

# MSCI INC.

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

Filed 11/02/17 for the Period Ending 10/31/17

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

---

---

**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): October 31, 2017**

---

**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.)

**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)

---

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

On October 31, 2017, the Board of Directors (the “Board”) of MSCI Inc. (the “Company”) appointed C.D. Baer Pettit, who previously served as the Company’s Chief Operating Officer, to serve as, and assume the duties of President of the Company, effective immediately. Upon the effectiveness of Mr. Pettit’s appointment, Henry A. Fernandez, the Company’s Chairman and Chief Executive Officer, ceased serving as President of the Company. Mr. Fernandez will continue to serve as the Company’s Chairman and Chief Executive Officer, and Mr. Pettit will continue to report to Mr. Fernandez. In addition to continuing to serve as MSCI’s Chief Client Officer, Laurent Seyer has been appointed by the Board to the position of Chief Operating Officer and will report to Mr. Pettit. Each of Messrs. Fernandez, Pettit and Seyer will continue to serve on the Company’s Executive Committee.

Mr. Pettit, age 53, has served as the Company’s Chief Operating Officer since October 2015. As President, Mr. Pettit will oversee the Company’s business functions, including client coverage, marketing, product management, research, technology and operations. He previously served as Head of the Product Group from February 2015 to September 2015, Head of Index Products from 2011 to 2015, Head of Marketing from 2005 to 2012 and Head of Client Coverage from 2001 to 2012. Prior to joining the Company, Mr. Pettit worked for Bloomberg L.P. from 1992 to 1999. Mr. Pettit holds a Master of Arts degree in history from Cambridge University and a Master of Science degree from the School of Foreign Service at Georgetown University.

Mr. Seyer, age 52, has served as Chief Client Officer since September 2016. As Chief Operating Officer and Chief Client Officer, Mr. Seyer will continue to manage the Company’s sales, marketing, client relationship management and client service teams globally. He previously served as the Global Head of Client Coverage from 2014 to 2016. Prior to joining the Company, Mr. Seyer worked for AXA Investment Managers in Paris, most recently as Global Head of the Client Group. Prior to that, he spent 24 years at Societe Generale in a number of leadership positions, including as CEO of Lyxor Asset Management. Mr. Seyer graduated from Institut d’Etudes Politiques of Paris, where he studied law and economics.

The selection of Mr. Pettit to serve as the Company’s President and Mr. Seyer to serve as the Company’s Chief Operating Officer was not made pursuant to any arrangement or understanding with respect to any other person. In addition, there are no family relationships between Mr. Pettit or Mr. Seyer and any director or other executive officer of the Company and there are no related persons transactions (within the meaning of Item 404(a) of Regulation S-K) involving Mr. Pettit or Mr. Seyer and the Company and/or its subsidiaries.

There were no new compensatory arrangements or modifications to existing compensatory arrangements previously made to Messrs. Fernandez, Pettit and Seyer. Each of them will continue to be eligible to participate in the Company’s benefit plans available to all members of the Company’s Executive Committee, including the MSCI Inc. 2016 Omnibus Incentive Plan.

**Item 7.01 Regulation FD Disclosure**

The press release announcing the matters described in Item 5.02 above is attached to this Current Report on Form 8-K as Exhibit 99.1.

The information furnished under Item 7.01 of this Report, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	<a href="#"><u>Press Release Announcing Appointment of Baer Pettit as President and Laurent Seyer as Chief Operating Officer, dated as of November 2, 2017.</u></a>

---

**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: November 2, 2017

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

**MSCI Appoints Baer Pettit as President and Laurent Seyer as Chief Operating Officer**

**NEW YORK – November 2, 2017** – MSCI Inc. (NYSE: MSCI), a leading provider of indexes and portfolio construction and risk management tools and services for global investors, announced today that, effective October 31, 2017, its Board of Directors has appointed C.D. Baer Pettit to the position of President. Mr. Pettit will oversee MSCI's business functions, including client coverage and marketing, product management, research, technology and operations, reporting to Henry A. Fernandez, Chairman and Chief Executive Officer.

Concurrent with this change, the Board has also appointed Laurent Seyer to the position of Chief Operating Officer, in addition to his current role as Chief Client Officer. The Chief Operating Officer role will be re-positioned to be more aligned with our client and go-to-market strategies already led by Mr. Seyer, who will continue to manage MSCI's sales, marketing, client relationship management and client service teams globally. Mr. Seyer will report to Mr. Pettit.

"As we continue to capitalize on the significant growth opportunities in our industry, we are broadening and deepening our senior management team to help us achieve the organizational scale necessary to execute our long-term strategy. I am very pleased to have leaders of the caliber of Baer and Laurent take on these senior roles in our Company. I look forward to working closely with them in the years ahead," said Mr. Fernandez.

"Over the course of his career at MSCI, Baer has successfully led key strategic and operational initiatives, including cultivating many of our largest client relationships, developing some of our most valuable products and services, and driving the integration of our products and global operations," concluded Mr. Fernandez.

Mr. Pettit has served as the Company's Chief Operating Officer since October 2015. He previously served as Head of the Product Group from February 2015 to September 2015, Head of Index Products from 2011 to 2015, Head of Marketing from 2005 to 2012 and Head of Client Coverage from 2001 to 2012. Prior to joining the Company, Mr. Pettit worked for Bloomberg L.P. from 1992 to 1999. Mr. Pettit holds a Master of Arts degree in history from Cambridge University and a Master of Science degree from the School of Foreign Service at Georgetown University.

Mr. Seyer has served as Chief Client Officer since September 2016. He previously served as the Global Head of Client Coverage from 2014 to 2016. Prior to joining MSCI, Mr. Seyer worked for AXA Investment Managers in Paris, most recently as Global Head of the Client Group. Prior to that, he spent 24 years at Societe Generale in a number of leadership positions, including as CEO of Lyxor Asset Management. Mr. Seyer graduated from Institut d'Etudes Politiques of Paris, where he studied law and economics.

--End--

**About MSCI**

For more than 45 years, MSCI's research-based indexes and analytics have helped the world's leading investors build and manage better portfolios. Clients rely on our offerings for deeper insights into the drivers of performance and risk in their portfolios, broad asset class coverage and innovative research.

---

Our line of products and services includes indexes, analytical models, data, real estate benchmarks and ESG research.

MSCI serves 99 of the top 100 largest money managers, according to the most recent P&I ranking.

For more information, visit us at [www.msci.com](http://www.msci.com). MSCI#IR

### **Forward-Looking Statements**

This press release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to future events or to future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these statements. In some cases, you can identify forward-looking statements by the use of words such as “may,” “could,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or “continue,” or the negative of these terms or other comparable terminology. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond our control and that could materially affect our actual results, levels of activity, performance or achievements.

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, 2016 filed with the Securities and Exchange Commission (“SEC”) on February 24, 2017 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.

### **CONTACT:**

#### **MSCI Inc.**

#### **Investors**

Stephen Davidson, + 1 212-981-1090

[stephen.davidson@msci.com](mailto:stephen.davidson@msci.com)

or

#### **Media**

Peyton Kay, + 1 212-981-7463

[peyton.kay@msci.com](mailto:peyton.kay@msci.com)