

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Fernandez Henry A</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 04/25/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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 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	04/25/2024		P		500	A	\$459.48 ⁽¹⁾	314,979	I	By Fernandez 2007 Children's Trust
Common Stock	04/25/2024		P		906	A	\$460.69 ⁽²⁾	315,885	I	By Fernandez 2007 Children's Trust
Common Stock	04/25/2024		P		1,445	A	\$461.92 ⁽³⁾	317,330	I	By Fernandez 2007 Children's Trust
Common Stock	04/25/2024		P		863	A	\$462.96 ⁽⁴⁾	318,193	I	By Fernandez 2007 Children's Trust
Common Stock	04/25/2024		P		1,600	A	\$464.55 ⁽⁵⁾	319,793	I	By Fernandez 2007 Children's Trust
Common Stock	04/25/2024		P		760	A	\$465.74 ⁽⁶⁾	320,553	I	By Fernandez 2007 Children's Trust
Common Stock	04/25/2024		P		988	A	\$467.24 ⁽⁷⁾	321,541	I	By Fernandez 2007 Children's Trust
Common Stock	04/25/2024		P		4,294	A	\$468.52 ⁽⁸⁾	325,835	I	By Fernandez 2007 Children's Trust

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	04/25/2024		P		1,644	A	\$469.66 ⁽⁹⁾	327,479	I	By Fernandez 2007 Children's Trust
Common Stock	04/25/2024		G	V	7,500 ⁽¹⁰⁾	D	\$0	1,760,267 ⁽¹¹⁾	D	
Common Stock	04/25/2024		G	V	7,500 ⁽¹⁰⁾	A	\$0	15,400	I	By Daughter
Common Stock	04/25/2024		G	V	7,500 ⁽¹²⁾	D	\$0	1,752,767	D	
Common Stock	04/25/2024		G	V	7,500 ⁽¹²⁾	A	\$0	15,400	I	By Son
Common Stock	04/25/2024		G	V	7,500 ⁽¹³⁾	D	\$0	1,745,267	D	
Common Stock	04/25/2024		G	V	7,500 ⁽¹³⁾	A	\$0	15,400	I	By Son

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:

- This transaction was executed in multiple trades at prices ranging from \$459.24 to \$459.64. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the issuer or the security holders of the issuer full information regarding the number of shares and prices at which each transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$460.25 to \$461.07. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the issuer or the security holders of the issuer full information regarding the number of shares and prices at which each transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$461.39 to \$462.32. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the issuer or the security holders of the issuer full information regarding the number of shares and prices at which each transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$462.80 to \$463.56. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the issuer or the security holders of the issuer full information regarding the number of shares and prices at which each transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$463.92 to \$464.86. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the issuer or the security holders of the issuer full information regarding the number of shares and prices at which each transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$465.35 to \$466.06. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the issuer or the security holders of the issuer full information regarding the number of shares and prices at which each transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$467.04 to \$468.03. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the issuer or the security holders of the issuer full information regarding the number of shares and prices at which each transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$468.04 to \$469.03. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the issuer or the security holders of the issuer full information regarding the number of shares and prices at which each transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$469.06 to \$470.00. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the issuer or the security holders of the issuer full information regarding the number of shares and prices at which each transaction was effected.
- Bona fide gift by the Reporting Person to his daughter.
- The balance shown reflects the transfer of 251,543 shares previously indirectly held by The Henry Fernandez 2022 MSCI Annuity Trust, a grantor retained annuity trust established by the Reporting Person, following the termination of The Henry Fernandez 2022 MSCI Annuity Trust, to direct holdings by the Reporting Person.
- Bona fide gift by the Reporting Person to his older son.
- Bona fide gift by the Reporting Person to his younger son.

Remarks:

/s/ Cecilia Aza, attorney-in-
fact 04/26/2024

** 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.

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.