

MARSH & MCLENNAN COMPANIES, INC.

Form 8-K

May 09, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

Commission File No. 1-5998

Date of report (Date of earliest event reported) May 9, 2018

Marsh & McLennan Companies, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

1-5998

36-2668272

(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

1166 Avenue of the Americas, New York, NY 10036

(Address of Principal Executive Offices) (Zip Code)

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

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

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Emerging growth company ☐

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

#### Item 8.01 Other Events

As discussed in the Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 filed by Marsh & McLennan Companies, Inc. (the "Company") on April 27, 2018, effective January 1, 2018, the Company adopted an amendment to ASC Topic 715 ("ASC 715") that changes the presentation of net periodic pension cost and net periodic postretirement cost ("net periodic benefit costs"). The new guidance requires employers to report the service cost component of net periodic benefit costs in the same line item as other compensation costs in the income statement. The other components of net periodic benefit costs are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations.

The guidance is effective for annual periods beginning after December 15, 2017, including interim periods within those annual periods. The new guidance requires retrospective application for the presentation of the service cost component and the other components of net periodic benefit costs. Accordingly, the Company is filing this Current Report on Form 8-K to retrospectively reclassify certain previously reported financial information in its Annual Report on Form 10-K for the fiscal year ended December 31, 2017 to reflect this change. Except as specifically provided herein, the Company has not updated this Current Report for any development or event occurring after February 22, 2018, the date on which the Company's 2017 Annual Report on Form 10-K was filed with the SEC. The adoption of this guidance impacts the line item presentation of the Company's results of operations, but does not change income before taxes, net income or earnings per share.

Exhibit 99.1 to this Current Report is incorporated by reference herein and includes updates only to the extent necessary to reflect reclassifications made to the following items of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017:

Item 6. Selected Financial Data

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations; and

Item 8. Financial Statements and Supplementary Data

#### Item 9.01 Financial Statements and Exhibits

##### (d) Exhibits

23.1 Consent of Independent Registered Public Accounting Firm

Retrospective revisions to the following portions of Marsh & McLennan Companies, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017, as originally filed with the Securities and Exchange

99.1 Commission on February 22, 2018: Item 6. Selected Financial Data; Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations; and Item 8. Financial Statements and Supplementary Data.

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema

101.CAL XBRL Taxonomy Extension Calculation Linkbase

101.DEF XBRL Taxonomy Extension Definition Linkbase

101.LAB XBRL Taxonomy Extension Label Linkbase

101.PRE XBRL Taxonomy Extension Presentation Linkbase

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

Date: May 9, 2018

EXHIBIT INDEX

Exhibit No.	Exhibit
<u>23.1</u>	<u>Consent of Independent Registered Public Accounting Firm</u> <u>Retrospective revisions to the following portions of Marsh &amp; McLennan Companies, Inc.'s Annual Report</u> <u>on Form 10-K for the year ended December 31, 2017, as originally filed with the Securities and Exchange</u>
<u>99.1</u>	<u>Commission on February 22, 2018: Item 6. Selected Financial Data; Item 7. Management's Discussion and</u> <u>Analysis of Financial Condition and Results of Operations; and Item 8. Financial Statements and</u> <u>Supplementary Data.</u>
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