
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 22, 2008

MSCI Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation)*

001-33812
(Commission File Number)

13-4038723
*(IRS Employer
Identification No.)*

88 Pine Street, New York, NY 10005
(Address of principal executive offices)

10005
(Zip Code)

(212) 804-3900
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

On April 22, 2008, MSCI Inc. (the “Registrant”) issued a press release announcing the filing of a preliminary prospectus supplement in connection with the commencement of the secondary offering by certain of its shareholders of up to 23,000,000 shares (including the underwriters’ over-allotment option) of its class A common stock, par value \$0.01 per share. A copy of the press release is filed as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press release of the Registrant dated April 22, 2008.

MSCI Inc. Announces Secondary Offering of its Common Stock

New York – April 22, 2008 – MSCI Inc. (NYSE: MXB) announced today that it filed a preliminary prospectus supplement in connection with the commencement of a secondary offering by certain of its shareholders, including Morgan Stanley, of 20,000,000 shares of its class A common stock. The secondary offering is pursuant to a Registration Statement on Form S-1, filed with the Securities and Exchange Commission on April 11, 2008. Morgan Stanley also expects to grant the underwriters an option to purchase up to an additional 3,000,000 shares of MSCI Inc.'s class A common stock to cover over-allotments, if any. MSCI Inc. will not receive any of the proceeds from the sale of shares of its class A common stock.

Morgan Stanley and UBS Investment Bank are serving as joint book-running managers for the offering. Banc of America Securities LLC, Merrill Lynch & Co., William Blair & Company, Fox-Pitt Kelton Cochran Caronia Waller and Keefe, Bruyette & Woods are acting as co-managers.

A preliminary prospectus supplement and the accompanying base prospectus relating to the offering have been filed with the U.S. Securities and Exchange Commission and are available on its website, www.sec.gov.

Copies of the preliminary prospectus supplement and accompanying base prospectus relating to the offering may also be obtained when available from:

Morgan Stanley & Co. Incorporated
180 Varick Street
New York, New York 10014
Attention: Prospectus Department
E-mail: prospectus@morganstanley.com

UBS Investment Bank
Prospectus Department
299 Park Avenue
New York, NY 10171
Phone: (888) 827-7275

This announcement shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any offer of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

About MSCI Inc.

MSCI Inc. is a leading provider of investment decision support tools to investment institutions worldwide. MSCI Inc. products include indices and portfolio risk and performance analytics for use in managing equity, fixed income and multi-asset class portfolios.

The company's flagship products are the MSCI International Equity Indices, which are estimated to have over US \$3 trillion benchmarked to them, and the Barra risk models and portfolio analytics, which cover 56 equity and 46 fixed income markets. MSCI Inc. is headquartered in New York, with research and commercial offices around the world. Morgan Stanley, a global financial services firm, is the majority shareholder of MSCI Inc. MXB#IR

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