

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

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**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) April 8, 2009

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

<u>Delaware</u> (State or Other Jurisdiction of Incorporation)	<u>1-5998</u> (Commission File Number)	<u>36-2668272</u> (IRS Employer Identification No.)
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<u>1166 Avenue of the Americas, New York, NY</u> (Address of Principal Executive Offices)	<u>10036</u> (Zip Code)
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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 8.01 Other Events**

The following documents are filed with reference to the Registration Statement (No. 333-155571) on Form S-4 (the "Registration Statement"), filed by Marsh & McLennan Companies, Inc. with the Securities and Exchange Commission on November 21, 2008, as amended on December 5, 2008. Such documents are filed in connection with the issuance of shares under the Registration Statement pursuant to an Agreement and Plan of Merger dated as of March 2, 2009.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

- 5.1 Opinion of Gibson, Dunn & Crutcher LLP.
- 5.2 Opinion of Gibson, Dunn & Crutcher LLP.
- 23.1 Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1).
- 23.2 Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.2).

**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/ Luciana Fato

Name: Luciana Fato  
Title: Deputy General Counsel &  
Corporate Secretary

Date: April 9, 2009

## **EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Exhibit</u>
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23.2	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.2).

# GIBSON, DUNN & CRUTCHER LLP

LAWYERS

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS

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200 Park Avenue New York, New York 10166-0193  
(212) 351-4000  
www.gibsondunn.com

April 8, 2009

Direct Dial  
(212) 351-4000

Client No.  
58005-00090

Fax No.  
(212) 351-4035

Marsh & McLennan Companies, Inc.  
1166 Avenue of the Americas  
New York, New York 10036-2774

Re: *Marsh & McLennan Companies, Inc.*  
Registration Statement on Form S-4 (Registration No. 333-155571)

Ladies and Gentlemen:

We have acted as counsel to Marsh & McLennan Companies, Inc. (“the Company”) in connection with the transactions contemplated under an Agreement and Plan of Merger (the “Merger Agreement”) dated as of March 2, 2009.

We have examined: (i) the Registration Statement on Form S-4 (Registration No. 333-155571) of the Company, for the registration of the Company’s common stock, par value \$1.00 per share (the “Common Stock”), filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), on November 21, 2008, as amended on December 5, 2008; (ii) the core prospectus dated November 21, 2008, as amended on December 5, 2008, forming a part thereof, together with the documents incorporated therein by reference; and (iii) the Merger Agreement, pursuant to which shares of the Common Stock (the “Shares”) will be issued on April 8, 2009.

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

## GIBSON, DUNN & CRUTCHER LLP

Marsh & McLennan Companies, Inc.

April 8, 2009

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Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when delivered against payment therefore pursuant to the Merger Agreement, will be legally issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Company's Form 8-K. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ GIBSON, DUNN & CRUTCHER LLP

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/s/ GIBSON, DUNN & CRUTCHER LLP