

September 19, 2022

Henry A. Fernandez
Chairman and Chief Executive Officer
MSCI Inc.
7 World Trade Center
250 Greenwich Street, 49th Floor
New York, NY 10007

Re: MSCI Inc.
Definitive Proxy
Filed April 26,
File No. 001-33812

Statement on Schedule 14A
2022

Dear Mr. Fernandez:

We have limited our review of your most recent definitive proxy statement to those issues we have addressed in our comments.

Please respond to these comments by confirming that you will enhance your future proxy disclosures in accordance with the topics discussed below as well as any material developments to your risk oversight structure. For guidance, refer to Item 407(h) of Regulation S-K.

Definitive Proxy Statement on Schedule 14A filed April 26, 2022

General

1. Please expand your discussion of the reasons you believe that your leadership structure is appropriate, addressing your specific characteristics or circumstances. In your discussion, please also address how the experience of your Lead Director is brought to bear in connection with your board's role in risk oversight.

2. Please expand upon the role that your Lead Director plays in the leadership of the board. For example, please enhance your disclosure to address whether or not your Lead Director may:

represent the board in communications with shareholders and other stakeholders; require board consideration of, and/or override your CEO on, any risk matters; or provide input on design of the board itself.

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3. Please expand upon how your board administers its risk oversight function. For example, please disclose:

the timeframe over which you evaluate risks (e.g., short-term, intermediate-term, or long-term) and how you apply different oversight standards based upon the immediacy of the risk assessed; whether you consult with outside advisors and experts to anticipate future threats and trends, and how often you re-assess your risk environment; how the board interacts with management to address existing

risks and identify
significant emerging risks;
whether you have a Chief Compliance Officer and to whom this
position reports; and
how your risk oversight process aligns with your disclosure
controls and procedures.

We remind you that the company and its management are responsible for
the accuracy
and adequacy of their disclosures, notwithstanding any review, comments, action
or absence of
action by the staff.

Please contact Christopher Dunham at (202) 551-3783 or Amanda Ravitz at
(202) 551-
3412 with any questions.

Corporation Finance
Review Program

Sincerely,
Division of
Disclosure