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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) **March 27, 2019**

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**Marsh & McLennan Companies, Inc.**  
(Exact Name of Registrant as Specified in its Charter)



**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-5998**  
(Commission  
File Number)

**36-2668272**  
(IRS Employer  
Identification No.)

**1166 Avenue of the Americas, New York, NY**  
(Address of Principal Executive Offices)

**10036**  
(Zip Code)

**Registrant's telephone number, including area code (212) 345-5000**

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

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

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

Emerging growth company

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

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**Item 1.01 Entry into a Material Definitive Agreement**

On March 27, 2019, Marsh & McLennan Companies, Inc. (the “Company”) closed its previously announced sale of \$250 million aggregate principal amount of its 4.375% Senior Notes due 2029 (the “Notes”). The Notes constitute a further issuance of the 4.375% Senior Notes due 2029, of which the Company issued \$1.25 billion aggregate principal amount on January 15, 2019.

The Notes were registered under the Company’s effective shelf registration statement on Form S-3 (Registration No. 333-226427) under the Securities Act of 1933, as amended, as filed with the Securities and Exchange Commission on July 30, 2018 and were offered by means of the Company’s prospectus dated July 30, 2018, as supplemented by the prospectus supplement dated March 20, 2019.

The Notes were issued on March 27, 2019 pursuant to the Indenture dated July 15, 2011, by and between the Company and The Bank of New York Mellon, as trustee (the “Trustee”), filed as Exhibit 4.1 to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, as supplemented by the Eleventh Supplemental Indenture (the “Supplemental Indenture”), dated as of January 15, 2019, by and between the Company and the Trustee, filed as Exhibit 4.1 and incorporated herein by reference to the Company’s Current Report on Form 10-K dated January 15, 2019. The form of the Notes is attached hereto as Exhibit 4.2 and is incorporated herein by reference.

The foregoing descriptions of the Supplemental Indenture and the Notes contained herein are summaries and are qualified in their entirety by the Supplemental Indenture and the forms of Notes attached hereto as Exhibits 4.1 through 4.2, respectively.

**Item 8.01 Other Events**

A copy of the opinion of Davis Polk & Wardwell LLP, counsel to the Company, relating to the legality of the Notes is filed as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits****(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
4.1	Eleventh Supplemental Indenture, dated January 15, 2019, between Marsh & McLennan Companies, Inc. and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to the Company’s Form 8-K filed on January 15, 2019).
4.2	Form of 4.375% Senior Notes due 2029 (included in Exhibit 4.1 above).
5.1	Opinion of Davis Polk & Wardwell LLP.
23.1	Consent of Davis Polk & Wardwell (included in Exhibit 5.1 above).

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Exhibit</u>
4.1	<a href="#"><u>Eleventh Supplemental Indenture, dated January 15, 2019, between Marsh &amp; McLennan Companies, Inc. and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed on January 15, 2019).</u></a>
4.2	<a href="#"><u>Form of 4.375% Senior Notes due 2029 (included in Exhibit 4.1 above).</u></a>
5.1	<a href="#"><u>Opinion of Davis Polk &amp; Wardwell LLP.</u></a>
23.1	<a href="#"><u>Consent of Davis Polk &amp; Wardwell (included in Exhibit 5.1 above).</u></a>

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**SIGNATURES**

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

MARSH & MCLENNAN COMPANIES, INC.

By: /s/ Katherine J. Brennan

Name: Katherine J. Brennan

Title: Deputy General Counsel, Chief Compliance Officer  
& Corporate Secretary

Date: March 27, 2019

New York	Paris
Northern California	Madrid
Washington DC	Tokyo
São Paulo	Beijing
London	Hong Kong



Davis Polk & Wardwell LLP      212 450 4000 tel  
450 Lexington Avenue      212 701 5800 fax  
New York, NY 10017

March 27, 2019

Marsh & McLennan Companies, Inc.  
1166 Avenue of the Americas  
New York, New York 10036-2774

Ladies and Gentlemen:

Marsh & McLennan Companies, Inc., a Delaware corporation (the “**Company**”), has filed with the Securities and Exchange Commission a Registration Statement on Form S-3 (File No. 333-226427) (the “**Registration Statement**”) for the purpose of registering under the Securities Act of 1933, as amended (the “**Securities Act**”), certain securities, including the Company’s \$250 million aggregate principal amount of its 4.375% Senior Notes due 2029 (the “**Securities**”). The Securities are to be issued pursuant to the provisions of the Indenture dated as of July 15, 2011 between the Company and The Bank of New York Mellon, as trustee (the “**Trustee**”), as supplemented by the Eleventh Supplemental Indenture dated as of January 15, 2019 between the Company and the Trustee (as so supplemented, the “**Indenture**”). The Securities are to be sold pursuant to the Underwriting Agreement dated March 20, 2019 (the “**Underwriting Agreement**”) among the Company and the several underwriters named therein (the “**Underwriters**”).

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Based on the foregoing, and subject to the additional assumptions and qualifications set forth below, we advise you that, in our opinion, when the Securities have been duly executed and authenticated in accordance with the provisions of the Indenture and delivered to and paid for by the Underwriters pursuant to the Underwriting Agreement, the Securities will constitute valid and binding obligations of the Company, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability, provided that we express no opinion as to the validity, legally binding effect or enforceability of any provision that permits holders to collect any portion of stated principal amount upon acceleration of the Debt Securities to the extent determined to constitute unearned interest.

In addition, we have assumed that the Indenture and the Securities (collectively, the "**Documents**") are valid, binding and enforceable agreements of each party thereto (other than as expressly covered above in respect of the Company). We have also assumed that the execution, delivery and performance by each party to each Document to which it is a party (a) are within its corporate powers, (b) do not contravene, or constitute a default under, the certificate of incorporation or bylaws or other constitutive documents of such party, (c) require no action by or in respect of, or filing with, any governmental body, agency or official and (d) do not contravene, or constitute a default under, any provision of applicable law or regulation or any judgment, injunction, order or decree or any agreement or other instrument binding upon such party.

We are members of the Bar of the State of New York and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware, except that we express no opinion as to any law, rule or regulation that is applicable to the Company, the Documents or such transactions solely because such law, rule or regulation is part of a regulatory regime applicable to any party to any of the Documents or any of its affiliates due to the specific assets or business of such party or such affiliate.

We hereby consent to the filing of this opinion as an exhibit to a report on Form 8-K to be filed by the Company on the date hereof and its incorporation by reference into the Registration Statement and further consent to the reference to our name under the caption "Legal Matters" in the prospectus supplement which is a part of the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP