

MARSH & MCLENNAN COMPANIES, INC.  
Form S-8 POS  
August 05, 2011

As filed with the Securities and Exchange Commission on August 5, 2011

Registration No. 333-41830

# **SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## **POST-EFFECTIVE AMENDMENT No. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**MARSH & McLENNAN COMPANIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification Number)

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, INC.

## 2000 SENIOR EXECUTIVE INCENTIVE AND STOCK AWARD PLAN

(Full Title of the Plan)

Luciana Fato, Esq.

Marsh & McLennan Companies, Inc.

1166 Avenue of the Americas  
New York, New York 10036-2774

(Name and Address of Agent for Service)

Telephone number, including area code, of agent for service: (212) 345-5000

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Non-accelerated filer     | <input type="checkbox"/> |
| Accelerated filer       | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |

(Do not check is a smaller reporting company)

**DEREGISTRATION OF SHARES**

The purpose of this Post-Effective Amendment No. 1 is to deregister any shares remaining under the registration statement on Form S-8 (Registration No. 333-41830) previously filed by Marsh & McLennan Companies, Inc. (the Company ) on July 20, 2000 with the Securities and Exchange Commission, pertaining to the registration of shares of the Company's common stock, par value \$1.00 per share, pursuant to the 2000 Senior Executive Incentive and Stock Award Plan (the 2000 Plan ).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to the 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 5th day of August, 2011.

MARSH & McLENNAN COMPANIES, INC.  
By: /s/ Brian Duperreault

Name: Brian Duperreault  
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the 5th day of August, 2011.

| <b>Signature</b>   | <b>Title</b>                                    |
|--|---|
|  | Director, President and Chief Executive         |
| /s/ Brian Duperreault<br>Brian Duperreault                     | Officer (principal executive officer)           |
|  | Executive Vice President and Chief              |
| /s/ Vanessa A. Wittman<br>Vanessa A. Wittman                   | Financial Officer (principal financial officer) |
|  | Senior Vice President & Controller              |
| /s/ Robert J. Rapport<br>Robert J. Rapport                     | (principal accounting officer)                  |
| /s/ Zachary W. Carter<br>Zachary W. Carter                     | Director  |
| /s/ Oscar Fanjul<br>Oscar Fanjul                               | Director  |
| /s/ H. Edward Hanway<br>H. Edward Hanway                       | Director  |
|  | Chairman of the Board                           |
| Lord Lang of Monkton<br>/s/ Steven A. Mills<br>Steven A. Mills | Director  |

| Signature                                    | Title    |
|--|----------|
| /s/ Bruce P. Nolop<br>Bruce P. Nolop         | Director |
| /s/ Marc D. Oken<br>Marc D. Oken             | Director |
| /s/ Morton O. Schapiro<br>Morton O. Schapiro | Director |
| /s/ Adele Simmons<br>Adele Simmons           | Director |
| Lloyd M. Yates                               | Director |