

MARSH & MCLENNAN COMPANIES, INC.  
Form 8-K  
May 17, 2013

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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) May 16, 2013

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

|   |                                    |  |
|---|------------------------------------|--|
| Delaware<br>(State or Other Jurisdiction of<br>Incorporation) | 1-5998<br>(Commission File Number) | 36-2668272<br>(IRS Employer<br>Identification No.) |
|---|------------------------------------|--|

|   |                     |
|---|---------------------|
| 1166 Avenue of the Americas, New York, NY<br>(Address of Principal Executive Offices) | 10036<br>(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))
-

## Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting of Stockholders of Marsh & McLennan Companies, Inc. (the "Company") was held on May 16, 2013. Represented at the meeting were 482,922,590 shares, or 87.73%, of the Company's 550,445,914 shares of common stock outstanding and entitled to vote at the meeting. Set forth below are the final voting results for the actions taken by the stockholders at the meeting.

1. The Company's stockholders elected the thirteen (13) director nominees named below to a one-year term expiring at the 2014 annual meeting or until their successors are elected and qualified, with each receiving the following votes:

| Director Nominee   | Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstained | Broker Non-Votes |
|--------------------|----------------------------|--------------------------------|----------------------------|------------------|
| Zachary W. Carter  | 449,871,422                | 1,740,232                      | 2,757,523                  | 28,553,413       |
| Oscar Fanjul       | 444,797,471                | 6,813,006                      | 2,758,700                  | 28,553,413       |
| Daniel S. Glaser   | 448,620,765                | 3,154,844                      | 2,593,568                  | 28,553,413       |
| H. Edward Hanway   | 449,794,437                | 1,825,995                      | 2,748,745                  | 28,553,413       |
| Lord Lang          | 446,526,740                | 5,117,843                      | 2,724,594                  | 28,553,413       |
| Elaine La Roche    | 450,104,550                | 1,549,589                      | 2,715,038                  | 28,553,413       |
| Steven A. Mills    | 449,494,263                | 2,161,084                      | 2,713,830                  | 28,553,413       |
| Bruce P. Nolop     | 449,905,090                | 1,720,925                      | 2,743,162                  | 28,553,413       |
| Marc D. Oken       | 449,659,178                | 1,907,501                      | 2,802,498                  | 28,553,413       |
| Morton O. Schapiro | 447,016,272                | 4,133,252                      | 3,219,653                  | 28,553,413       |
| Adele Simmons      | 446,516,505                | 4,627,046                      | 3,225,626                  | 28,553,413       |
| Lloyd M. Yates     | 449,741,686                | 1,380,560                      | 3,246,931                  | 28,553,413       |
| R. David Yost      | 448,748,111                | 2,382,126                      | 3,238,940                  | 28,553,413       |

2. The Company's stockholders approved, by nonbinding vote, the compensation of our named executive officers, as disclosed in the Company's 2013 Proxy Statement, with the following vote:

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstained | Broker Non-Votes |
|----------------------------|--------------------------------|----------------------------|------------------|
| 432,623,321                | 16,731,515                     | 5,014,341                  | 28,553,413       |

3. The Company's stockholders ratified the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ended December 31, 2013, with the following vote:

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstained | Broker Non-Votes |
|----------------------------|--------------------------------|----------------------------|------------------|
| 474,301,421                | 5,489,937                      | 3,131,232                  | 0                |

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: Assistant Secretary

Date: May 17, 2013