

RUDMAN ROBERT H
 Form 4
 April 04, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RUDMAN ROBERT H

(Last) (First) (Middle)
 500 VOLVO PARKWAY
 (Street)
 CHESAPEAKE, VA 23320
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DOLLAR TREE INC [DLTR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/04/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Merchandising Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	04/04/2013		S ⁽¹⁾	5,531 D 47.5763	740	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUDMAN ROBERT H 500 VOLVO PARKWAY CHESAPEAKE, VA 23320			Chief Merchandising Officer	

Signatures

/s/ Shawnta Totten, attorney-in-fact for Mr. Rudman 04/04/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 10b5-1: Transactions pursuant to preplanned trading arrangements established under SEC Rule 10b5-1(c)(1).
- (2) Represents the weighted average price for shares sold at the range between \$47.3300 and \$47.6800. The filer will provide full information regarding the number of shares sold at each price upon request

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. iately eligible to participate in the Plan on their date of hire.

Part-time U.S. employees are eligible to participate in the Plan when they work at least one thousand hours either during the consecutive twelve-month period following their date of hire, or in any calendar year following employment. After January 1, 2008, upon completion of the eligibility requirements, employees are automatically enrolled in the Plan with contributions equal to 3% of the compensation as defined in the Plan unless they elect otherwise.

Contributions

Participants contribute to the Plan by authorizing payroll deductions from their compensation as defined in the Plan. Participants contributions under the Plan may be made from after-tax earnings and/or from before-tax earnings, the latter form of contribution having the effect of reducing the participant s current taxable earnings for Federal income

tax purposes. Participants are eligible to contribute up to 50% of their compensation to the Plan each year. Before-tax contributions are subject to the overall limit imposed by the IRC of \$18,000 in 2015 with an additional contribution of \$6,000 permitted for participants who are age 50 or older. The Company makes matching contributions currently equal to 50% of the first 6% of annual compensation (as defined) that is contributed to the Plan. Payroll deductions for participant contributions and the corresponding Company Matching Contribution that are not remitted to the Plan until after year-end are recorded as receivables in the Plan financial statements.

Under the Plan all eligible U.S. employees (excluding those for whom applicable law prohibits a profit sharing contribution) receive a contribution if certain financial targets of the Company are met, regardless of whether they contribute to the Plan. The Company will make this contribution if year-over-year EPS growth for any plan year equals or exceeds a threshold set forth in the Plan. This threshold is defined as (i) 10% growth in EPS and (ii) 2% in excess of targeted EPS percentage growth for the plan year. For year ended December 31, 2015, the Company did not achieve the required EPS growth necessary for this contribution. For the year ended December 31, 2014, the Company achieved the required EPS growth necessary for such a contribution. Accordingly, the employer contributions receivable in the Plan's Statement of Net Assets Available for Plan Benefits for the year ended December 31, 2014 includes approximately \$5 million for this contribution which was paid to the Plan in March 2015.

Participants at their discretion may invest their contributions in any, or all, of the investment fund options offered under the Plan, including the Moody's Corporation Stock Fund but excluding the Dun & Bradstreet Legacy Fund, which has not been open to new investments since 2000.

Effective January 1, 2008, the Company's U.S. defined benefit pension plan was closed to new participants. However, in lieu of defined benefit pension plan benefits, employees of the Company who are hired, rehired or who transfer to the U.S. payroll from a non-U.S. location on or after January 1, 2008 are eligible to receive a retirement contribution to the Plan. The retirement contribution is based upon an eligible U.S. employee's compensation as well as combined age and years of service as defined in the Plan. Participants that are eligible for the retirement contribution will receive this contribution regardless of whether they contribute to the Plan.

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The Plan permits participants to have their interests in other qualified plans rolled over to the Plan. Transfers or rollovers to the Plan may only be made with the approval of the Management Benefits and Compensation Committee and do not affect any other contributions made by or on behalf of a participant.

Starting on May 1, 2014, the Plan permitted participants to make an election for Roth Contributions, on an after-tax basis. Participants at their discretion may invest their Roth Contributions in any, or all, of the investment fund options offered under the Plan, including the Moody's Corporation Stock Fund but excluding the Dun & Bradstreet Legacy Fund, which has not been open to new investments since 2000. Participant contributions, withdrawals, gains, losses and other credits shall be credited to the participant's Roth Contributions account.

Participant Accounts

A separate account is established and maintained for each Plan participant. Contributions are invested in one or more of the Plan's investment funds as designated by the participant. Effective November 1, 2011, participants are not permitted to invest more than 10% of their current contributions or existing individual account balances into the Moody's Corporation Stock Fund (however, participants whose accounts were more than 10% invested on November 1, 2011 or subsequently became so due to investment returns are not required to divest any portion of their Moody's Corporation Stock Fund holdings). Prior to November 1, 2011, participants were not permitted to invest more than 25% of their current contributions or existing individual account balances into the Moody's Corporation Stock Fund. Net appreciation or depreciation on Plan investments for a given fund is allocated on a daily basis in proportion to the participant's account balance in that fund. Interest and dividend income are allocated to participants' accounts when paid.

The Moody's Corporation Stock Fund is an ESOP which allows participants to choose whether any cash dividends paid are reinvested in the Stock Fund or paid to the participant in cash.

Starting May 1, 2014, with the addition of the Roth option to the Plan, participants electing to make Roth Contributions will have separate accounts for those contributions.

Distributions

Upon retirement or other termination of service with the Company, participants (or their designated beneficiaries) become eligible for a lump sum distribution of the vested portion of their account balance. In the case of account balances in excess of \$1,000, participants may select a deferred distribution method from various options available under the Plan. Participants whose vested benefits are \$1,000 or less will receive an automatic distribution of their balance. The Plan also permits participant withdrawals after attaining age 59 ½ or due to certain financial hardships to be made out of vested account balances.

Notes receivable from participants

Participants may obtain loans from the Plan, which are collateralized by the participant's account balance. The Plan limits the total number of loans outstanding at any time for each participant to two general-purpose loans and a principal residence loan. The minimum loan permitted by the Plan is \$500 and the maximum permissible amount of all loans outstanding at any time is the lower of 50% of a participant's vested account balance or \$50,000. Interest rates applicable to Plan loans are based on the prime rate as reported in The Wall Street Journal on the last business day of the month before the loan is processed plus 200 basis points. At December 31, 2015 and 2014, interest rates on participant loans ranged from 5.25% to 11.50%, respectively. Maturity dates for the participant loans ranged from one month to ten years and one month to 11 years at December 31, 2015 and 2014, respectively. Principal and interest is

paid ratably by the participants through semi-monthly payroll deductions.

In the event of a default, the Management Benefits and Compensation Committee may accelerate the repayment of the loan; demand immediate repayment of the entire amount outstanding; renegotiate the terms of the loan; or approve a financial necessity distribution of the participant's loan subject to the terms of the Plan.

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Vested Benefits and Forfeitures

Participants immediately vest in their own contributions to the Plan, as well as any earnings thereon. The Plan provides for vesting in the value of all Company contributions to a participant's Plan account after three years of service beginning on the participant's initial employment date with the Company. In addition, a participant becomes 100% vested in the value of Company contributions immediately upon attainment of age 65, upon death, or if they become totally and permanently disabled.

Amounts forfeited by nonvested participants who terminated employment during the year ended December 31, 2015 were \$2.3 million. Forfeited amounts can be used to reduce future Company contributions and to pay administrative fees of the Plan. During the year ended December 31, 2015, approximately \$2.2 million of the cumulative forfeiture pool was used to offset Company contributions and \$0.2 million was used to pay administrative fees. As of December 31, 2015 and 2014, the Plan held forfeited amounts totaling \$0.3 million and \$0.4 million, respectively.

Administration of the Plan

The Plan is administered by the Management Benefits and Compensation Committee. Fidelity Management Trust Company is Trustee of the Plan and has custody of the Plan's assets. The Management Benefits and Compensation Committee designated Evercore Trust Company, N.A., as the Investment Manager for the assets of the Plan that consist of shares of Moody's common stock held in the Moody's Corporation Stock Fund.

Voting Rights

The Company's common stock held in the Stock Fund is voted by the Trustee at the Company's stockholder meetings in accordance with the confidential instructions of the participants whose accounts are invested in the common stock. All shares of the Company's common stock for which the Trustee receives voting instructions from participants to whose accounts the shares are allocated are voted in accordance with those instructions. All shares of the Company's common stock for which the Trustee does not receive timely voting instructions are voted by the Trustee in the same proportion on each issue as it votes those shares credited to participants' accounts for which it has received voting instructions from participants.

Plan Termination

While the Company has not expressed any intent to discontinue its contributions or to terminate the Plan, the Company is free to do so at any time subject to the provisions of ERISA and the IRC which state that, in such event, all participants of the Plan shall become fully vested in the employer contributions credited to their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual method of accounting. For financial statement purposes, participant withdrawals and distributions are recorded when paid. At December 31, 2015 and 2014, all Benefit Payments processed and approved for payment had been paid by the Plan.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management of the Plan to make estimates and assumptions that affect the reported amounts in the Statements of Net Assets Available for Plan Benefits and disclosures at the date of the financial statements and the reported amounts of additions and deductions in the Statement of Changes in Net Assets Available for Plan Benefits. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investment options consisting of common stocks, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate fluctuations, market conditions and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is possible that changes in valuations in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Plan Benefits and the Statement of Changes in Net Assets Available for Plan Benefits. Plan participants who are invested in the Moody's Corporation Stock Fund are exposed to market risk in the event of a significant decline in the value of Moody's Corporation common stock.

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Certain Plan assets invest directly or indirectly in securities with contractual cash flows, such as asset-backed securities, collateralized mortgage obligations and commercial mortgage-backed securities, including securities backed by sub-prime mortgage loans. The value, liquidity and related income of these securities are sensitive to changes in various economic conditions. These conditions include, but are not limited to, real estate values, delinquencies and/or defaults on cash flows underlying the securities. Furthermore, the value of these securities may be adversely affected by shifts in market perception of the issuer as well as changes in interest rates.

Investment Valuation

Investments in mutual funds are valued at quoted market prices based on the net asset value of the shares held by the Plan and generally are based on the fair value of the underlying assets. Common trust funds are valued at the net asset value of the shares held by the Plan which represents their fair value.

Fully benefit-responsive investment contracts included in the stable value common trust fund are presented at fair value on the Statement of Net Assets Available for Plan Benefits. The investments in the fund that invests in the fully benefit-responsive investment contracts are adjusted to contract value which is equal to the principal balance plus accrued interest as contract value is the amount at which participants ordinarily transact. Refer to Note 3 for a more detailed description regarding the fair value of the fund that invests in fully benefit-responsive investment contracts.

Moody's Corporation common stock and The Dun & Bradstreet Corporation common stock are stated at the fair value determined by the closing quoted price for the companies' common stock.

Notes Receivable from Participants

Notes receivable from participants are stated at their unpaid principal balances plus any accrued but unpaid interest. No allowances for credit losses have been recorded as of December 31, 2015 and 2014 as the participant loans are secured by the participants' vested balance in their accounts. Accordingly, in the event of a default, the Plan Administrator will deem the loan balance to be a distribution to the participant.

Investment Transactions and Investment Income

Purchases and sales of securities are reflected on a trade-date basis. Dividend income is recorded on the ex-dividend date. Other investment income is recorded as earned on an accrual basis.

Net Appreciation (Depreciation) of Investments

The net appreciation (depreciation) in the fair value of plan investments presented in the Statement of Changes in Net Assets Available for Plan Benefits consists of realized gains or losses and unrealized appreciation or depreciation on those investments.

Recently issued accounting standards:

In May 2015, the FASB issued ASU No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. This ASU removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share as a practical expedient. ASU No. 2015-07 is effective retrospectively for fiscal years beginning after December 15, 2016, with early adoption permitted. The adoption of this ASU will only impact the presentation of the Plan's common trust funds in the fair value hierarchy disclosures.

In July 2015, the FASB issued ASU No. 2015-12 Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures; III. Measurement Date Practical Expedient. Part III of this ASU is not applicable to the Plan. Part I of this ASU requires contract value to be utilized for measuring and disclosing fully benefit-responsive investment contracts. Part II of this ASU simplifies current benefit plan accounting and requires benefit plans to disaggregate their investments measured using fair value by general type, either on the face of the financial statements or in the notes to the financial statements. This ASU also eliminates the requirement to disclose the investment

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strategy for certain investments that are measured using Net Asset Value (NAV) per share using the practical expedient in the FASB ASC Topic 820. Additionally, this ASU eliminates the disclosure of investments exceeding 5% of the total net assets available for benefits. The amendments in Part I and Part II of this standard are effective retrospectively for fiscal years beginning after December 15, 2015, with early adoption permitted. The adoption of this ASU will change the presentation of the investment information disclosures and will also result in the Plan's fully benefit-responsive investment contracts included in the stable value common trust fund being reported at contract value.

In January 2016, the FASB issued ASU No. 2016-01 Financial Instruments Recognition and Measurement of Financial Assets and Financial Liabilities (Subtopic 825-10). The amendments in this ASU update various aspects of recognition, measurement, presentation and disclosures relating to the financial instruments. ASU No. 2016-01 is effective for fiscal years beginning after December 15, 2018. The Company is currently evaluating the impact of this ASU on the Plan's financial statements.

3. Fair Value Measurements

Fair value is defined by the ASC as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The determination of fair value is based on the principal or most advantageous market in which the Plan could commence transactions and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions and risk of nonperformance. Also, determination of fair value under the ASC assumes that market participants will consider the highest and best use of the asset.

The ASC establishes a fair value hierarchy whereby the inputs contained in valuation techniques used to measure fair value are categorized into three broad levels as follows:

Level 1 : quoted market prices in active markets that the reporting entity has the ability to access at the date of the fair value measurement;

Level 2 : inputs other than quoted market prices described in Level 1 that are observable for the asset or liability, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities;

Level 3 : unobservable inputs that are supported by little or no market activity and that are significant to the fair value measurement of the assets or liabilities.

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Investments measured at fair value on a recurring basis consisted of the following types of instruments:

(amounts in thousands)	December 31, 2015		
	Fair value measurements using input type		
	Level 1	Level 2	Total
Employer-related common stock funds	\$ 50,814	\$	\$ 50,814
Common trust funds:			
Equity index		138,165	138,165
Stable-value		58,756	58,756
Fixed income		34,988	34,988
Mutual funds:			
U.S. equity	163,896		163,896
Life-cycle funds	101,981		101,981
International equity	72,747		72,747
Fixed income	31,511		31,511
Real estate	12,228		12,228
Total investments measured at fair value	\$ 433,177	\$ 231,909	\$ 665,086

(amounts in thousands)	December 31, 2014		
	Fair value measurements using input type		
	Level 1	Level 2	Total
Employer-related common stock funds	\$ 49,466	\$	\$ 49,466
Common trust funds:			
Equity index		131,501	131,501
Stable-value		56,483	56,483
Mutual funds:			
U.S. equity	166,994		166,994
Life-cycle funds	83,574		83,574
International equity	71,868		71,868
Fixed income	68,694		68,694
Real estate	11,594		11,594
Total investments measured at fair value	\$ 452,190	\$ 187,984	\$ 640,174

The Plan does not have any investments measured at fair value on a recurring basis that utilize Level 3 inputs.

The Plan's valuation methodology used to measure the fair values of employer-related common stock and mutual funds is based on quoted prices as these instruments and their underlying investments have active markets. The

valuation methodology for the equity index common trust fund is reported at its net asset value which is based on the fair value of the underlying investments as determined by the investment manager using quoted prices in active markets or other significant inputs that are deemed observable. The valuation methodologies for the fully benefit-responsive stable-value common trust fund as determined by the investment manager vary by the different investments held within the fund and include discounted cash flow models which consider recent bids as determined by recognized dealers; recent bid prices if quoted market prices are readily available; matrix pricing for fixed income securities which consider yield or price of bonds of comparable quality, coupon and maturity; and pricing services that incorporate dealer-supplied valuations and valuation models.

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There were no transfers or reclassifications of investments between Level 1, Level 2 or Level 3 within the fair value hierarchy during the years ended December 31, 2015 and 2014. Furthermore, there were no changes in valuation methodologies used to measure the fair value of the Plan's investments as of and for the years ended December 31, 2015 and 2014.

The funds within the Plan are redeemable daily and, excluding the fund which invests in fully benefit-responsive investment contracts, generally have no restrictions on redemptions other than for certain funds, a fee may be charged to a participant for redeeming an investment within a specified amount of time after the original purchase of the investment. For the fund that invests in fully-benefit responsive investment contracts, withdrawals or exchanges into another investment option may be made at any time, except that exchanges cannot be made into a competing fund (e.g. money market funds or other fixed income funds). The Plan has no contractual obligation to further invest in any of the funds.

Certain events could limit the ability of the Plan to transact at contract value with the issuers of the contracts held by the fund which invests in fully benefit-responsive investment contracts. Such events could include, but are not limited to, the following: premature termination of contracts by this fund, Plan termination, bankruptcy, partial plan termination or plan mergers, early retirement incentives that could cause significant withdrawals from the Plan and failure of the Plan to qualify under the applicable sections of the IRC. The Plan Administrator does not believe that the occurrence of any of these events, which could limit the Plan's ability to transact at contract value with participants, is probable.

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The Plan's assets are invested in various common stock funds, common trust funds and mutual funds as described below. Individual investment balances that represent 5% or more of net assets are listed separately as of the applicable date.

(amounts in thousands)	December 31,	
	2015	2014
Employer-related common stock funds:		
Moody's Corporation Stock Fund ⁽¹⁾	\$ 48,953	\$ 47,234
Common stock fund individually less than 5% of net assets ⁽²⁾	1,861	2,232
Total	50,814	49,466
Common trust funds:		
Fidelity U.S. Equity Index Commingled Pool	138,165	131,501
Fidelity Managed Income Portfolio II ⁽³⁾	58,756	56,483
Prudential Core Plus Bond Fund	34,988	
Total	231,909	187,984
Mutual funds:		
Goldman Sachs Midcap Value Fund	51,786	62,159
PIMCO Total Return Fund		38,929
Spartan Extended Market Index Fund	37,755	37,341
Fidelity Diversified International Fund	37,214	34,501
Mainstay Large-Cap Growth Fund ⁽⁴⁾	36,300	32,356
Fidelity Low-Priced Stock Fund	34,039	32,369
Mutual funds individually less than 5% of net assets	185,269	165,069
Total	382,363	402,724
Total investments at fair value	\$ 665,086	\$ 640,174

(1) Consists of 476,553 and 481,002 shares of Moody's Corporation common stock and \$1,123 thousand and \$1,150 thousand in cash at December 31, 2015 and 2014, respectively.

(2) Consists of 17,180 and 17,813 shares of Dun & Bradstreet Corporation common stock and \$76 thousand and \$77 thousand in cash at December 31, 2015 and 2014, respectively.

(3) Fully benefit-responsive investment contract; contract value was \$58,337 thousand and \$55,670 thousand at December 31, 2015 and 2014, respectively.

(4) Fund is 5% or greater of net assets only at December 31, 2015. The December 31, 2014 balance is shown for comparative purposes.

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The Plan's investments depreciated in value (including realized and unrealized gains and losses) as follows:

(amounts in thousands)	Year ended December 31, 2015	
Employer-related common stock funds:		
Moody's Corporation Stock Fund	\$	2,234
The Dun & Bradstreet Legacy Fund		(261)
Common trust funds		1,299
Mutual funds		(31,682)
Net depreciation	\$	(28,410)

The Fidelity Managed Income Portfolio II (the Fund) consists of fully benefit-responsive investment contracts. The Fund invests in fixed income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements that aid in the preservation of capital within the Fund enabling a competitive level of income over time. The Plan's interest in this investment is calculated by applying the Plan's ownership percentage in the Fund to the net asset value of the entire Fund. Average annual yields relating to the Fund are presented below:

Average Yields	2015	2014
Based on actual earnings of the Fund	1.97%	1.70%
Based on interest rates credited to participants	1.52%	1.38%

Crediting interest rates on the Fund are determined quarterly and are based on a formula with the issuer, which considers current economic and market conditions and the general interest rate environment. There is no correlation between future crediting rates and the adjustment from the contract value to the fair value as reported on the Statements of Net Assets Available for Plan Benefits.

4. Related Party Transactions

Certain Plan investments are managed by the Trustee and Investment Manager, and therefore qualify as party-in-interest transactions. The expenses of administering the Plan are paid by the Company, except for certain Trustee and Investment Manager fees which are charged to the Plan, and totaled approximately \$90,000 for the year ended December 31, 2015. Additionally, certain investment management fees are charged to the individual funds in the Plan and are included in the net depreciation in the fair value of investments in the Statement of Changes in Net Assets Available for Plan Benefits. Plan investments in the common stock of the Company also qualify as party-in-interest transactions. At December 31, 2015 and 2014, the Stock Fund held 476,553 and 481,002 shares, respectively, of common stock in Moody's Corporation, the Plan sponsor, with a cost basis of \$11.8 million and \$11.7 million, respectively. The Plan earned dividends of approximately \$646,200 and \$549,400 from Moody's Corporation common stock during the years ended December 31, 2015 and 2014, respectively.

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The Internal Revenue Service has determined and informed the Company, by a letter dated January 29, 2015, that the Plan and related trust are designed in accordance with the applicable sections of the IRC. The Plan Administrator believes that the Plan is designed and is currently operated in compliance with applicable requirements of the IRC.

GAAP requires the Plan sponsor to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Company has concluded that as of December 31, 2015, there were no uncertain positions taken or expected to be taken that would require recognition or other disclosure in the Plan's financial statements.

The Plan is subject to routine audits by various taxing jurisdictions. There are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examination for the years prior to 2012.

6. Reconciliation of Financial Statements to Form 5500

(amounts in thousands)	December 31,	
	2015	2014
Net assets available for plan benefits:		
Financial statements	\$ 676,460	\$ 654,144
Participant loans deemed distributed for Form 5500 reporting	(37)	(26)
Corrective distributions paid in subsequent year ⁽¹⁾	6	11
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	419	813
Form 5500	\$ 676,848	\$ 654,942

	Year Ended December 31, 2015
Changes in net assets available for plan benefits:	
Financial statements	\$ 22,316
Adjustments related to corrective distributions:	
Contributions refund payable due to corrective distributions ⁽¹⁾	6
Plan year 2014 corrective distributions paid in 2015 ⁽¹⁾	(11)
Adjustments from fair value to contract value for fully benefit-responsive investment contracts:	
Reversal of prior year	(813)
Adjustment of current year	419
Adjustments relating to loans deemed to be distributed for Form 5500 reporting:	
	26

Participant loans deemed distributed for Form 5500 reporting in 2014	
Participant loans deemed distributed for Form 5500 reporting in 2015	(37)
Form 5500	\$ 21,906

- (1) Subsequent to the years ended December 31, 2015 and 2014, the Company was notified by the Trustee that it failed the Internal Revenue Code Section 415(c), Annual Additions Limitation Test. The Section 415(c) Limit or the Annual Additions Limitation is a limit on the aggregate sum of all employer contributions, employee contributions and forfeitures. The Section 415(c) Limit for 2015 was \$53,000. These corrective distributions were made in the year subsequent to the original contribution and were recorded as a contribution refunds payable at December 31, 2015 and 2014.

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Profit Participation Plan of Moody's Corporation
Schedule H, Line 4i Schedule of Assets (Held at End of Year)

As of December 31, 2015

(tabular dollar amounts in thousands)

Identity of issuer, borrower or similar party	Maturity date	Annual interest rate	Number of shares/ units/ or principal amount	Current value
Employer-related common stock funds:				
* Moody's Corporation Stock Fund ⁽¹⁾			476,553	\$ 48,953
The Dun & Bradstreet Legacy Fund ⁽²⁾			17,180	1,861
Total				50,814
Common trust funds:				
Prudential Core Plus Bond Fund			244,965	34,988
* Fidelity U.S. Equity Index Commingled Pool			1,744,513	138,165
* Fidelity Managed Income Portfolio II **			58,337,354	58,756
Total				231,909
Mutual funds:				
Boston Trust Small Cap Fund			335,243	4,016
Deutsche Real Estate Securities Fund			557,323	12,228
* Fidelity Diversified International Fund			1,063,567	37,214
* Fidelity Freedom Income Fund			128,375	1,458
* Fidelity Freedom 2005 Fund			55,333	685
* Fidelity Freedom 2010 Fund			72,341	892
* Fidelity Freedom 2015 Fund			189,626	2,427
* Fidelity Freedom 2020 Fund			521,234	7,047
* Fidelity Freedom 2025 Fund			772,542	10,893
* Fidelity Freedom 2030 Fund			876,883	12,566
* Fidelity Freedom 2035 Fund			1,059,492	15,638
* Fidelity Freedom 2040 Fund			986,275	14,587
* Fidelity Freedom 2045 Fund			1,082,233	16,461
* Fidelity Freedom 2050 Fund			992,352	15,213
* Fidelity Freedom 2055 Fund			362,487	4,114
* Fidelity Low-Priced Stock Fund			713,451	34,039
Goldman Sachs Midcap Value Fund			1,559,357	51,786

Lazard Emerging Markets Equity			
Portfolio Institutional Shares		1,075,393	14,453
Mainstay Large-Cap Growth Fund		3,681,592	36,300
* Spartan Extended Market Index Fund		752,092	37,755
* Spartan US Bond Index Fund		2,742,490	31,511
* Spartan International Index Fund INS		586,712	21,080
Total			382,363
Total investments, at fair value			\$ 665,086
* Notes receivable from participants	1 month to 10 years	5.25% to 11.50%	\$ 6,035

* Asset qualifies as a party-in-interest for the Plan for which a statutory exemption exists.

** Fully benefit responsive investment contract

(1) Consists of 476,553 shares of Moody's Corporation common stock and \$1,123 thousand in cash at December 31, 2015.

(2) Consists of 17,180 shares of Dun & Bradstreet Corporation common stock and \$76 thousand in cash at December 31, 2015.

See accompanying Report of Independent Registered Public Accounting Firm.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Management Benefits and Compensation Committee of Moody's Corporation has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

PROFIT PARTICIPATION PLAN OF
MOODY'S CORPORATION

By: /s/ JOSEPH McCABE
Joseph McCabe

**Senior Vice President and Corporate
Controller**

**(principal accounting officer and duly
authorized officer)**

Date: June 21, 2016