

**MSCI INC.**  
Reported by  
**RIEFLER LINDA H**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 05/03/18 for the Period Ending 05/01/18

|             |                                                                                 |
|-------------|---------------------------------------------------------------------------------|
| Address     | 7 WORLD TRADE CENTER<br>250 GREENWICH STREET, 49TH FLOOR<br>NEW YORK, NY, 10007 |
| Telephone   | 212-804-3990                                                                    |
| CIK         | 0001408198                                                                      |
| Symbol      | MSCI                                                                            |
| Fiscal Year | 12/31                                                                           |

# 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 or Section 30(h) of the Investment Company Act of 1940

|                                                    |  |                                                   |  |                                                                                                                                                 |  |
|----------------------------------------------------|--|---------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person *          |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                         |  |
| RIEFLER LINDA H                                    |  | MSCI Inc. [ MSCI ]                                |  | <input checked="" type="checkbox"/> Director<br><input type="checkbox"/> Officer (give title below)                                             |  |
| (Last) (First) (Middle)                            |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  | <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below)                                                            |  |
| MSCI INC., 7 WORLD TRADE CENTER, 250 GREENWICH ST. |  | 5/1/2018                                          |  |                                                                                                                                                 |  |
| (Street)                                           |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                     |  |
| NEW YORK, NY 10007                                 |  |                                                   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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                    | 5/1/2018       |                                   | A                         |   | 1067                                                              | A          | \$0.00 | 17332                                                                                         | D                                                        |                                                       |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------------------------|----------------|-----------------------------------|---------------------------|---|----------------------------------------------------------------------------------------|-----|-----------------------------------------|-----------------|-----------------------------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
|                                          |                                                        |                |                                   | Code                      | V | (A)                                                                                    | (D) | Date Exercisable                        | Expiration Date | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                    |                                                                                  |                                                        |

### Explanation of Responses:

(1) Restricted stock units vesting on May 1, 2019.

### Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                               | Director      | 10% Owner | Officer | Other |
| RIEFLER LINDA H<br>MSCI INC.<br>7 WORLD TRADE CENTER, 250 GREENWICH ST.<br>NEW YORK, NY 10007 | X             |           |         |       |

### Signatures

/s/ Cecilia Aza, attorney-in-fact

5/3/2018

\*\*Signature of Reporting Person

Date

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

\* 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).

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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