SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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* 2. Date of Event Requiring Statement (Month/Day/Year)   03/05/2019				nent	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>MSCI Inc.</u> [ MSCI ]					
(Last) MSCI INC.	(First)	(Middle)			4. Relationship of Reporting Perso (Check all applicable) Director		10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)	
7 WORLD TRADE CENTER, 250 GREENWICH ST.		., 250			Х	Officer (give title below) Interim CFO and Tr	Other (specify below) reasurer		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person	
(Street) NEW YORK	NY	10007							Form filed b Reporting P	y More than One erson
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock						11,456 <sup>(1)</sup>	D			
Table II - Derivative Securities Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		d 3. Title and Amount of Secur Underlying Derivative Secur		y (Instr. 4) Conve or Exe		rcise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiratio Date	n Title	9	Amount or Number of Shares	Price of Derivative Security		

Explanation of Responses:

1. Includes: (i) 2,290 restricted stock units (RSUs) vesting and converting to shares of common stock as follows: 537 on February 7, 2020, 368 on each of February 6, 2020 and 2021 and 339 on each of February 7, 2020, 2021 and 2022 and (ii) 9,166 shares of common stock. Each RSU represents a contingent right to receive one share of common stock.

**Remarks:** 

/s/ Cecilia Aza, attorney-in-fact 03/07/2019

\*\* 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 5 (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.

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.

EXHIBIT 24

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Frederick Bogdan, Robert Gutowski, Cecilia Aza, Kelly Diep and Vernon Archibald, and each of them, his true and lawful attorney-in-fact to:

1. prepare and execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of MSCI Inc. (the "Company"), any and all Forms 3, 4 and 5 required to be filed by the undersigned in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

2. prepare and execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, any Form 144 Notice under the Securities Act of 1933, as amended (the "Securities Act");

3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 or 144 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming to all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or Section 5 of the Securities Act or Rule 144 promulgated under such Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 and 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this March 5, 2019.

/s/ Andrew C. Wiechmann Andrew C. Wiechmann