

Zangari Peter J.  
Form 4  
February 06, 2018

**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 \*  
Zangari Peter J.

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

NEW YORK, NY 10007

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/02/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

Global Head of Research

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

**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 (A) or (D) Price   |   |  |   |
| Common Stock                    | 02/02/2018                           |  | A                              | 9,307 (1) A \$ 0  | 77,024  | D  |   |
| Common Stock                    | 02/02/2018                           |  | F                              | 3,651 (2) D \$ 142.53   | 73,373  | D  |   |
| Common Stock                    | 02/02/2018                           |  | A                              | 1,512 (3) A \$ 0  | 74,885  | D  |   |
| Common Stock                    | 02/02/2018                           |  | F                              | 4,780 (4) D \$ 142.53   | 70,105  | D  |   |
| Common Stock                    | 02/06/2018                           |  | A                              | 1,621 (5) A \$ 0  | 71,726  | D  |   |

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

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(9-02)

**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 Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Zangari Peter J.  
MSCI INC.  
7 WORLD TRADE CENTER, 250 GREENWICH ST.  
NEW YORK, NY 10007

Global Head of Research

## Signatures

/s/ Cecilia Aza,  
attorney-in-fact

02/06/2018

\_\_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).

- Represents the number of shares of common stock issued following the vesting and conversion of performance stock units ("PSUs")
- (1) granted to the reporting person on January 27, 2015, upon certification by the Compensation and Talent Management Committee (the "Committee") of the achievement of certain cumulative performance metrics for the 2015, 2016 and 2017 fiscal years.
  - (2) Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 9,307 PSUs granted to the reporting person on January 27, 2015.
  - (3) Represents the number of shares of common stock issued following the vesting and conversion of the first tranche of PSUs granted to the reporting person on January 27, 2015, upon certification by the Committee of the achievement of certain cumulative performance metrics for the 2015, 2016 and 2017 fiscal years, and reflects only the number of shares in excess of the amount previously reported with respect

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to such first tranche of PSUs on the Form 4 filed by the reporting person with the SEC on January 29, 2015.

- (4) Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of the first tranche of 9,761 PSUs granted on January 27, 2015.
- (5) Restricted stock units ("RSUs") ratably vesting and converting to shares on the first, second and third anniversaries of the grant date. Each RSU represents a contingent right to receive one share of MSCI common stock.

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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