bay Investment Group, L.L.C., a Delaware limited liability company (BIG). The manager of BCC Acquisition is BCC, which has sole voting power and dispositive power with respect to the business, properties and affairs of BCC Acquisition.

b. BCC

The principal executive offices of BCC are located at 750 Battery Street, Suite 400, San Francisco, California, 94111. BCC is a Delaware limited partnership the principal business of which is making investments in a variety of special situations, including without limitation, recapitalizations and biotechnology companies. BCC is the manager of BCC Acquisition and has sole voting power and dispositive power with respect to the business, properties and affairs of BCC Acquisition.

c. BCC Management

The principal executive offices of BCC Management are located at 750 Battery Street, Suite 400, San Francisco, California, 94111. BCC Management is a Delaware limited liability company the principal business of which is serving as the general partner of BCC. The members of BCC Management are two limited liability companies, The Craves Group LLC, a Delaware limited liability company, and BCC Amalgamated, L.L.C., a Delaware limited liability company. Each member has a 50% membership interest in BCC Management. The names, business addresses, principal occupations and citizenship of the managing directors and managers of BCC Management are set forth on Schedule 1 hereto.

d. BCC LLC

The principal executive offices of BCC LLC are located at 750 Battery Street, Suite 400, San Francisco, California, 94111. The principal business of BCC LLC is to provide consulting and other investment banking services to life sciences companies. BCC LLC is a Delaware

limited liability company. The members of BCC LLC and their current interests in BCC LLC are as follows: PCP-BCC Acquisition, LLC, a Delaware limited liability company (PCP-BCCA), which purchased all of BCC Amalgamated, L.L.C.'s interest in BCC LLC as of March 24, 2004 (65.23%); Frederick B. Craves (21.74%); Sanford Zweifach (5.80%); Carl Goldfischer (5.80%); and Lori Robson (1.43%). The names, business addresses, principal occupations and citizenship of the managing directors and managers of BCC LLC are set forth on Schedule 2 hereto.

During the last five years, none of the Reporting Persons, nor any of their individual managers or executive officers, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor have any of such persons been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Item 4. Purpose of Transaction

The purpose of the transaction is to distribute all Common Stock of the Issuer held by each of BCC Acquisition, BCC and BCC Management in connection with each entity's process of liquidation.

Item 5. Interest in Securities of the Issuer.

Item 5, paragraphs (a) and (b), is amended to read as follows:

(a) and (b)

The aggregate number of Shares and percentage of Common Stock of the Issuer (based upon Issuer's report on Form 10-K for the fiscal year ending December 31, 2003, that it had 79,087,401 shares of Common Stock outstanding as of February 27, 2004) beneficially owned by each person named in Item 2, as well as the number of Shares of Common Stock as to which such person is deemed to have sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or direct the disposition, in each case after giving effect to the transactions described in Item 4 of this Amendment, is set forth in the following table.

Reporting Person	No. of Shares Beneficially Owned	Percentage of Class	Power to Vote		Power to Dispose	
			Shared	Sole	Shared	Sole
BCC Acquisition I	0	0	0		0	
BCC Fund I, L.P.	0	0	0		0	
BCC Management LLC	0	0	0		0	
BCC LLC	0	0	0		0	

The information required by Item 5 with respect to persons with whom voting or dispositive power is shared is set forth in Item 2 of the Statement.

The Reporting Persons note that Dr. Frederick B. Craves, the Chairman of BCC LLC and one of the managers of each of BCC LLC and BCC Management, is a member of the Issuer's Board of Directors.

(c) To the best knowledge of the Reporting Persons, no person described in paragraph (a) of this Item 5 has effected any transaction in the Common Stock of the Issuer during the past 60 days other than as described in the Introduction and Item 4 above.

(d) To the best knowledge of the Reporting Persons, no persons other than the Reporting Persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of the Issuer held by the Reporting Persons.

(e) The Reporting Persons ceased to be the beneficial owner of more than five percent of any class of securities of the Issuer on April 22, 2004.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer

All contracts have been previously reported.

Item 7. Materials to Be Filed as Exhibits

None.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: April 22, 2004

BCC Acquisition I LLC

By: Its Manager

The Bay City Capital Fund I, L.P.

By: Its General Partner

Bay City Capital Management LLC

By: /s/ Fred B. Craves

Name: Fred B. Craves

Its: Manager and Managing Director

Schedule 1 to Schedule 13D

Bay City Capital Management LLC

Managers and Executive Officers

<u>Name and Business Address (1)</u>	<u>Title</u>	<u>Present Principal</u> <u>Occupation or Employment</u>
Frederick B. Craves Bay City Capital Management LLC 750 Battery Street, Suite 400 San Francisco, CA 94111	Manager	Chairman, Manager and Managing Director of Bay City Capital LLC and Manager of Bay City Capital Management LLC
Thomas J. Pritzker 200 West Madison Street 38th Floor Chicago, Ill. 60606	Manager	Chairman and Chief Executive Officer of Hyatt Corporation, a diversified company primarily engaged in real estate and hotel management activities.
Nicholas J. Pritzker 200 West Madison Street 38th Floor Chicago, Ill. 60606	Manager	Chairman of the Board and President of Hyatt Development Corporation, a diversified company primarily engaged in real estate and hotel management activities.

(1) Each of Messrs. Craves, Thomas J. Pritzker and Nicholas J. Pritzker are United States citizens.

Schedule 2 to Schedule 13D

Bay City Capital LLC

Managers and Executive Officers

<u>Name and Business Address (1)</u>	<u>Title</u>	<u>Present Principal Occupation or Employment</u>
Frederick B. Craves Bay City Capital LLC 750 Battery Street, Suite 400 San Francisco, CA 94111	Chairman, Manager	Chairman, Manager and Managing Director of Bay City Capital LLC
Carl Goldfischer Bay City Capital LLC 750 Battery Street, Suite 400 San Francisco, CA 94111	Manager and Managing Director	Manager and Managing Director of Bay City Capital LLC
Thomas J. Pritzker 200 West Madison Street 38th Floor Chicago, Ill. 60606	Manager	Chairman and Chief Executive Officer of Hyatt Corporation, a diversified company primarily engaged in real estate and hotel management activities.
Nicholas J. Pritzker 200 West Madison Street 38th Floor Chicago, Ill. 60606	Manager	Chairman of the Board and President of Hyatt Development Corporation, a diversified company primarily engaged in real estate and hotel management activities.

(1) Each of Messrs. Craves, Goldfischer, Thomas J. Pritzker and Nicholas J. Pritzker are United States citizens.