

MSCI Inc.  
Form 8-K  
May 10, 2018

**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): May 10, 2018**

**MSCI Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**001-33812**  
**(Commission**

**13-4038723**  
**(IRS Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**7 World Trade Center, 250 Greenwich St., 49th Floor, New York, NY 10007**

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**(Address of principal executive offices) (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)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

MSCI Inc. (the Company) held its annual meeting of stockholders on May 10, 2018 (the Annual Meeting) as a virtual meeting. The issued and outstanding shares of the Company's common stock, \$0.01 par value per share, entitled to vote at the Annual Meeting consisted of 89,876,918 shares, each share being entitled to one vote. The following is a summary of the voting results for each matter presented to the stockholders:

## (a) Proposal 1 Election of members of the Company's Board of Directors

Director	For	Against	Abstain	Broker Non-Vote
Henry A. Fernandez	74,319,232	1,588,814	212,835	3,881,727
Robert G. Ashe	74,810,970	1,240,703	69,208	3,881,727
Benjamin F. duPont	75,387,679	663,626	69,576	3,881,727
Wayne Edmunds	73,982,250	2,069,129	69,502	3,881,727
Alice W. Handy	74,847,806	1,204,125	68,950	3,881,727
Catherine R. Kinney	76,005,721	46,253	68,907	3,881,727
Wendy E. Lane	75,996,709	54,878	69,294	3,881,727
Jacques P. Perold	75,252,282	799,324	69,275	3,881,727
Linda H. Riefler	74,948,212	1,103,763	68,906	3,881,727
George W. Siguler	75,408,964	642,318	69,599	3,881,727
Marcus L. Smith	75,834,280	217,102	69,499	3,881,727

With respect to the foregoing Proposal 1, each director was elected and received the affirmative vote of a majority of the votes cast for or against him or her at the Annual Meeting.

## (b) Proposal 2 Approval, by non-binding vote, of the Company's executive compensation.

For	Against	Abstain	Broker Non-Vote
75,224,536	829,642	66,703	3,881,727

The foregoing Proposal 2 was approved.

## (c) Proposal 3 Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditor for fiscal year 2018.

For	Against	Abstain
77,220,559	2,600,760	181,289

The foregoing Proposal 3 was ratified.

**SIGNATURE**

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.

**MSCI Inc.**

Date: May 10, 2018

By: /s/ Henry A. Fernandez

Name: Henry A. Fernandez

Title: Chairman and Chief Executive Officer