

# MSCI INC.

## **FORM 8-K** (Current report filing)

Filed 03/19/18 for the Period Ending 03/19/18

Address	7 WORLD TRADE CENTER 250 GREENWICH STREET, 49TH FLOOR NEW YORK, NY, 10007
Telephone	212-804-3990
CIK	0001408198
Symbol	MSCI
SIC Code	7389 - Services-Business Services, Not Elsewhere Classified
Industry	Professional Information Services
Sector	Industrials
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 19, 2018**

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**MSCI Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33812**  
(Commission  
File Number)

**13-4038723**  
(IRS Employer  
Identification No.)

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

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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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 13, 2018, Mr. Rodolphe M. Vallee informed MSCI Inc. (“MSCI” or the “Company”) of his decision to not stand for re-election at the 2018 annual shareholders meeting (the “2018 Annual Meeting”) due to personal reasons and will retire from the Board of Directors of MSCI (the “Board”) at the 2018 Annual Meeting. There are no disagreements with MSCI’s management or the Board related to MSCI’s operations, policies or practices to be reported in connection with Mr. Vallee’s retirement.

In compliance with MSCI’s director retirement policy, Mr. Patrick Tierney informed MSCI on March 13, 2018 of his decision to not stand for re-election at the 2018 Annual Meeting and will retire from the Board effective May 1, 2018. There are no disagreements with MSCI’s management or the Board related to MSCI’s operations, policies or practices to be reported in connection with Mr. Tierney’s retirement.

Mr. Vallee has served as MSCI’s Lead Director since 2010, a role that will be assumed by Mr. Robert G. Ashe, effective April 30, 2018. Mr. Vallee is also currently the Chair of the Audit Committee of the Board, and Mr. Tierney is a member of the Compensation and Talent Management Committee of the Board. The successors to Messrs. Vallee and Tierney in their respective committee roles have been selected from the current Board members and will be disclosed in the Company’s 2018 annual proxy statement.

Concurrent with Messrs. Vallee’s and Tierney’s retirement, the Board will be reduced from 13 directors to 11 directors.

A copy of the press release announcing Messrs. Vallee’s and Tierney’s retirements and Mr. Ashe’s appointment is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	<a href="#">Press Release, dated March 19, 2018.</a>

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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.

By: /s/ Henry A. Fernandez

Name: Henry A. Fernandez

Title: Chairman and Chief Executive Officer

Date: March 19, 2018



**MSCI Announces Retirement of Rodolphe Vallee and Patrick Tierney from  
Board and Appointment of Robert Ashe as Lead Director**

**New York – March 19, 2018** – MSCI Inc. (NYSE: MSCI), a leading provider of indexes and portfolio construction and risk management tools and services for global investors, announced today that Rodolphe (“Skip”) M. Vallee and Patrick Tierney will retire from the MSCI Board of Directors. Mr. Vallee’s retirement will be effective at the upcoming MSCI 2018 Annual Meeting of Shareholders on May 10, 2018, which is the end of his current term. Mr. Tierney’s retirement will be effective May 1, 2018. Mr. Vallee has served as a director since 2008 and MSCI’s Lead Director since 2010. Mr. Tierney has served as a director since 2010. The independent directors have elected Robert G. Ashe as Lead Director, effective April 30, 2018. Mr. Ashe has served as a director since 2013.

“I have enjoyed working closely with Skip as Lead Director, a role in which he helped forge an effective collaboration between the Board and senior management to set MSCI’s strategic direction and ensure a strong focus on driving shareholder value. Having joined the Board shortly after our IPO, Skip has been integral to developing the Board’s operating framework, building a Board with a diverse and robust set of skills and experiences and strengthening our risk management program,” said Henry A. Fernandez, MSCI’s Chairman and Chief Executive Officer. “His entrepreneurial spirit, business acumen and commitment to delivering shareholder value have been invaluable during a period of significant growth in our first ten years as a public company.”

“Over the years, the MSCI Board and senior management have greatly benefited from Pat’s expertise and counsel on various aspects of managing a complex and global business, including with respect to M&A transactions, and from his service on the Compensation & Talent Management Committee, where he has advised management on the performance culture transformation that underlies the successful execution of our strategy. Through Pat’s many contributions, the Board has evolved into being a more effective governing body,” said Mr. Fernandez.

“In his roles as Chair of the Strategy and Finance Committee and as a member of the Audit Committee, Rob has successfully advised senior management with respect to its strategic initiatives, as well as business management and technology-related matters. I am confident that Rob will be a strong and effective independent lead director and I look forward to working with him as we continue to evolve and transform our business to capitalize on the many opportunities that lie ahead,” commented Mr. Fernandez.

“On behalf of the Board, the MSCI management team and our shareholders, I want to express my deep appreciation to both Skip and Pat for their relentless dedication in helping MSCI play a vital role in the global investment industry. We will miss having them as members of our Board and wish them all the best in their next endeavors,” concluded Mr. Fernandez.

-Ends-



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Other factors that could materially affect actual results, levels of activity, performance or achievements can be found in MSCI's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 filed with the Securities and Exchange Commission ("SEC") on February 26, 2018 and in quarterly reports on Form 10-Q and current reports on Form 8-K filed or furnished with the SEC. If any of these risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary significantly from what MSCI projected. Any forward-looking statement in this press release reflects MSCI's current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to MSCI's operations, results of operations, growth strategy and liquidity. MSCI assumes no obligation to publicly update or revise these forward-looking statements for any reason, whether as a result of new information, future events, or otherwise, except as required by law.