

Fernandez Henry A  
 Form 4  
 February 15, 2019

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Fernandez Henry A

2. Issuer Name and Ticker or Trading Symbol  
 MSCI Inc. [MSCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 MSCI INC., 7 WORLD TRADE CENTER, 250 GREENWICH ST.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/13/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman and CEO

NEW YORK, NY 10007

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

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

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |   |
| Common Stock                    | 02/13/2019                           |  | A                              |   | 870,633 (1)<br>\$ 0   | D  |   |
| Common Stock                    | 02/13/2019                           |  | F                              |   | 463,353 (2)<br>\$ 174.87  | D  |   |
| Common Stock                    |                                      |  |                                |   | 314,479   | I  | By Fernandez 2007 Children's Trust                    |
| Common Stock                    |                                      |  |                                |   | 7,900   | I  | By Son  |

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|              |       |   |             |
|--------------|-------|---|-------------|
| Common Stock | 3,625 | I | By Son      |
| Common Stock | 730   | I | By Daughter |

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

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

| 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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Fernandez Henry A<br>MSCI INC.<br>7 WORLD TRADE CENTER, 250 GREENWICH ST.<br>NEW YORK, NY 10007 | X             |           | Chairman and CEO |       |

## Signatures

/s/ Cecilia Aza, attorney-in-fact  
Date: 02/15/2019

\*\*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) Represents the number of shares of common stock issued following the vesting and conversion of PSUs granted to the reporting person on February 10, 2016, upon certification by the Compensation & Talent Management Committee on February 13, 2019 of the

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achievement of the performance metric for the performance period from February 9, 2016 to February 8, 2019.

- (2) Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 870,633 PSUs granted on February 10, 2016 (includes the performance adjustment as described above).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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