FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 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). | STA | | | | | | |
|--|--|-----|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* | | | | | | | | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 [*] Taneja Rajat | | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>MSCI Inc.</u> [MSCI] | | | | | | | | | blicable) | ng Pe | erson(s) to I 10% Ov | |
|--|--|---------|------------|---|--|---|----------|---|--|---|--------|-------------|--|----------------------|--|---------------------------------------|---|--|
| (Last) | st) (First) (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/31/2023 | | | | | | | | | Office below | er (give title v) | | Other (: below) | specify | |
| MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWICH ST. | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Indi ⁱ Line) X | , | | | | |
| (Street) | (Street) NEW YORK NY 10007 | | | | Rule 10b5-1(c) Transaction Indication | | | | | | | | | | | | | |
| (City) | (Si | ate) (Z | Zip) | p) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | | | | | | | |
| | | Table | l - Noi | n-Derivat | tive S | ecur | ities Ac | quired, | Dis | posed of | , or E | Benefi | cially | y Owr | ned | | | |
| 1. Title of Security (Instr. 3) 2. Transact Date (Month/Day) | | | | | Execution Date, | | Code (I | Transaction Disposed Code (Instr. 5) | | ies Acquired (A) c Of (D) (Instr. 3, 4 | | | and Securities Beneficially Owned Following | | Forn (D) c | m: Direct or rect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | | | v | Amount | ount (A) or (D) F | | ce | Transa | Reported Transaction(s) (Instr. 3 and 4) | | | | | |
| Common Stock 05/31/20 | | | | | 023 | | | A | | 4 ⁽¹⁾ | A | \$ | 0.00 | 1,733 | | | 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) | ative Conversion Date Execution Date, ity or Exercise (Month/Day/Year) if any | | tion Date, | 4. Transaction Code (Instr. 8) 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 | | | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | | | | | or Numbe | | | | | | |

Explanation of Responses:

1. Shares acquired by the Reporting Person in connection with MSCI Inc.'s payment of a dividend. Pursuant to the MSCI Inc. Non-Employee Directors Deferral Plan, the Reporting Person has elected to defer receipt of the shares until the earlier of June 1, 2025 and the 60th day after such Reporting Person's "separation from service" as a director.

(D)

(A)

Date Exercisable Expiration Date

fact

Remarks:

/s/ Cecilia Aza, attorney-in-

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Shares

Title

06/02/2023

** 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.

Code

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 Number.