

MSCI Inc.  
Form 8-K  
April 28, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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 22, 2008

MSCI Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-33812  
(Commission File Number)

13-4038723  
(IRS Employer  
Identification No.)

88 Pine Street, New York, NY 10005  
(Address of principal executive offices)

10005  
(Zip Code)

(212) 804-3900  
(Registrant's telephone number, including area code)

NOT APPLICABLE  
(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- .. 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)

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- “ 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))
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Item 7.01 Regulation FD Disclosure.

On April 22, 2008, MSCI Inc. (the “Registrant”) issued a press release announcing the filing of a preliminary prospectus supplement in connection with the commencement of the secondary offering by certain of its shareholders of up to 23,000,000 shares (including the underwriters’ over-allotment option) of its class A common stock, par value \$0.01 per share. A copy of the press release is filed as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
Exhibit 99.1	Press release of the Registrant dated April 22, 2008.

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SIGNATURE

Pursuant to the requirements of the Exchange Act, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MSCI Inc.

Date: April 28, 2008

By: /s/ Henry A. Fernandez  
Name: Henry A. Fernandez  
Title: Chief Executive Officer, President and Chairman