

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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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* <u>Gutowski Robert J.</u> (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 <u>MSCI Inc.</u> [MSCI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) General Counsel
	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	02/05/2021		A		3,939 ⁽¹⁾	A	\$0.00	17,490	D	
Common Stock	02/05/2021		F		1,746 ⁽²⁾	D	\$429.81	15,744	D	
Common Stock	02/06/2021		F		166 ⁽³⁾	D	\$429.81	15,578	D	
Common Stock	02/06/2021		F		67 ⁽⁴⁾	D	\$429.81	15,511	D	
Common Stock	02/07/2021		F		167 ⁽⁵⁾	D	\$429.81	15,344	D	

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- 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 February 6, 2018, upon certification by the Compensation & Talent Management Committee on February 5, 2021 of the achievement of the performance metric for the performance period from February 6, 2018 to February 4, 2021.
- Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 3,939 PSUs granted on February 6, 2018 (includes the performance adjustment as described above).
- Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of the third tranche of 337 restricted stock units granted on February 6, 2018.
- 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 136 restricted stock units granted on February 6, 2020.
- Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of the second tranche of 339 restricted stock units granted on February 7, 2019.

Remarks:

/s/ Cecilia Aza, attorney-in-fact 02/09/2021

** 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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