

Zangari Peter J.  
Form 4  
February 06, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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	

Edgar Filing: Zangari Peter J. - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. 6)
--------------------------------------------	--------------------------------------------------------	--------------------------------------	----------------------------------------------------	--------------------------------	-----------------------------------------------------------------------------------------	----------------------------------------------------------	---------------------------------------------------------------	--------------------------------------------	------------------------------------------------------------------

## Reporting Owners

Reporting Owner Name / Address	Relationships
Zangari Peter J. MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWICH ST. NEW YORK, NY 10007	Director 10% Owner Officer Other  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).
- (1) Represents the number of shares of common stock issued following the vesting and conversion of performance stock units ("PSUs") 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

## Edgar Filing: Zangari Peter J. - Form 4

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.