

MARSH & MCLENNAN COMPANIES, INC.
Form S-8 POS
May 30, 2008

As filed with the Securities and Exchange Commission on May 30, 2008

Registration No. 333-127637

**UNITED STATES
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)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

36-2668272
(I.R.S. Employer
Identification Number)

1166 Avenue of the Americas

New York, New York 10036-2774

(212) 345-5000

(Address and Telephone Number of Principal Executive Offices)

MERCER HR SERVICES

RETIREMENT PLAN

(Full Title of the Plan)

Luciana Fato, Esq.

Marsh & McLennan Companies, Inc.

1166 Avenue of the Americas

New York, New York 10036-2774

(212) 345-5000

(Name, Address and Telephone Number of Agent For Service)

RECENT EVENTS: DEREGISTRATION

The Registration Statement on Form S-8 (Registration No. 333-127637) (the Registration Statement) of Marsh & McLennan Companies, Inc. (the Company), pertaining to the registration of certain shares of the Company s Common Stock, \$1.00 par value (Company Common Stock), under the Mercer HR Services Retirement Plan to which this Post-Effective Amendment No. 1 relates, was filed with the Securities and Exchange Commission on August 17, 2005. The Company hereby removes from registration all shares of Company Common Stock registered under the Registration Statement which remain available as of the date of this filing.

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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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, on May 30, 2008.

MARSH & McLENNAN COMPANIES, INC.

By: /s/ Brian Duperreault
Name: Brian Duperreault
Title: Director, President & Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons on May 30, 2008 in the capacities indicated.

<u>Signature</u>	<u>Title</u>
/s/ Brian Duperreault Brian Duperreault	Director, President & Chief Executive Officer
/s/ Matthew B. Bartley Matthew B. Bartley	Executive Vice President & Chief Financial Officer
/s/ Robert J. Rapport Robert J. Rapport	Vice President & Controller (Chief Accounting Officer)
/s/ Leslie M. Baker, Jr. Leslie M. Baker, Jr.	Director
/s/ Zachary W. Carter Zachary W. Carter	Director
/s/ Oscar Fanjul Oscar Fanjul	Director
/s/ Stephen R. Hardis Stephen R. Hardis	Director
/s/ Gwendolyn S. King Gwendolyn S. King	Director
/s/ The Rt. Hon. Lord Lang of Monkton, DL The Rt. Hon. Lord Lang of Monkton, DL	Director

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/s/ Bruce P. Nolop Bruce P. Nolop	Director
/s/ Marc. D. Oken Marc. D. Oken	Director
/s/ David A. Olsen David A. Olsen	Director
/s/ Morton O. Schapiro Morton O. Schapiro	Director
/s/ Adele Simmons Adele Simmons	Director