

MARSH & MCLENNAN COMPANIES, INC.

Form S-8

February 21, 2019

As filed with the Securities and Exchange Commission on February 21, 2019

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MARSH & MCLENNAN COMPANIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware 36-2668272
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification No.)

1166 Avenue of the Americas

New York, New York 10036-2774

(212) 345-5000
(Address, including zip code, and telephone
number, including area code, of Registrant's
principal executive offices)

MARSH & MCLENNAN COMPANIES 401(K) SAVINGS & INVESTMENT PLAN

MARSH & MCLENNAN AGENCY 401(K) SAVINGS & INVESTMENT PLAN

(Full Title of the Plan)

Katherine J. Brennan

Marsh & McLennan Companies, Inc.

1166 Avenue of the Americas

New York, New York 10036-2774

(Name and Address of Agent for Service)

(212) 345-5000

(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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.

Large accelerated filer

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

Accelerated filer

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee ⁽³⁾
Common Stock, \$1.00 par value, to be issued under the Marsh & McLennan Companies 401(k) Savings & Investment Plan	2,000,000	\$90.35	\$180,700,000	\$21,900.84
Common Stock, \$1.00 par value, to be issued under the Marsh & McLennan Agency 401(k) Savings & Investment Plan	500,000	\$90.35	\$45,175,000	\$5,475.21

This Registration Statement on Form S-8 (this “Registration Statement”) covers shares of Common Stock, par value \$1.00 per share (“Common Stock”) of Marsh & McLennan Companies, Inc. (the “Company” or the “Registrant”) issuable pursuant to (i) the Marsh and McLennan Companies 401(k) Savings & Investment Plan, (ii) the Marsh & McLennan Agency 401(k) Savings & Investment Plan ((i) and (ii) together, the “Plans”), (iii) any additional shares of (1) Common Stock that become issuable under the Plans by reason of any stock dividend, stock split, or other similar transaction pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), and (iv) pursuant to Rule 416(c) under the Securities Act, an indeterminate amount of interests to be offered or sold pursuant to the Plans.

Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, solely for the purpose of computing (2) the registration fee, based on the average of the high and low prices reported for a share of Common Stock on the New York Stock Exchange on February 14, 2019.

(3) Rounded up to the nearest penny.

EXPLANATORY NOTE

This Registration Statement has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of registering an additional 2,500,000 shares of Common Stock that are issuable at any time or from time to time under the Plans. Pursuant to General Instruction E, the contents of the Registration Statement on Form S-8 filed for the Plans with the Securities and Exchange Commission (the “Commission”) on August 5, 2011 (Registration No. 333-176085), including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement, except as supplemented by the information set forth below.

The Plans are part of the same master trust.

PART 1

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8 instructions. The document containing the information specified in Part I will be delivered to the participants in the Plan as required by Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed are incorporated herein by reference:

- (a) The Company’s Annual Report on Form 10-K for the year ended December 31, 2018, filed with the Commission on February 21, 2019 (File No. 001-05998).

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- (b) Marsh & McLennan Companies 401(k) Savings & Investment Plan Annual Report on Form 11-K for the fiscal year ended December 31, 2017.
- (c) Marsh & McLennan Agency 401(k) Savings & Investment Plan Annual Report on Form 11-K for the fiscal year ended December 31, 2017.
- (d) The Company's current reports on Form 8-K filed after the fiscal year ended December 31, 2018.
- (e) The Company's Registration Statement on Form 8-B dated May 22, 1969, as amended by an Amendment on Form 8, dated February 3, 1987, describing the Common Stock, including any amendment or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein), modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 8. Exhibits.

**Exhibit
Number**

- | | |
|-------------|---|
| <u>3.1</u> | <u>Restated Certificate of Incorporation of Marsh & McLennan Companies, Inc. (incorporated by reference to the Company's Current Report on Form 8-K filed on July 18, 2008).*</u> |
| <u>3.2</u> | <u>Amended and Restated Bylaws of Marsh & McLennan Companies, Inc. (incorporated by reference to the Company's Current Report on Form 8-K filed on January 12, 2017).*</u> |
| <u>4.1</u> | <u>Marsh & McLennan Companies 401(k) Savings & Investment Plan.</u> |
| <u>4.2</u> | <u>Marsh & McLennan Agency 401(k) Savings & Investment Plan.</u> |
| <u>23.1</u> | <u>Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP.</u> |
| <u>23.2</u> | <u>Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP.</u> |
| <u>24</u> | <u>Power of Attorney (included on the signature pages of this Registration Statement).</u> |

*Incorporated herein by reference

The use of original issuance securities under this Registration Statement is not contemplated. If original issuance securities are hereafter offered and sold, an opinion of counsel will be filed by amendment.

The undersigned registrant hereby undertakes: (i) to submit or has submitted the Plans and any amendments thereto to the Internal Revenue Service ("IRS") in a timely manner for the purpose of obtaining determinations that the form of the Plans meet the qualification requirements under the Internal Revenue Code of 1986, as amended, and (ii) will make or has made all changes required by the IRS in order to qualify the Plans.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 21st day of February, 2019.

MARSH & McLENNAN COMPANIES, INC.

By: /s/ Daniel S. Glaser

Name: Daniel S. Glaser

Title: Director, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, the persons who administer the Marsh & McLennan Companies 401(k) Savings & Investment Plan have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 21st day of February, 2019.

**MARSH & McLENNAN COMPANIES
401(k) SAVINGS & INVESTMENT PLAN**

By: /s/ Alexander P. Voitovich

Name: Alexander P. Voitovich

Title: Authorized Representative of the Benefits Administration Committee

Pursuant to the requirements of the Securities Act of 1933, the persons who administer the Marsh & McLennan Agency 401(k) Savings & Investment Plan have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 21st day of February, 2019.

**MARSH & McLENNAN AGENCY
401(k) SAVINGS & INVESTMENT PLAN**

By: /s/ Alexander P. Voitovich

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Name: Alexander P. Voitovich

Title: Authorized Representative of the Benefits Administration Committee

POWER OF ATTORNEY

The undersigned directors and officers of the Marsh & McLennan Companies, Inc. hereby appoint each of Katherine J. Brennan, Tiffany D. Wooley and Connor Kuratek as attorneys-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933, any and all amendments (including post-effective amendments) and exhibits to this registration statement on Form S-8 (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933) and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, or his her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the following capacities on February 21, 2019.

Signature	Title
/s/ Daniel S. Glaser Daniel S. Glaser	Director, President and Chief Executive Officer (Principal Executive Officer)
/s/ Mark C. McGivney Mark C. McGivney	Chief Financial Officer (Principal Financial Officer)
/s/ Stacy M. Mills Stacy M. Mills	Vice President and Controller (Principal Accounting Officer)
/s/ Anthony K. Anderson Anthony K. Anderson	Director
/s/ Oscar Fanjul Oscar Fanjul	Director
/s/ H. Edward Hanway H. Edward Hanway	Director
/s/ Deborah C. Hopkins Deborah C. Hopkins	Director

/s/ Elaine La Roche Director
Elaine La Roche

/s/ Steven A. Mills Director
Steven A. Mills

/s/ Bruce P. Nolop Director
Bruce P. Nolop

/s/ Marc D. Oken Director
Marc D. Oken

/s/ Morton O. Schapiro Director
Morton O. Schapiro

/s/ Lloyd M. Yates Director
Lloyd M. Yates

/s/ R. David Yost Director
R. David Yost